

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

April 7, 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 Tenth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of April 7, 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:

Bank:	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
April 7, 2015
Page 2

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

160 railcars within the series OFOX 7700 – OFOX 7864 and TFOX 47262 – TFOX 47854 as more particularly set forth in the attachment to the document.

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

Memorandum of Tenth 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,



Edward M. Luria

EML/sem
Enclosures

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

This Memorandum of Tenth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of April 7, 2015 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., 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 Tenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of April 7, 2015 (the “Tenth Amendment to Security Agreement”).

Pursuant to the Tenth 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 Tenth 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:

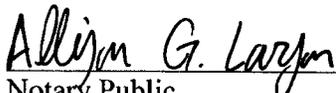
ALF P-II, INC., an Illinois corporation

By: 
Name: Glenn P. Davis
Title: President

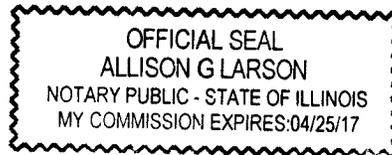
STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 6th of April, 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 4/25/17



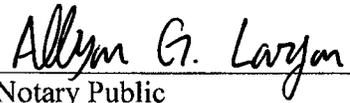
ALF P-I, INC., an Illinois corporation

By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 6th of April, 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 4/25/17

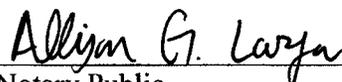


BANGOR & AROOSTOOK HOLDINGS,
INC., a Maine corporation

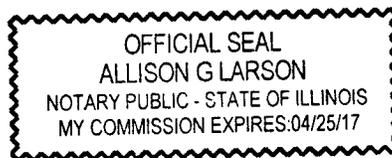
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 6th day of April, 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 4/25/17



RESIDUAL BASED FINANCE
CORPORATION, an Illinois corporation

By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 6th day of April, 2015, before me personally appeared Glenn P. Davis, 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.

Allison G. Larson
Notary Public

My Commission Expires 4/25/17



ALF P-III, INC., an Illinois corporation

By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 6th day of April, 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.

Allison G. Larson
Notary Public

My Commission Expires 4/25/17



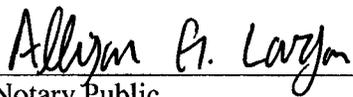
RLH1 LLC, a Delaware limited liability company

By: 
Name: Glenn P. Davis
Title: Director

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 6th day of April, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is Director of RLH1 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



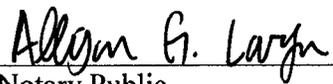
My Commission Expires 4/25/17

ALF IV, INC., an Illinois corporation

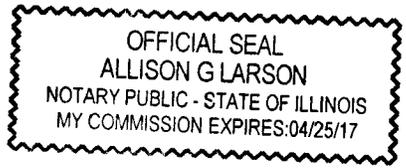
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 6th day of April, 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

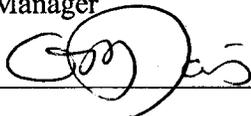
My Commission Expires 4/25/17



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

By: ALF II, Inc., an Illinois corporation

Its: Manager

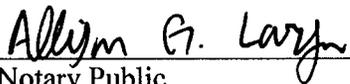
By: 

Name: Glenn P. Davis

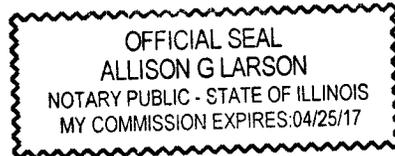
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 6^m day of April, 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 4/25/17



ALF VII, LLC, an Illinois limited liability company

By: ALF II, INC., an Illinois corporation

Its: Manager

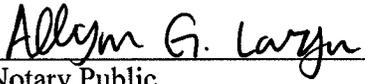
By: 

Name: Glenn P. Davis

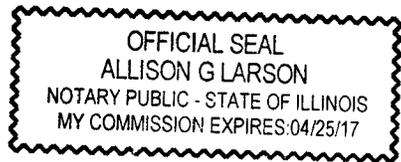
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 6th day of April, 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 4/25/17



ALF II, INC., an Illinois corporation

By: 

Name: Glenn P. Davis

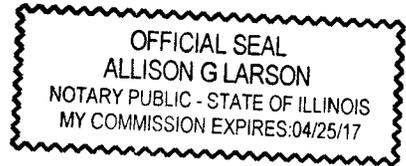
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 6^m day of April, 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.

Allison G. Larson
Notary Public

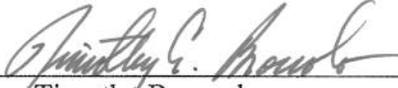
My Commission Expires 4/25/17



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: 
Name: Timothy Broccoli
Title: Commercial Group President

STATE OF ILLINOIS)

) SS:

COUNTY OF COOK)

On this 6 day of April, 2015, before me personally appeared Timothy Broccoli, to me personally known, who being duly sworn, stated that he is the Commercial Group 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.


Notary Public

My Commission Expires

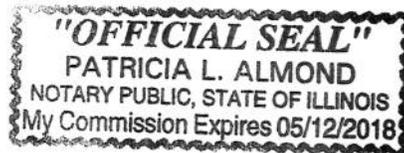


EXHIBIT A

Seq.	Mark	Car No.
1	OFOX	7700
2	OFOX	7701
3	OFOX	7702
4	OFOX	7703
5	OFOX	7704
6	OFOX	7705
7	OFOX	7706
8	OFOX	7707
9	OFOX	7708
10	OFOX	7710
11	OFOX	7711
12	OFOX	7713
13	OFOX	7714
14	OFOX	7715
15	OFOX	7716
16	OFOX	7717
17	OFOX	7718
18	OFOX	7719
19	OFOX	7721
20	OFOX	7722
21	OFOX	7723
22	OFOX	7724

Seq.	Mark	Car No.
41	7746	7746
42	7747	7747
43	7748	7748
44	7749	7749
45	7750	7750
46	7751	7751
47	7752	7752
48	7753	7753
49	7754	7754
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53	7758	7758
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55	7760	7760
56	7762	7762
57	7763	7763
58	7764	7764
59	7765	7765
60	7766	7766
61	7767	7767
62	7768	7768

Seq.	Mark	Car No.
81	OFOX	7787
82	OFOX	7788
83	OFOX	7789
84	OFOX	7790
85	OFOX	7791
86	OFOX	7792
87	OFOX	7793
88	OFOX	7794
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95	OFOX	7801
96	OFOX	7802
97	OFOX	7803
98	OFOX	7804
99	OFOX	7805
100	OFOX	7806
101	OFOX	7807
102	OFOX	7808

Seq.	Mark	Car No.
121	OFOX	7828
122	OFOX	7830
123	OFOX	7831
124	OFOX	7832
125	OFOX	7833
126	OFOX	7834
127	OFOX	7835
128	OFOX	7836
129	OFOX	7837
130	OFOX	7838
131	OFOX	7839
132	OFOX	7840
133	OFOX	7841
134	OFOX	7842
135	OFOX	7843
136	OFOX	7844
137	OFOX	7845
138	OFOX	7846
139	OFOX	7847
140	OFOX	7848
141	OFOX	7849
142	OFOX	7850

23	OFOX	7725
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40	OFOX	7745

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103	OFOX	7809
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117	OFOX	7824
118	OFOX	7825
119	OFOX	7826
120	OFOX	7827

143	OFOX	7851
144	OFOX	7852
145	OFOX	7854
146	OFOX	7855
147	OFOX	7856
148	OFOX	7857
149	OFOX	7859
150	OFOX	7860
151	OFOX	7861
152	OFOX	7862
153	OFOX	7863
154	OFOX	7864
155	TFOX	47262
156	TFOX	47267
157	TFOX	47284
158	TFOX	47301
159	TFOX	47826
160	TFOX	47854

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: April 7, 2015

Edward M. Luria

Edward M. Luria