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October 1, 2014

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Eighth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of September 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26886.

The names and addresses of the parties to the enclosed document are:

Administrative Agent:	MB Financial Bank, N.A. 6111 North River Road Rosemont, IL 60018
Grantors:	Residual Based Finance Corporation ALF P-I, Inc. ALF P-II, Inc. ALF P-III, Inc. ALF II, Inc. ALF IV, Inc. ALF VII, LLC AVF II, L.L.C. RLH1 LLC Bangor & Aroostook Holdings, Inc. 70 West Madison Street, Suite 2340 Chicago, IL 60602

Section Chief  
October 1, 2014  
Page 2

A description of the railroad equipment covered by the enclosed document is:

238 railcars: GGCX 1185 – GGCX 1219, GGCX 1499 – GGCX 1525 (excluding GGCX 1512), MLMX 318 – MLMX 397 (previously marked and numbered within the series UNPX 102600 – UNPX 102057) and within the series GGCX 1220 – GGCX 1258, MLMX 406 – MLMX 458 (previously marked and numbered within the series GBRX 95129 – GBRX 95225) and MLMX 398 – MLMX 457 (previously marked and numbered within the series GBRX 95117 – GBRX 95223) all as set forth in the attachment to the document.

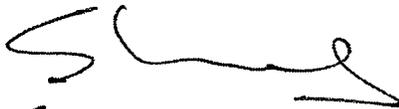
A short summary of the document to appear in the index is:

Memorandum of Eighth Amendment to Amended and Restated Master Railroad Security Agreement.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF EIGHTH AMENDMENT TO AMENDED AND  
RESTATED MASTER RAILROAD SECURITY AGREEMENT**

This Memorandum of Eighth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of September 30, 2014 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("RBFC"); and ALF P-II, INC., an Illinois corporation; ALF P-III, Inc., an Illinois corporation; ALF P-I, INC., an Illinois corporation; BANGOR & AROOSTOOK HOLDINGS, INC., a Maine corporation; RLH1 LLC, a Delaware limited liability company; ALF IV, INC., an Illinois corporation; AVF II, L.L.C., an Illinois limited liability company; ALF VII, LLC, an Illinois limited liability company; and ALF II, INC., an Illinois corporation; and each a Subsidiary or an Affiliate of RBFC and each of which has its chief executive office located at 70 West Madison Street, Suite 2340, Chicago, Illinois 60602 (each and collectively, the "Grantor"), and MB FINANCIAL BANK, N.A., a national banking association (the "Administrative Agent"), whose address is 6111 North River Road, Rosemont, Illinois 60018; respecting the Eighth Amendment to Amended and Restated Master Railroad Security Agreement dated as of September 30, 2014 (the "Seventh Amendment to Security Agreement").

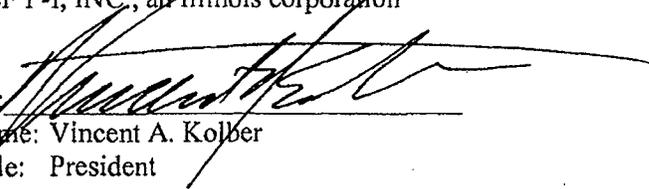
Pursuant to the Eighth Amendment to Security Agreement, Grantor and Administrative Agent hereby affirm and acknowledge that Grantor has granted to Administrative Agent, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, including all rents, leases and profits related thereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Eighth Amendment to Amended and Restated Master Railroad Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

*[Signature Page to Follow]*



ALF P-I, INC., an Illinois corporation

By:   
Name: Vincent A. Kolber  
Title: President

STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )

SS:

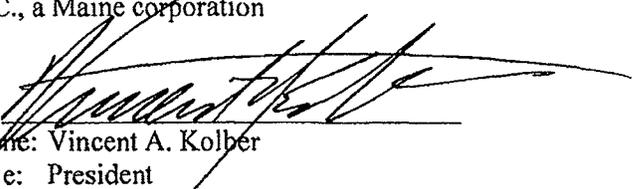
On this 16<sup>th</sup> of September, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 4/25/17



BANGOR & AROOSTOOK HOLDINGS,  
INC., a Maine corporation

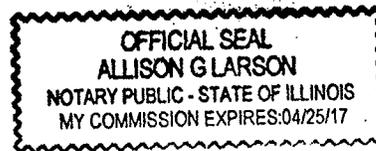
By:   
Name: Vincent A. Kolber  
Title: President

STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )    SS:

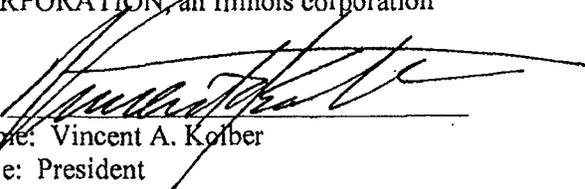
On this 16<sup>th</sup> day of September, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 4/25/17

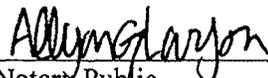


RESIDUAL BASED FINANCE  
CORPORATION, an Illinois corporation

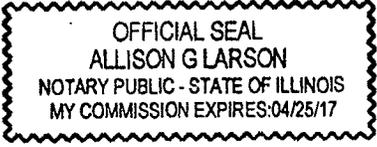
By:   
Name: Vincent A. Kolber  
Title: President

STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )    SS:

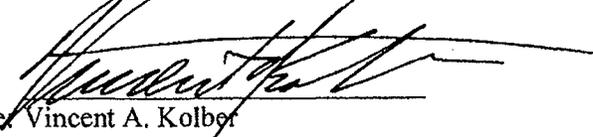
On this 16<sup>th</sup> day of September, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of RESIDUAL BASED FINANCE CORPORATION, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 4/25/17



ALF P-III, INC., an Illinois corporation

By:   
Name: Vincent A. Kolber  
Title: President

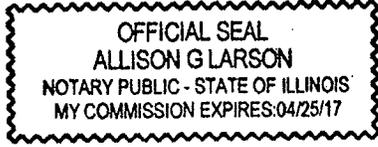
STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )

SS:

On this 16<sup>th</sup> day of September, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-III, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 4/25/17





ALF IV, INC., an Illinois corporation

By: *Vincent A. Kolber*  
Name: Vincent A. Kolber  
Title: President

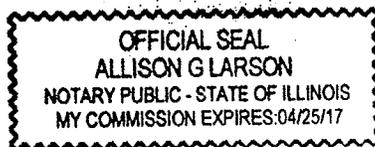
STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )

SS:

On this 16<sup>th</sup> day of September, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF IV, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Allison G. Larson*  
Notary Public

My Commission Expires 4/25/17

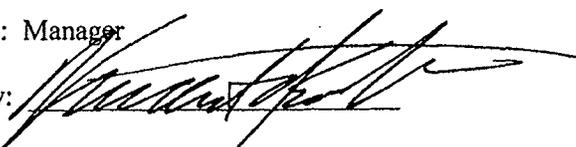




ALF VII, LLC, an Illinois limited liability company

By: ALF II, INC., an Illinois corporation

Its: Manager

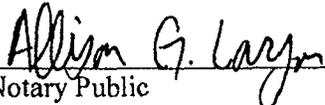
By: 

Name: Vincent A. Kolber

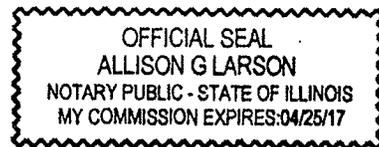
Title: President

STATE OF ILLINOIS            )  
  )    SS:  
COUNTY OF COOK            )

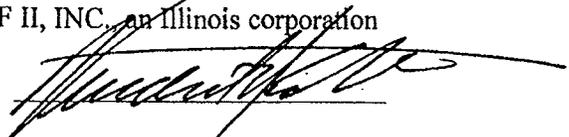
On this 16<sup>th</sup> day of September, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is the President of the Manager of ALF VII, LLC, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 4/25/17



ALF II, INC. an Illinois corporation

By: 

Name: Vincent A. Kolber

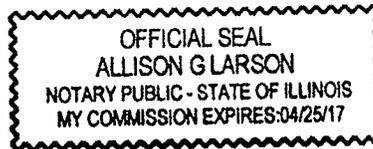
Title: President

STATE OF ILLINOIS            )  
  )    SS:  
COUNTY OF COOK            )

On this 16<sup>th</sup> day of September, 2014, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is the President of the President of ALF II, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires 4/25/17



Agreed and accepted:

**Bank:**

MB FINANCIAL BANK, N.A., a national banking association, as Administrative Agent under the Amended and Restated Master Loan Agreement

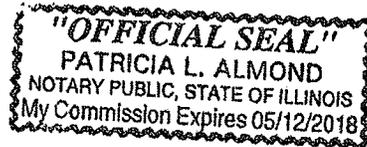
By: Keith J. Niebrugge  
Name: Keith J. Niebrugge  
Title: Senior Vice President

STATE OF Illinois )  
 )  
COUNTY OF Cook )

SS:

On this 16 day of September, 2014, before me personally appeared Keith J. Niebrugge, to me personally known, who being duly sworn, stated that he is the Senior Vice President of MB FINANCIAL BANK, N.A., as Administrative Agent, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia L. Almond  
Notary Public



My Commission Expires

EXHIBIT A

Lease Supplement Dated:	Quantity	Description	Car Mark and Number
April 29, 1994	35	100 ton, Model DOT class L. 0. Covered hopper cars manufactured by Thrall Car Manufacturing Co.	GGCX 1185 to and including GGCX 1219
December 12, 1994	36	100 ton, Model DOT class L. 0. Covered hopper cars manufactured by Thrall Car Manufacturing Co.	GGCX 1220 to and including GGCX 1258, but excluding cars GGCX 1230, GGCX 1232 and GGCX 1237
March 29, 1995	26	100 ton, 5,800 cubic foot, Model CF 5711 1995 Centex Flow Covered Hopper Cars manufactured by ACF Industries, Inc.	GGCX 1499 to and including GGCX 1525, but excluding car GGCX 1512

EXHIBIT A

Equipment Description

ELEVEN (11) 4,000 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH A FLAT BOTTOM, AND A 46' 11" IL, 53' 1" EL 10' 8" EW, 12' 8" EH WITH A 263,000 LBS. GROSS RAIL LOAD, AS FOLLOWS:

OLD NUMBER	NEW NUMBER
GBRX95129	MLMX406
GBRX95132	MLMX409
GBRX95137	MLMX412
GBRX95139	MLMX414
GBRX95155	MLMX425
GBRX95156	MLMX426
GBRX95161	MLMX429
GBRX95185	MLMX439
GBRX95201	MLMX445
GBRX95214	MLMX453
GBRX95225	MLMX458

EIGHTY (80) 4,700 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH DEPRESSED BOTTOM 48' IL 53' 1" EL, 10' 8" EW, 12' 10" EH, RATED AT 268,000 LBS. GROSS RAIL LOAD, AS FOLLOWS:

OLD NUMBER	NEW NUMBER
UNPX102600	MLMX318
UNPX102602	MLMX319
UNPX102604	MLMX320
UNPX102605	MLMX321
UNPX102607	MLMX322
UNPX102610	MLMX323
UNPX102616	MLMX324
UNPX102618	MLMX325
UNPX102621	MLMX326
UNPX102628	MLMX327
UNPX102640	MLMX328
UNPX102658	MLMX329
UNPX102659	MLMX330
UNPX102660	MLMX331
UNPX102662	MLMX332
UNPX102665	MLMX333
UNPX102666	MLMX334
UNPX102668	MLMX335

UNPX102683	MLMX336
UNPX102687	MLMX337
UNPX102690	MLMX338
UNPX102695	MLMX339
UNPX102698	MLMX340
UNPX102701	MLMX341
UNPX102704	MLMX342
UNPX102708	MLMX343
UNPX102715	MLMX344
UNPX102724	MLMX345
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UNPX102754	MLMX352
UNPX102757	MLMX353
UNPX102758	MLMX354
UNPX102765	MLMX355
UNPX102768	MLMX356
UNPX102781	MLMX357
UNPX102782	MLMX358
UNPX102783	MLMX359
UNPX102785	MLMX360
UNPX102787	MLMX361
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UNPX102805	MLMX367
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UNPX102896	MLMX382
UNPX102897	MLMX383
UNPX102902	MLMX384
UNPX102905	MLMX385

UNPX102918  
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UNPX102839

MLMX386  
MLMX387  
MLMX388  
MLMX389  
MLMX390  
MLMX391  
MLMX392  
MLMX393  
MLMX394  
MLMX395  
MLMX396  
MLMX397

EXHIBIT A

Equipment Description

FIFTY (50) 4,000 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH A FLAT BOTTO AND A 46' 11" IL, 53' 1" EL 10' 8" EW, 12' 8" EH WITH A 263,000 LB. GROSS RAIL LOAD, AS FOLLOWS:

OLD NUMBER	NEW NUMBER
GBRX95117	MLMX398
GBRX95118	MLMX399
GBRX95119	MLMX400
GBRX95122	MLMX401
GBRX95123	MLMX402
GBRX95125	MLMX403
GBRX95126	MLMX404
GBRX95128	MLMX405
GBRX95130	MLMX407
GBRX95131	MLMX408
GBRX95134	MLMX410
GBRX95135	MLMX411
GBRX95138	MLMX413
GBRX95140	MLMX415
GBRX95141	MLMX416
GBRX95143	MLMX417
GBRX95144	MLMX418
GBRX95148	MLMX419
GBRX95150	MLMX420
GBRX95151	MLMX421
GBRX95152	MLMX422
GBRX95153	MLMX423
GBRX95154	MLMX424
GBRX95158	MLMX427
GBRX95160	MLMX428
GBRX95162	MLMX430
GBRX95164	MLMX431
GBRX95166	MLMX432
GBRX95167	MLMX433
GBRX95168	MLMX434
GBRX95173	MLMX435
GBRX95176	MLMX436
GBRX95181	MLMX437
GBRX95184	MLMX438
GBRX95187	MLMX440
GBRX95189	MLMX441
GBRX95190	MLMX442
GBRX95195	MLMX443
GBRX95198	MLMX444
GBRX95204	MLMX446
GBRX95205	MLMX447

GBRX95206	MLMX448
GBRX95207	MLMX449
GBRX95209	MLMX450
GBRX95212	MLMX451
GBRX95213	MLMX452
GBRX95218	MLMX454
GBRX95220	MLMX455
GBRX95221	MLMX456
GBRX95223	MLMX457

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/1/2014

Edward M Luria  
Edward M. Luria