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

September 25, 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 Twelfth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of September 25, 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 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 25, 2015
Page 2

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

532 railcars: DEEX 25170, DEEX 25270, and cars within the following series: series DEEX 25305 – DEEX 25376; DEEX 25405 – DEEX 25499; DEEX 25805 – DEEX 25886; DEEX 25910 – DEEX 25998; DEEX 4797 – DEEX 4999; DEEX 5160 – DEEX 5500; DEEX 5801 – DEEX 6000; and DEEX 8925 – DEEX 8999 as more particularly set forth on the attachment to the document.

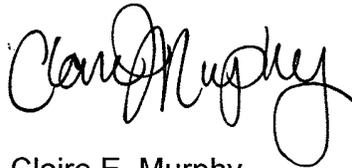
A short summary of the document to appear in the index is:

Memorandum of Twelfth 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.

Claire E. Murphy

CEM
Enclosures

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

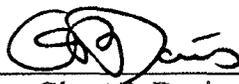
This Memorandum of Twelfth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of September 25, 2015 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (“RBFC”); and ALF I, INC., an Illinois corporation; ALF P-II, INC., an Illinois corporation; 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 Twelfth Amendment to Amended and Restated Master Railroad Security Agreement dated as of September 25, 2015 (the “Twelfth Amendment to Security Agreement”).

Pursuant to the Twelfth 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 Twelfth 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

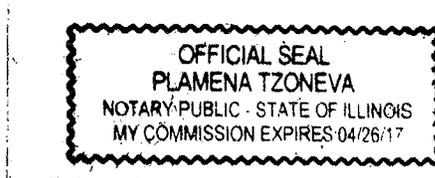
STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 24 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

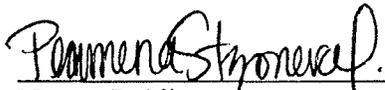


ALF P-I, INC., an Illinois corporation

By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 24 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 24 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 P-III, INC., an Illinois corporation

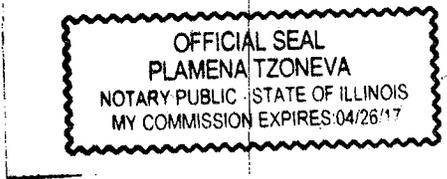
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 24 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 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

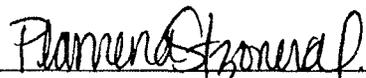


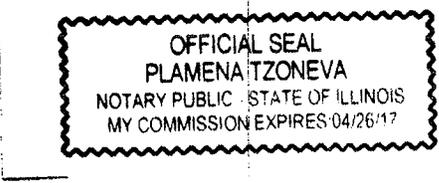
ALF IV, INC., an Illinois corporation

By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 24 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 24 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 24 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 I, INC., an Illinois corporation

By: 

Name: Glenn P. Davis

Title: President

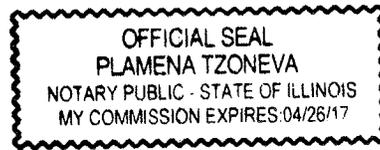
STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 24 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: Timothy E. Broccolo
Name: ~~Keith J. Niebrugge~~ Timothy E. Broccolo
Title: Senior Vice President

STATE OF ILLINOIS)) SS:
COUNTY OF COOK)

On this 23 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	DEEX	4797	39	DEEX	5199
2	DEEX	4871	40	DEEX	5200
3	DEEX	4877	41	DEEX	5201
4	DEEX	4894	42	DEEX	5202
5	DEEX	4892	43	DEEX	5203
6	DEEX	4921	44	DEEX	5204
7	DEEX	4931	45	DEEX	5205
8	DEEX	4957	46	DEEX	5206
9	DEEX	4965	47	DEEX	5207
10	DEEX	4977	48	DEEX	5208
11	DEEX	4981	49	DEEX	5209
12	DEEX	4982	50	DEEX	5211
13	DEEX	4983	51	DEEX	5212
14	DEEX	4987	52	DEEX	5213
15	DEEX	4989	53	DEEX	5214
16	DEEX	4990	54	DEEX	5215
17	DEEX	4991	55	DEEX	5216
18	DEEX	4992	56	DEEX	5217
19	DEEX	4993	57	DEEX	5218
20	DEEX	4995	58	DEEX	5220
21	DEEX	4997	59	DEEX	5221
22	DEEX	4999	60	DEEX	5222
23	DEEX	5160	61	DEEX	5223
24	DEEX	5164	62	DEEX	5224
25	DEEX	25170	63	DEEX	5225
26	DEEX	5171	64	DEEX	25226
27	DEEX	5175	65	DEEX	5228
28	DEEX	5180	66	DEEX	5229
29	DEEX	5183	67	DEEX	5231
30	DEEX	5185	68	DEEX	5232
31	DEEX	5186	69	DEEX	5233
32	DEEX	5187	70	DEEX	5235
33	DEEX	5189	71	DEEX	5236
34	DEEX	5190	72	DEEX	5237
35	DEEX	5193	73	DEEX	5238
36	DEEX	5194	74	DEEX	5240
37	DEEX	5197	75	DEEX	5242
38	DEEX	5198	76	DEEX	5243

Row #	Reporting Mark	Car Number	Row #	Reporting Mark	Car Number
77	DEEX	5244	117	DEEX	5293
78	DEEX	5245	118	DEEX	5294
79	DEEX	5246	119	DEEX	5295
80	DEEX	5248	120	DEEX	5297
81	DEEX	5249	121	DEEX	5299
82	DEEX	5250	122	DEEX	5301
83	DEEX	5251	123	DEEX	5302
84	DEEX	5252	124	DEEX	5304
85	DEEX	5253	125	DEEX	25305
86	DEEX	5254	126	DEEX	5306
87	DEEX	5255	127	DEEX	5307
88	DEEX	5257	128	DEEX	5308
89	DEEX	5259	129	DEEX	5309
90	DEEX	5261	130	DEEX	5310
91	DEEX	5262	131	DEEX	5311
92	DEEX	5264	132	DEEX	5312
93	DEEX	5265	133	DEEX	5313
94	DEEX	5266	134	DEEX	5314
95	DEEX	5267	135	DEEX	5315
96	DEEX	5268	136	DEEX	5317
97	DEEX	5269	137	DEEX	5318
98	DEEX	25270	138	DEEX	5319
99	DEEX	5271	139	DEEX	5320
100	DEEX	5272	140	DEEX	5321
101	DEEX	5273	141	DEEX	25322
102	DEEX	5275	142	DEEX	5323
103	DEEX	5276	143	DEEX	5324
104	DEEX	5277	144	DEEX	5325
105	DEEX	5278	145	DEEX	5326
106	DEEX	5279	146	DEEX	5327
107	DEEX	5280	147	DEEX	5328
108	DEEX	5282	148	DEEX	5329
109	DEEX	5283	149	DEEX	5330
110	DEEX	5284	150	DEEX	5331
111	DEEX	5285	151	DEEX	5332
112	DEEX	5286	152	DEEX	5333
113	DEEX	5287	153	DEEX	5334
114	DEEX	5289	154	DEEX	5335
115	DEEX	5291	155	DEEX	5336
116	DEEX	5292	156	DEEX	5338

Row #	Reporting Mark	Car Number	Row #	Reporting Mark	Car Number
157	DEEX	5339	196	DEEX	5380
158	DEEX	25340	197	DEEX	5381
159	DEEX	5341	198	DEEX	5382
160	DEEX	5342	199	DEEX	5384
161	DEEX	5343	200	DEEX	5385
162	DEEX	5344	201	DEEX	5386
163	DEEX	5345	202	DEEX	5387
164	DEEX	5346	203	DEEX	5389
165	DEEX	5347	204	DEEX	5390
166	DEEX	5348	205	DEEX	5392
167	DEEX	5349	206	DEEX	5393
168	DEEX	5350	207	DEEX	5394
169	DEEX	5351	208	DEEX	5395
170	DEEX	5352	209	DEEX	5396
171	DEEX	5354	210	DEEX	5397
172	DEEX	5355	211	DEEX	5398
173	DEEX	5356	212	DEEX	5400
174	DEEX	5357	213	DEEX	5402
175	DEEX	5358	214	DEEX	5403
176	DEEX	5359	215	DEEX	5404
177	DEEX	5360	216	DEEX	25405
178	DEEX	5361	217	DEEX	5406
179	DEEX	25362	218	DEEX	5407
180	DEEX	5363	219	DEEX	5410
181	DEEX	5364	220	DEEX	5411
182	DEEX	5365	221	DEEX	5412
183	DEEX	5366	222	DEEX	5413
184	DEEX	5367	223	DEEX	5416
185	DEEX	5368	224	DEEX	25417
186	DEEX	5369	225	DEEX	5418
187	DEEX	5370	226	DEEX	25419
188	DEEX	5372	227	DEEX	5420
189	DEEX	5373	228	DEEX	5421
190	DEEX	5374	229	DEEX	5422
191	DEEX	5375	230	DEEX	5424
192	DEEX	25376	231	DEEX	5425
193	DEEX	5377	232	DEEX	5426
194	DEEX	5378	233	DEEX	5427
195	DEEX	5379	234	DEEX	5428

Row #	Reporting Mark	Car Number	Row #	Reporting Mark	Car Number
235	DEEX	5429	275	DEEX	5477
236	DEEX	25431	276	DEEX	5478
237	DEEX	5432	277	DEEX	5480
238	DEEX	5433	278	DEEX	5481
239	DEEX	25434	279	DEEX	5482
240	DEEX	5436	280	DEEX	5483
241	DEEX	5437	281	DEEX	5484
242	DEEX	5438	282	DEEX	5485
243	DEEX	5439	283	DEEX	5486
244	DEEX	5440	284	DEEX	5487
245	DEEX	5441	285	DEEX	5488
246	DEEX	5442	286	DEEX	5489
247	DEEX	5443	287	DEEX	5491
248	DEEX	5444	288	DEEX	5493
249	DEEX	5445	289	DEEX	5494
250	DEEX	5446	290	DEEX	5495
251	DEEX	5447	291	DEEX	5496
252	DEEX	5449	292	DEEX	5497
253	DEEX	5450	293	DEEX	25498
254	DEEX	5451	294	DEEX	25499
255	DEEX	5452	295	DEEX	5500
256	DEEX	5453	296	DEEX	5801
257	DEEX	5454	297	DEEX	5802
258	DEEX	5455	298	DEEX	5803
259	DEEX	5456	299	DEEX	5804
260	DEEX	5457	300	DEEX	25805
261	DEEX	5458	301	DEEX	5806
262	DEEX	5459	302	DEEX	5807
263	DEEX	5460	303	DEEX	5808
264	DEEX	5463	304	DEEX	5809
265	DEEX	5464	305	DEEX	5810
266	DEEX	5465	306	DEEX	5811
267	DEEX	5466	307	DEEX	5812
268	DEEX	5467	308	DEEX	5813
269	DEEX	5469	309	DEEX	5815
270	DEEX	5471	310	DEEX	5816
271	DEEX	5472	311	DEEX	5817
272	DEEX	5473	312	DEEX	5818
273	DEEX	5474	313	DEEX	5819
274	DEEX	5476	314	DEEX	5820

Row #	Reporting Mark	Car Number	Row #	Reporting Mark	Car Number
315	DEEX	5821	354	DEEX	5864
316	DEEX	5822	355	DEEX	5865
317	DEEX	5823	356	DEEX	5866
318	DEEX	5824	357	DEEX	25867
319	DEEX	5825	358	DEEX	5869
320	DEEX	5826	359	DEEX	5870
321	DEEX	5827	360	DEEX	5871
322	DEEX	5828	361	DEEX	5872
323	DEEX	5829	362	DEEX	5874
324	DEEX	5830	363	DEEX	5875
325	DEEX	25832	364	DEEX	5876
326	DEEX	5833	365	DEEX	5877
327	DEEX	5834	366	DEEX	5878
328	DEEX	5835	367	DEEX	5879
329	DEEX	5836	368	DEEX	5880
330	DEEX	5837	369	DEEX	5881
331	DEEX	5839	370	DEEX	5882
332	DEEX	5840	371	DEEX	5883
333	DEEX	5842	372	DEEX	5884
334	DEEX	5843	373	DEEX	5885
335	DEEX	5844	374	DEEX	25886
336	DEEX	5845	375	DEEX	5887
337	DEEX	5846	376	DEEX	5890
338	DEEX	5847	377	DEEX	5891
339	DEEX	5848	378	DEEX	5892
340	DEEX	5849	379	DEEX	5893
341	DEEX	5850	380	DEEX	5894
342	DEEX	5851	381	DEEX	5896
343	DEEX	5852	382	DEEX	5897
344	DEEX	5853	383	DEEX	5898
345	DEEX	5854	384	DEEX	5899
346	DEEX	5855	385	DEEX	5902
347	DEEX	5856	386	DEEX	5903
348	DEEX	25857	387	DEEX	5904
349	DEEX	5858	388	DEEX	5905
350	DEEX	5859	389	DEEX	5906
351	DEEX	25860	390	DEEX	5908
352	DEEX	5861	391	DEEX	5909
353	DEEX	5862	392	DEEX	25910

Row #	Reporting Mark	Car Number	Row #	Reporting Mark	Car Number
393	DEEX	5911	433	DEEX	5960
394	DEEX	5912	434	DEEX	25961
395	DEEX	5913	435	DEEX	5962
396	DEEX	5914	436	DEEX	5963
397	DEEX	5915	437	DEEX	5964
398	DEEX	5917	438	DEEX	5965
399	DEEX	5918	439	DEEX	5967
400	DEEX	5919	440	DEEX	5968
401	DEEX	5922	441	DEEX	5969
402	DEEX	5923	442	DEEX	25970
403	DEEX	5924	443	DEEX	5971
404	DEEX	5926	444	DEEX	5972
405	DEEX	5927	445	DEEX	5973
406	DEEX	5928	446	DEEX	5974
407	DEEX	5929	447	DEEX	5975
408	DEEX	5932	448	DEEX	5976
409	DEEX	5933	449	DEEX	5977
410	DEEX	5934	450	DEEX	5978
411	DEEX	5935	451	DEEX	5980
412	DEEX	5936	452	DEEX	5981
413	DEEX	5937	453	DEEX	5982
414	DEEX	5938	454	DEEX	5983
415	DEEX	5939	455	DEEX	25984
416	DEEX	5940	456	DEEX	5986
417	DEEX	5941	457	DEEX	5988
418	DEEX	5942	458	DEEX	5989
419	DEEX	5944	459	DEEX	5990
420	DEEX	5945	460	DEEX	25991
421	DEEX	5946	461	DEEX	5992
422	DEEX	5947	462	DEEX	5993
423	DEEX	5948	463	DEEX	5994
424	DEEX	5949	464	DEEX	5996
425	DEEX	25950	465	DEEX	5997
426	DEEX	5951	466	DEEX	25998
427	DEEX	5952	467	DEEX	5999
428	DEEX	5953	468	DEEX	6000
429	DEEX	5956	469	DEEX	8925
430	DEEX	5957	470	DEEX	8926
431	DEEX	5958	471	DEEX	8927
432	DEEX	25959	472	DEEX	8928

Row #	Reporting Mark	Car Number	Row #	Reporting Mark	Car Number
473	DEEX	8929	513	DEEX	8976
474	DEEX	8930	514	DEEX	8977
475	DEEX	8931	515	DEEX	8978
476	DEEX	8932	516	DEEX	8979
477	DEEX	8933	517	DEEX	8980
478	DEEX	8935	518	DEEX	8981
479	DEEX	8936	519	DEEX	8982
480	DEEX	8937	520	DEEX	8983
481	DEEX	8938	521	DEEX	8984
482	DEEX	8941	522	DEEX	8985
483	DEEX	8942	523	DEEX	8986
484	DEEX	8943	524	DEEX	8987
485	DEEX	8944	525	DEEX	8990
486	DEEX	8945	526	DEEX	8991
487	DEEX	8946	527	DEEX	8992
488	DEEX	8947	528	DEEX	8993
489	DEEX	8948	529	DEEX	8994
490	DEEX	8949	530	DEEX	8996
491	DEEX	8950	531	DEEX	8999
492	DEEX	8951	532	DEEX	4986
493	DEEX	8952			
494	DEEX	8953			
495	DEEX	8954			
496	DEEX	8955			
497	DEEX	8957			
498	DEEX	8959			
499	DEEX	8960			
500	DEEX	8961			
501	DEEX	8963			
502	DEEX	8964			
503	DEEX	8965			
504	DEEX	8966			
505	DEEX	8967			
506	DEEX	8968			
507	DEEX	8969			
508	DEEX	8970			
509	DEEX	8971			
510	DEEX	8972			
511	DEEX	8974			
512	DEEX	8975			

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 25, 2015



Claire E. Murphy