

RECORDATION NO. 26886A FILED

JUN 28 '07 -11 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of First Amendment to Master Railroad Security Agreement, dated as of June 27, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Security Agreement 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, Illinois 60018

Grantors: Residual Based Finance Corporation
ALF P-II, Inc.
ALF P-III, Inc.
70 West Madison Street, Suite 2080
Chicago, Illinois 60602

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

10 locomotives: CFE 3880 - CFE 3889.

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

Memorandum of First Amendment to Master Railroad Security Agreement.

Also enclosed is a check in the amount of \$35.00 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,



Robert W. Alvord

RWA/sem
Enclosures

JUN 28 '07 -11 00 AM

MEMORANDUM OF FIRST AMENDMENT TO MASTER RAILROAD SURFACE TRANSPORTATION BOARD
SECURITY AGREEMENT

This Memorandum of First Amendment to Master Railroad Security Agreement is made and entered into as of June ~~28~~²⁹, 2007 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("Resideo"), ALF P-II, Inc. an Illinois corporation and ALF P-III, Inc. an Illinois corporation (collectively, the "Grantor"), each of which has its chief executive office located at 70 West Madison Street, Suite 2080 Chicago, Illinois 60602 and MB FINANCIAL BANK, N.A., a national banking association (the "Bank"), whose address is 6111 North River Road, Rosemont, Illinois 60018, respecting that Master Railroad Security Agreement dated as of June 28, 2007 entered into between the Grantor and the Bank.

Grantor and Bank hereby affirm and acknowledge that Grantor has agreed to grant the Bank, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto.

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

Exhibit A

**Ten (10) GP38-2 locomotives bearing CFE reporting marks and
the road numbers 3880 through 3889, inclusive**