

RECORDATION NO. 26886-K FRED

OCT 28 '10 -12 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
JLLSWORTH C. ALVORD (1964)

October 28, 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 Fourth Amendment to Master Railroad Security Agreement, dated as of October 28, 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
October 28, 2010
Page 2

43

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

15 remanufactured locomotives BN 2108, BN 2109 and BN 2969 - BN 2981, inclusive.

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

Memorandum of Fourth 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

OCT 28 '10 -12 30 PM

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

SURFACE TRANSPORTATION BOARD

This Memorandum of Fourth Amendment to Master Railroad Security Agreement is made and entered into as of October 28, 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 Fourth 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**

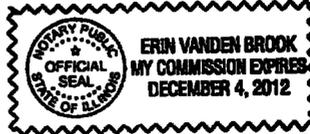
By: *Vincent Kolber*
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
)
) SS:
COUNTY OF COOK)

On this 27th of October, 2010, before me personally appeared Vincent A. 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.

Erin Vanden Brook
Notary Public

My Commission Expires 12/4/12



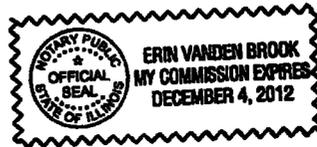
ALF P-I, INC., an Illinois
corporation

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

STATE OF ILLINIOS)
)
) SS:
COUNTY OF COOK)

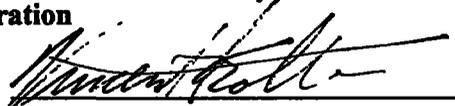
On this 27th of October, 2010, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Erin Vanden Brook
Notary Public



My Commission Expires 12/4/2012

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

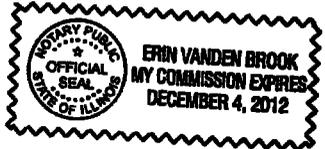
By: 
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

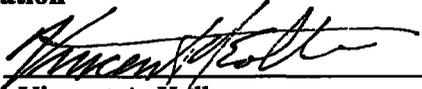
On this 27th of October, 2010, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC., INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, 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



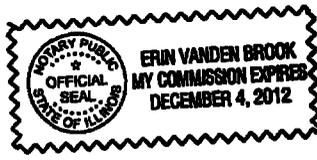
**RESIDUAL BASED FINANCE
CORPORATION, an Illinois
corporation**

By: 
Name: Vincent A. Kolber
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 27th of October, 2010, before me personally appeared Vincent A. 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.


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 28th of October, 2010, before me personally appeared Maureen M. Jones, to me personally known, who being duly sworn, stated that he is FIRST 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 7/2/2012



Exhibit A

DESCRIPTION OF LOCOMOTIVES

Equipment	Quantity	Reporting Marks
Remanufactured Locomotives	15	BN2108, BN2109; BN2969, BN2970 BN2971, BN2972 BN2973, BN2974 BN2975, BN2976 BN2977, BN2978 BN2979, BN2980 BN2981

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

10/28/10



Robert W. Alvord