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

RECORDATION NO. 26886-9 FILED

MAY 26 '10 -1 00 PM

SURFACE TRANSPORTATION BOARD

May 26, 2010

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 Third Amendment to Master Railroad Security Agreement, dated as of March 25, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Railroad Security Agreement 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. Bangor & Aroostook Holdings, Inc. 70 West Madison Street, Suite 2340 Chicago, IL 60602

Section Chief  
May 26, 2010  
Page 2

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

135 railcars: DOWX 3178, DOWX 3187 and within the series DOWX 6227 - DOWX 6502 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 Third Amendment to Master Railroad Security Agreement.

Also enclosed is a check in the amount of \$41.00 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

MAY 26 '10 -1 00 PM

**MEMORANDUM OF THIRD AMENDMENT TO MASTER RAILROAD  
SECURITY AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

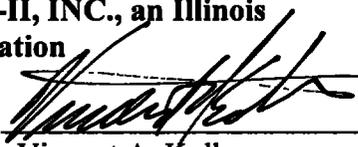
This Memorandum of Third Amendment to Master Railroad Security Agreement is made and entered into as of May 25, 2010 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("Residco"), ALF P-II, Inc. an Illinois corporation ALF P-I, Inc., an Illinois corporation and BANGOR & AROOSTOOK HOLDINGS, INC, a Maine corporation ("BAH" and collectively with Residco, ALF II and ALF I, the "Grantor"), which has its chief executive office located at 70 West Madison Street, Suite 2340 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 March 28, 2007.

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 Second Amendment to 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.

**Grantor:**

**ALF P-II, INC., an Illinois  
corporation**

By: 

Name: Vincent A. Kolber

Title: President

STATE OF Illinois )

)

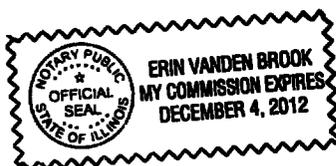
SS:

COUNTY OF Illinois )

On this 25 of May, 2010, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is 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  
12/4/12



ALF P-I, INC., an Illinois corporation

By: \_\_\_\_\_

Name: Vincent A. Kolber

Title: President

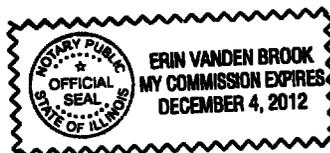
STATE OF Illinois )  
 )  
COUNTY OF Cook )

SS:

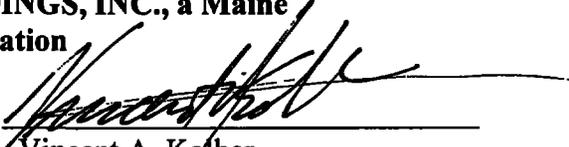
On this 25 of May, 2010, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Erin Vandenberg  
Notary Public

My Commission Expires 12/4/12



**BANGOR & AROOSTOOK  
HOLDINGS, INC., a Maine  
corporation**

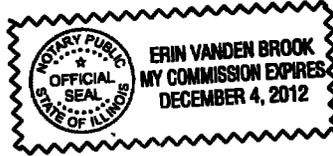
By:   
Name: Vincent A. Kolber  
Title: President

STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS:

On this 25 of May, 2010, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC., 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  
12/4/12



**RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation**

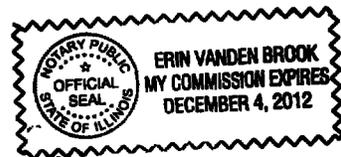
By: *Vincent Kolber*  
Name: Vincent A. Kolber  
Title: President

STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS:

On this 25 of May, 2010, before me personally appeared Vincent 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.

*Erin Vanden Brook*  
Notary Public

My Commission Expires 12/4/12



Agreed and accepted:

**Bank:**

**MB FINANCIAL BANK, N.A.**, a national banking association

By: Maureen M. Jones  
Name: Maureen M. Jones  
Title: First Vice President

STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS:

On this 25<sup>th</sup> of May, 2010, before me personally appeared Maureen M. Jones, to me personally known, who being duly sworn, stated that she is 1st. V. P. of MB FINANCIAL BANK, N.A., 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.

Mirsada Durakovic  
Notary Public

My Commission Expires 07/02/2012



**Exhibit A**

Two (2) approx. 28,500 gallon tank cars, non-coiled, non-insulated, marked as follows:

1 DOWX003178    2 DOWX003187

One hundred thirty-four (133) approx. 16,300 gallon tank cars, exterior coiled, insulated:

1 DOWX006227	46 DOWX006279	91 DOWX006338
2 DOWX006228	47 DOWX006281	92 DOWX006341
3 DOWX006229	48 DOWX006282	93 DOWX006342
4 DOWX006230	49 DOWX006283	94 DOWX006343
5 DOWX006232	50 DOWX006284	95 DOWX006344
6 DOWX006233	51 DOWX006285	96 DOWX006345
7 DOWX006234	52 DOWX006288	97 DOWX006346
8 DOWX006235	53 DOWX006290	98 DOWX006347
9 DOWX006236	54 DOWX006291	99 DOWX006350
10 DOWX006237	55 DOWX006292	100 DOWX006351
11 DOWX006239	56 DOWX006293	101 DOWX006352
12 DOWX006240	57 DOWX006294	102 DOWX006353
13 DOWX006241	58 DOWX006295	103 DOWX006354
14 DOWX006242	59 DOWX006296	104 DOWX006355
15 DOWX006243	60 DOWX006297	105 DOWX006357
16 DOWX006244	61 DOWX006299	106 DOWX006358
17 DOWX006246	62 DOWX006300	107 DOWX006360
18 DOWX006248	63 DOWX006301	108 DOWX006361
19 DOWX006249	64 DOWX006302	109 DOWX006362
20 DOWX006250	65 DOWX006303	110 DOWX006363
21 DOWX006251	66 DOWX006304	111 DOWX006364
22 DOWX006252	67 DOWX006305	112 DOWX006365
23 DOWX006253	68 DOWX006306	113 DOWX006369
24 DOWX006254	69 DOWX006308	114 DOWX006370
25 DOWX006255	70 DOWX006309	115 DOWX006371
26 DOWX006257	71 DOWX006310	116 DOWX006373
27 DOWX006259	72 DOWX006311	117 DOWX006375
28 DOWX006260	73 DOWX006312	118 DOWX006376
29 DOWX006261	74 DOWX006314	119 DOWX006377
30 DOWX006262	75 DOWX006315	120 DOWX006378
31 DOWX006263	76 DOWX006317	121 DOWX006379
32 DOWX006264	77 DOWX006319	122 DOWX006488
33 DOWX006265	78 DOWX006320	123 DOWX006489
34 DOWX006266	79 DOWX006321	124 DOWX006490
35 DOWX006268	80 DOWX006322	125 DOWX006493
36 DOWX006269	81 DOWX006324	126 DOWX006494
37 DOWX006270	82 DOWX006325	127 DOWX006496
38 DOWX006271	83 DOWX006326	128 DOWX006497
39 DOWX006272	84 DOWX006329	129 DOWX006498
40 DOWX006273	85 DOWX006330	130 DOWX006499
41 DOWX006274	86 DOWX006332	131 DOWX006500
42 DOWX006275	87 DOWX006333	132 DOWX006501
43 DOWX006276	88 DOWX006334	133 DOWX006502
44 DOWX006277	89 DOWX006335	
45 DOWX006278	90 DOWX006337	