

RECORDATION NO 26886-W  
FILED  
December 12, 2012 07:30 AM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

December 12, 2012

Chief of the 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 Second Amendment to Amended and Restated Master Railroad Security Agreement, dated as of December 11, 2012, 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. ALF P-III, 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

Chief of the Section of Administration

December 12, 2012

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

245 railcars: HLMX 470103, HMBX 3020 – HMBX 3022, HMBX 15041, HMBX 15121, HMBX 74240, HPJX 15241, HMBX 90000 – HMBX 90024, HLMX 4180 – HLMX 4187 and within the series TIMX 88001 – TIMX 88498, HLMX 253 – HLMX 276, HLMX 74041 – HLMX 74082, HLMX 74227 – HLMX 74257, HMBX 206 – HMBX 570 and WW 4124 – WW 4133 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 Second Amendment to Amended and Restated Master Railroad Security Agreement.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a checkmark to the left.

Edward M. Luria

EML/sem  
Enclosures

SURFACE TRANSPORTATION BOARD

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

This Memorandum of Second Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of December 11, 2012 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; RLHI LLC, a Delaware limited liability company; ALF IV, INC., an Illinois corporation; AVF II, L.L.C., an Illinois limited liability company; and ALF VII, LLC, an Illinois limited liability company; 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, and each of RBFC’s other Subsidiaries or Affiliates that may from time to time be a party to this Agreement, as it may be amended from time to time (each such Subsidiary or Affiliate, an “Additional Grantor” and, collectively, with RBFC, the “Grantor”), and MB FINANCIAL BANK, N.A., a national banking association (the “Bank”), whose address is 6111 North River Road, Rosemont, Illinois 60018; respecting Amended and Restated Master Railroad Security Agreement dated as of July 15, 2012.

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, 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 Second 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.

ALF VII, LLC, an Illinois limited liability company

By: RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation

Its: Manager

By: *Vincent A. Kolber*

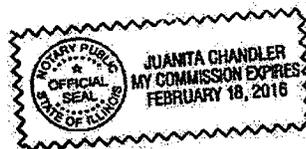
Name: Vincent A. Kolber

Title: President

STATE OF IL )  
COUNTY OF Cook ) SS:

On this 11 of December, 2012, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of 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.

*Juanta Chandler*  
Notary Public  
My Commission Expires



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

By: RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation

Its: Member  
By: [Signature]

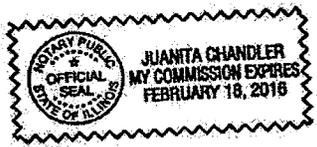
Name: Vincent A. Kolber

Title: President

STATE OF IL )  
COUNTY OF Cook ) SS:

On this 11 of December, 2012, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of Member 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.

[Signature]  
Notary Public  
My Commission Expires



ALF IV, INC., an Illinois corporation

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

Title: President

STATE OF IL )  
COUNTY OF Cook )

SS:

On this 11 of December 2012, before me personally appeared Vincent A. Kolber, 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.

*Juanita Chandler*  
Notary Public  
My Commission Expires



RLHI LLC, a Delaware limited liability company

By: [Signature]

Name: Vincent A. Kolber

Title: Manager

STATE OF IL )  
COUNTY OF Cook )

SS:

On this 11 of December 2012, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is Manager of RLHI 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.

[Signature]  
Notary Public  
My Commission Expires



ALF P-III, INC., an Illinois corporation

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

STATE OF IL )  
COUNTY OF Cook ) SS:

On this 11 of December 2012, before me personally appeared Vincent A. Kolber, 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.

*Juanita Chandler*  
Notary Public  
My Commission Expires



RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

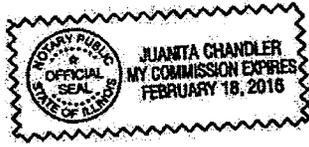
Title: President

STATE OF IL )  
COUNTY OF Cook )

SS:

On this 11 of December, 2012, 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.

*Juanita Chandler*  
Notary Public  
My Commission Expires



BANGOR & AROOSTOOK HOLDINGS,  
INC., a Maine corporation

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

Title: President

STATE OF IL )  
COUNTY OF Cook )

SS:

On this 11 of December, 2012, 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., 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.

*Juanta Chandler*  
Notary Public  
My Commission Expires



ALF P-I, INC., an Illinois corporation

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

Title: President

STATE OF IL )  
COUNTY OF Cook )

SS:

On this 11 of December, 2012, before me personally appeared Vincent A. 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.

*Juanita Chandler*  
Notary Public  
My Commission Expires



**Grantor:**

ALF P-II, INC., an Illinois corporation

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

Title: President

STATE OF IL )  
COUNTY OF Cook )

SS:

On this 11 of December, 2012, 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.

*Juanita Chandler*  
Notary Public

My Commission Expires



Agreed and accepted:

**Bank:**

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

By: Maureen M. Janes

Name: Maureen M. Janes

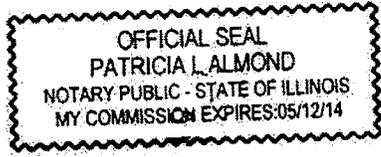
Title: First Vice President

STATE OF Illinois )  
 )  
COUNTY OF Cook )

SS:

On this 11th of December, 2012, before me personally appeared Maureen M. Janes, to me personally known, who being duly sworn, stated that he is First Vice President 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.

Patricia L. Almond  
Notary Public



My Commission Expires.

Exhibit A

**RAILROAD EQUIPMENT**  
(Listed by reporting marks and road numbers)

HMBX 90000	TIMX 88030	TIMX 88205	TIMX 88295	TIMX 88478	HLMX 4180	HMBX 527
HMBX 90001	TIMX 88032	TIMX 88208	TIMX 88297	TIMX 88479	HLMX 4181	HMBX 533
HMBX 90002	TIMX 88033	TIMX 88210	TIMX 88299	TIMX 88484	HLMX 4182	HMBX 534
HMBX 90003	TIMX 88038	TIMX 88214	TIMX 88300	TIMX 88486	HLMX 4183	HMBX 542
HMBX 90004	TIMX 88040	TIMX 88219	TIMX 88401	TIMX 88487	HLMX 4184	HMBX 546
HMBX 90005	TIMX 88041	TIMX 88220	TIMX 88402	TIMX 88489	HLMX 4185	HMBX 548
HMBX 90006	TIMX 88043	TIMX 88221	TIMX 88403	TIMX 88491	HLMX 4186	HMBX 549
HMBX 90007	TIMX 88044	TIMX 88222	TIMX 88408	TIMX 88492	HLMX 4187	HMBX 550
HMBX 90008	TIMX 88046	TIMX 88224	TIMX 88409	TIMX 88494	HLMX 74227	HMBX 553
HMBX 90009	TIMX 88048	TIMX 88228	TIMX 88413	TIMX 88495	HLMX 74236	HMBX 558
HMBX 90010	TIMX 88049	TIMX 88231	TIMX 88419	TIMX 88496	HLMX 74241	HMBX 570
HMBX 90011	TIMX 88050	TIMX 88237	TIMX 88423	TIMX 88498	HLMX 74257	
HMBX 90012	TIMX 88053	TIMX 88238	TIMX 88424	HLMX 253	HMBX 15041	
HMBX 90013	TIMX 88054	TIMX 88243	TIMX 88426	HLMX 256	HMBX 15121	
HMBX 90014	TIMX 88055	TIMX 88245	TIMX 88428	HLMX 259	HMBX 74240	
HMBX 90015	TIMX 88059	TIMX 88246	TIMX 88429	HLMX 265	HPJX 15241	
HMBX 90016	TIMX 88062	TIMX 88247	TIMX 88430	HLMX 267	WW 4124	
HMBX 90017	TIMX 88064	TIMX 88250	TIMX 88431	HLMX 272	WW 4125	
HMBX 90018	TIMX 88065	TIMX 88253	TIMX 88432	HLMX 276	WW 4126	
HMBX 90019	TIMX 88067	TIMX 88254	TIMX 88433	HLMX 470103	WW 4127	
HMBX 90020	TIMX 88071	TIMX 88255	TIMX 88434	HLMX 74041	WW 4128	
HMBX 90021	TIMX 88072	TIMX 88257	TIMX 88438	HLMX 74042	WW 4129	
HMBX 90022	TIMX 88073	TIMX 88258	TIMX 88440	HLMX 74043	WW 4131	
HMBX 90023	TIMX 88078	TIMX 88260	TIMX 88444	HLMX 74048	WW 4132	
HMBX 90024	TIMX 88082	TIMX 88263	TIMX 88449	HLMX 74049	WW 4133	
TIMX 88001	TIMX 88086	TIMX 88264	TIMX 88453	HLMX 74050	HMBX 206	
TIMX 88007	TIMX 88088	TIMX 88267	TIMX 88454	HLMX 74052	HMBX 207	
TIMX 88010	TIMX 88090	TIMX 88269	TIMX 88455	HLMX 74053	HMBX 208	
TIMX 88011	TIMX 88091	TIMX 88273	TIMX 88456	HLMX 74054	HMBX 3020	
TIMX 88013	TIMX 88092	TIMX 88277	TIMX 88457	HLMX 74058	HMBX 3021	
TIMX 88015	TIMX 88094	TIMX 88278	TIMX 88461	HLMX 74070	HMBX 3022	
TIMX 88016	TIMX 88095	TIMX 88279	TIMX 88463	HLMX 74082	HMBX 506	
TIMX 88018	TIMX 88095	TIMX 88280	TIMX 88464	TIMX 88006	HMBX 507	
TIMX 88021	TIMX 88096	TIMX 88283	TIMX 88465	TIMX 88239	HMBX 512	
TIMX 88024	TIMX 88097	TIMX 88285	TIMX 88467	TIMX 88266	HMBX 514	
TIMX 88025	TIMX 88099	TIMX 88289	TIMX 88468	TIMX 88287	HMBX 517	
TIMX 88026	TIMX 88201	TIMX 88290	TIMX 88469	TIMX 88292	HMBX 518	
TIMX 88027	TIMX 88202	TIMX 88293	TIMX 88471	TIMX 88420	HMBX 521	
TIMX 88029	TIMX 88204	TIMX 88294	TIMX 88472	TIMX 88493	HMBX 523	

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: 12/12/12

Edward M Luria  
Edward M. Luria