

RECORDATION NO 26886-U  
FILED  
November 13, 2012 01:30 PM  
SURFACE TRANSPORTATION BOARD

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)

OF COUNSEL  
URBAN A. LESTER

November 13, 2012

Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Ms. Brown:

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 Amended and Restated Master Railroad Security Agreement, dated as of November 8, 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 P-II, L.L.C. RLH1 LLC Bangor & Aroostook Holdings, Inc. 70 West Madison Street, Suite 2340 Chicago, IL 60602

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

243 railcars: TILX 198405 - TILX 198554 and DJTX 475105 - DJTX 475198 (except DJTX 475118).  
10 locomotives: UPY 1335 - UPY 1344.

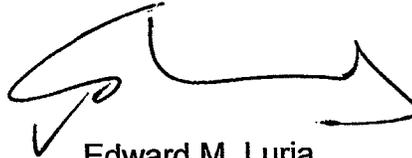
A short summary of the document to appear in the index is:

Memorandum of First 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,



Edward M. Luria

EML/sem  
Enclosures

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

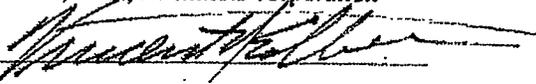
This Memorandum of First Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of November 8, 2012 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (“RBFC”); and ALF P-II, INC., an Illinois corporation; ALF P-III, Inc., an Illinois corporation; ALF P-I, INC., an Illinois corporation; BANGOR & AROOSTOOK HOLDINGS, INC, a Maine corporation; RLH1 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 First 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.

Grantor:

ALF P-II, INC., an Illinois corporation

By: 

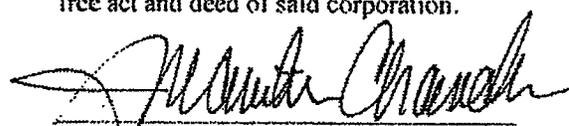
Name: Vincent A. Kolber

Title: President

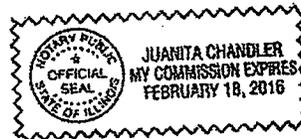
STATE OF IL )  
COUNTY OF Cook )

SS:

On this 5th of November, 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.

  
Notary Public

My Commission Expires 2/18/2016



ALF P-1, INC., an Illinois corporation

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

Title: President

STATE OF IL )

COUNTY OF Cook )

SS:

On this 5<sup>th</sup> of November, 2012, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-1, 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 2/18/2016



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 5th of November, 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.

*Juanita Chandler*  
Notary Public  
My Commission Expires 2/18/2016



RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation

By: [Signature]

Name: Vincent A. Kolber

Title: President

STATE OF IL )  
COUNTY OF Cook )

SS:

On this 5th of November, 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.

[Signature]  
Notary Public  
My Commission Expires 2/18/2016



ALF P-III, INC., an Illinois corporation

By: *Vincent Kolber*  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF IL )  
COUNTY OF Cook ) SS:

On this 5th of November 2012, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is \_\_\_\_\_ 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 2/18/2016



RLHI LLC, a Delaware limited liability company

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

Title: Manager

STATE OF FL )

COUNTY OF Cook )

SS:

On this 5th of November 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.

*Juanita Chandler*  
Notary Public  
My Commission Expires 2/18/2016



ALF IV, INC., an Illinois corporation

By: [Signature]

Name: Vincent A. Kolber

Title: President

STATE OF IL )  
COUNTY OF Cook )

SS:

On this 5th of November 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.

[Signature]  
Notary Public  
My Commission Expires 2/18/2016



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

By: RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation

Its: Member

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

Title: President

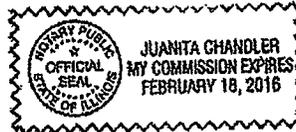
STATE OF IL )  
COUNTY OF Cook )

SS:

On this 5th of November, 2012, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President 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.

*Juanita Chandler*  
Notary Public

My Commission Expires 2/18/2016



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 5th of November, 2012, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President 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.

*Juanita Chanler*  
Notary Public

My Commission Expires 2/18/2016

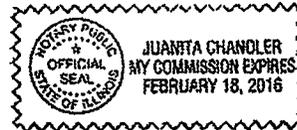




Exhibit A

<u>Car Marks</u>					
TILX 198405 - 198554					
DJTX475105	DJTX475106	DJTX475107	DJTX475108	DJTX475109	DJTX475110
DJTX475111	DJTX475112	DJTX475113	DJTX475114	DJTX475115	DJTX475116
DJTX475117	DJTX475119	DJTX475120	DJTX475121	DJTX475122	DJTX475123
DJTX475124	DJTX475125	DJTX475126	DJTX475127	DJTX475128	DJTX475129
DJTX475130	DJTX475131	DJTX475132	DJTX475133	DJTX475134	DJTX475135
DJTX475136	DJTX475137	DJTX475138	DJTX475139	DJTX475140	DJTX475141
DJTX475142	DJTX475143	DJTX475144	DJTX475145	DJTX475146	DJTX475147
DJTX475148	DJTX475149	DJTX475150	DJTX475151	DJTX475152	DJTX475153
DJTX475154	DJTX475155	DJTX475156	DJTX475157	DJTX475158	DJTX475159
DJTX475160	DJTX475161	DJTX475162	DJTX475163	DJTX475164	DJTX475165
DJTX475166	DJTX475167	DJTX475168	DJTX475169	DJTX475170	DJTX475171
DJTX475172	DJTX475173	DJTX475174	DJTX475175	DJTX475176	DJTX475177
DJTX475178	DJTX475179	DJTX475180	DJTX475181	DJTX475182	DJTX475183
DJTX475184	DJTX475185	DJTX475186	DJTX475187	DJTX475188	DJTX475189
DJTX475190	DJTX475191	DJTX475192	DJTX475193	DJTX475194	DJTX475195
DJTX475196	DJTX475197	DJTX475198			
UPY1342 UPY1335 UPY1336 UPY1337 UPY1338 UPY1339 UPY1340 UPY1341 UPY1343 UPY1344					

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: 01/13/12

Edward M. Luria  
Edward M. Luria