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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 30 2015

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 Thirteenth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of September 30, 2015, 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 I, 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
September 30, 2015
Page 2

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

279 railcars within the series PPNX 1250 – PPNX 1289 and PPTX 3426 – PPTX 3673 as more particularly set forth on the attachment to the document.

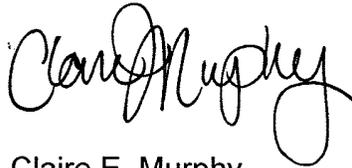
A short summary of the document to appear in the index is:

Memorandum of Thirteenth 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 "Claire E. Murphy". The signature is written in a cursive, flowing style with a large loop at the end of the last name.

Claire E. Murphy

CEM
Enclosures

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

This Memorandum of Thirteenth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of September 30, 2015 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (“RBFC”); and ALF I, INC., an Illinois corporation; 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., a Delaware 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 Thirteenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of September 30, 2015 (the “Thirteenth Amendment to Security Agreement”).

Pursuant to the Thirteenth 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 Thirteenth 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]

Grantor:

ALF P-II, INC., an Illinois corporation

By: 
Name: Glenn P. Davis
Title: President

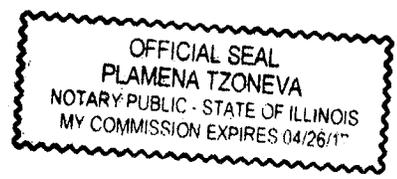
STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 28 of September, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of ALF P-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



ALF P-I, INC., an Illinois corporation

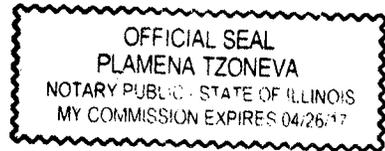
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 28 of September, 2015, before me personally appeared Glenn P. Davis, 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

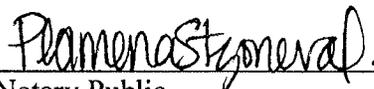


BANGOR & AROOSTOOK HOLDINGS,
INC., a Maine corporation

By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 28 day of September, 2015, before me personally appeared Glenn P. Davis, 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

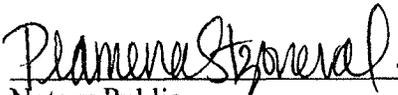


ALF IV, INC., an Illinois corporation

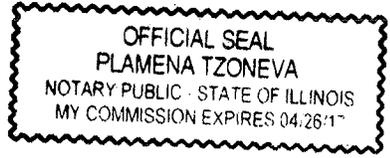
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 28 day of September, 2015, before me personally appeared Glenn P. Davis, 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.


Notary Public

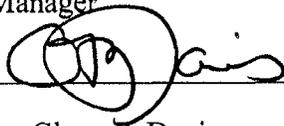
My Commission Expires



AVF II, L.L.C., an Illinois limited liability company

By: ALF II, Inc., an Illinois corporation

Its: Manager

By: 

Name: Glenn P. Davis

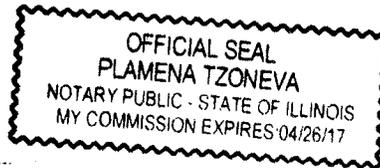
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 28 day of September, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of the Manager of AVF II, L.L.C., 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

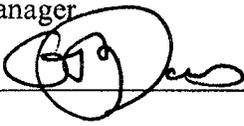
My Commission Expires



ALF VII, LLC, an Illinois limited liability company

By: ALF II, INC., an Illinois corporation

Its: Manager

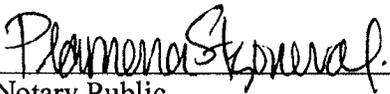
By: 

Name: Glenn P. Davis

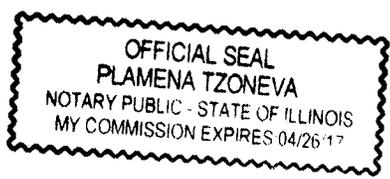
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 28 day of September, 2015, before me personally appeared Glenn P. Davis, 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



ALF II, INC., an Illinois corporation

By: 

Name: Glenn P. Davis

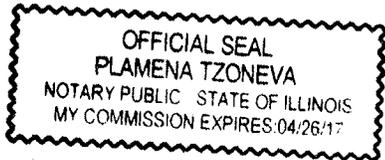
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 28 day of September, 2015, before me personally appeared Glenn P. Davis, 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



ALF I, INC., an Illinois corporation

By: 

Name: Glenn P. Davis

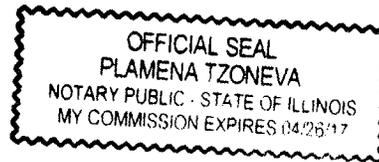
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 28 day of September, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of the President of ALF 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



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)

) SS:

COUNTY OF COOK)

On this 28 day of September, 2015, 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

Row	Reporting Mark	Car Number	Row	Reporting Mark	Car Number
1	PPTX	3426	35	PPTX	3470
2	PPTX	3427	36	PPTX	3471
3	PPTX	3428	37	PPTX	3473
4	PPTX	3431	38	PPTX	3474
5	PPTX	3432	39	PPTX	3480
6	PPTX	3433	40	PPTX	3481
7	PPTX	3435	41	PPTX	3483
8	PPTX	3436	42	PPTX	3488
9	PPTX	3437	43	PPTX	3489
10	PPTX	3438	44	PPTX	3494
11	PPTX	3439	45	PPTX	3496
12	PPTX	3440	46	PPTX	3498
13	PPTX	3441	47	PPTX	3499
14	PPTX	3442	48	PPTX	3500
15	PPTX	3443	49	PPTX	3501
16	PPTX	3444	50	PPTX	3502
17	PPTX	3445	51	PPTX	3503
18	PPTX	3446	52	PPTX	3504
19	PPTX	3447	53	PPTX	3505
20	PPTX	3448	54	PPTX	3506
21	PPTX	3449	55	PPTX	3507
22	PPTX	3450	56	PPTX	3508
23	PPTX	3451	57	PPTX	3517
24	PPTX	3452	58	PPTX	3519
25	PPTX	3453	59	PPTX	3521
26	PPTX	3454	60	PPTX	3523
27	PPTX	3455	61	PPTX	3524
28	PPTX	3456	62	PPTX	3525
29	PPTX	3457	63	PPTX	3527
30	PPTX	3462	64	PPTX	3528
31	PPTX	3463	65	PPTX	3530
32	PPTX	3467	66	PPTX	3532
33	PPTX	3468	67	PPTX	3429
34	PPTX	3469	68	PPTX	3430

Row	Reporting Mark	Car Number	Row	Reporting Mark	Car Number
69	PPTX	3458	105	PPTX	3535
70	PPTX	3459	106	PPTX	3536
71	PPTX	3461	107	PPTX	3537
72	PPTX	3464	108	PPTX	3538
73	PPTX	3465	109	PPTX	3539
74	PPTX	3466	110	PPTX	3540
75	PPTX	3472	111	PPTX	3541
76	PPTX	3475	112	PPTX	3542
77	PPTX	3476	113	PPTX	3545
78	PPTX	3477	114	PPTX	3546
79	PPTX	3478	115	PPTX	3547
80	PPTX	3479	116	PPTX	3548
81	PPTX	3482	117	PPTX	3549
82	PPTX	3484	118	PPTX	3550
83	PPTX	3485	119	PPTX	3552
84	PPTX	3486	120	PPTX	3553
85	PPTX	3487	121	PPTX	3554
86	PPTX	3490	122	PPTX	3555
87	PPTX	3491	123	PPTX	3556
88	PPTX	3492	124	PPTX	3558
89	PPTX	3493	125	PPTX	3559
90	PPTX	3495	126	PPTX	3560
91	PPTX	3497	127	PPTX	3561
92	PPTX	3509	128	PPTX	3563
93	PPTX	3510	129	PPTX	3564
94	PPTX	3512	130	PPTX	3565
95	PPTX	3513	131	PPTX	3566
96	PPTX	3514	132	PPTX	3567
97	PPTX	3515	133	PPTX	3571
98	PPTX	3516	134	PPTX	3572
99	PPTX	3520	135	PPTX	3573
100	PPTX	3526	136	PPTX	3574
101	PPTX	3529	137	PPTX	3575
102	PPTX	3531	138	PPTX	3576
103	PPTX	3533	139	PPTX	3577
104	PPTX	3534	140	PPTX	3578

Row	Reporting Mark	Car Number	Row	Reporting Mark	Car Number
141	PPTX	3544	177	PPTX	3579
142	PPTX	3557	178	PPTX	3581
143	PPTX	3562	179	PPTX	3622
144	PPTX	3570	180	PPTX	3624
145	PPTX	3580	181	PPTX	3628
146	PPTX	3582	182	PPTX	3631
147	PPTX	3583	183	PPTX	3636
148	PPTX	3584	184	PPTX	3637
149	PPTX	3586	185	PPTX	3658
150	PPTX	3588	186	PPTX	3659
151	PPTX	3589	187	PPTX	3660
152	PPTX	3590	188	PPTX	3661
153	PPTX	3592	189	PPTX	3662
154	PPTX	3593	190	PPTX	3663
155	PPTX	3594	191	PPTX	3664
156	PPTX	3595	192	PPTX	3665
157	PPTX	3596	193	PPTX	3666
158	PPTX	3597	194	PPTX	3667
159	PPTX	3598	195	PPTX	3668
160	PPTX	3599	196	PPTX	3669
161	PPTX	3600	197	PPTX	3670
162	PPTX	3602	198	PPTX	3671
163	PPTX	3604	199	PPTX	3672
164	PPTX	3605	200	PPTX	3673
165	PPTX	3606	201	PPTX	3643
166	PPTX	3608	202	PPTX	3644
167	PPTX	3609	203	PPTX	3645
168	PPTX	3610	204	PPTX	3646
169	PPTX	3611	205	PPTX	3647
170	PPTX	3612	206	PPTX	3648
171	PPTX	3614	207	PPTX	3649
172	PPTX	3615	208	PPTX	3650
173	PPTX	3618	209	PPTX	3651
174	PPTX	3619	210	PPTX	3652
175	PPTX	3620	211	PPTX	3653
176	PPTX	3621	212	PPTX	3654

Row	Reporting Mark	Car Number	Row	Reporting Mark	Car Number
213	PPNX	1250	249	PPNX	1254
214	PPNX	1251	250	PPTX	3568
215	PPNX	1253	251	PPTX	3569
216	PPNX	1255	252	PPTX	3585
217	PPNX	1256	253	PPTX	3601
218	PPNX	1257	254	PPTX	3603
219	PPNX	1258	255	PPTX	3607
220	PPNX	1259	256	PPTX	3613
221	PPNX	1260	257	PPTX	3616
222	PPNX	1261	258	PPTX	3617
223	PPNX	1262	259	PPTX	3623
224	PPNX	1263	260	PPTX	3625
225	PPNX	1264	261	PPTX	3226
226	PPNX	1265	262	PPTX	2827
227	PPNX	1266	263	PPTX	3629
228	PPNX	1267	264	PPTX	3630
229	PPNX	1268	265	PPTX	3632
230	PPNX	1269	266	PPTX	3633
231	PPNX	1270	267	PPTX	3634
232	PPNX	1271	268	PPTX	3635
233	PPNX	1272	269	PPTX	3638
234	PPNX	1273	270	PPTX	3639
235	PPNX	1274	271	PPTX	3640
236	PPNX	1275	272	PPTX	3641
237	PPNX	1276	273	PPTX	3642
238	PPNX	1277	274	PPTX	3655
239	PPNX	1278	275	PPTX	3656
240	PPNX	1280	276	PPTX	3657
241	PPNX	1281	277	PPNX	1279
242	PPNX	1282	278	PPNX	1284
243	PPNX	1283	279	PPNX	1288
244	PPNX	1285			
245	PPNX	1286			
246	PPNX	1287			
247	PPNX	1289			
248	PPNX	1252			

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: September 30, 2015



Claire E. Murphy