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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

January 30, 2015

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 an Amendment to Memorandum of Security Agreement and Lease Assignment, dated as of January 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 30545.

The names and addresses of the parties to the enclosed document are:

Borrower: ALF VII, LLC
c/o RESIDCO
70 West Madison Street, Suite 2340
Chicago, Illinois 60606

Lender: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue South, Suite 700
Minneapolis, Minnesota 55402

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

2 railcars ADDED: HMBX 750127 and HMBX 750438; 3 railcars
RELEASED: HMBX 750171, HMBX 750132, and HLMX 750335; and
various railcars have been remarked RRRX, DSRC and KBSR as set
forth in the document.

Section Chief
January 30, 2015
Page 2

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

Amendment to Memorandum of Security Agreement and Lease
Assignment.

Also enclosed is a check in the amount of \$43.00 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,


for

Edward M. Luria

EML/cem
Enclosures

**AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT
AND LEASE ASSIGNMENT**

dated as of January 30, 2015,

between

**ALF VII, LLC,
as Borrower**

and

**WELLS FARGO EQUIPMENT FINANCE, INC.,
as Lender**

AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT AND LEASE ASSIGNMENT

THIS AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT AND LEASE ASSIGNMENT, dated as of January 30, 2015, by and between ALF VII, LLC ("Borrower") and WELLS FARGO EQUIPMENT FINANCE, INC. ("Lender").

1. Lender has made a loan to Borrower pursuant to a Loan and Security Agreement dated as of December 10, 2012 (as amended by that certain First Omnibus Amendment to Loan and Security Agreement dated as of April 30, 2014, that certain Second Omnibus Amendment to Loan and Security Agreement and Other Loan Documents dated as of July 31, 2014, that certain Third Omnibus Amendment to Loan and Security Agreement and Other Loan Documents dated as of January 30, 2015 and as further amended from time to time, the "Security Agreement").

2. Pursuant to the Security Agreement, a Memorandum of Security Agreement and Lease Assignment was filed with the Surface Transportation Board on December 11, 2012 and assigned recordation no. 30545 (the "Original Memorandum"), which was amended by that certain Amendment to Memorandum of Security Agreement and Lease Assignment dated as of April 30, 2014 and assigned recordation no. 30545-C and by that certain Amendment to Memorandum of Security Agreement and Lease Assignment dated as of July 31, 2014 and assigned recordation no. 30545-D (as so amended, the "Existing Memorandum").

3. The Existing Memorandum sets forth on Exhibit A thereto a list of Railcars in which Borrower, pursuant to the Security Agreement, granted to Lender a security interest.

(a) Part 1 of said Exhibit A is hereby amended by (i) removing the following Railcars therefrom: HMBX 750171, HMBX 750132 and HLMX 750335 and (ii) adding the following Railcars thereto: HMBX 750127 and HMBX 750438.

(b) Part 8 of said Exhibit A is hereby amended by changing the reporting marks of the following Railcars listed in said Part 8:

Railcar Reporting Marks and Road Numbers in Existing Memorandum	Amended Railcar Reporting Marks and Road Numbers
DSRC 460133	RRRX 460133
DSRC 460434	RRRX 460434
DSRC 182815	RRRX 182815
KSBR 002146	RRRX 002146
KSBR 182936	RRRX 182936
KSBR 470145	DSRC 470145
DSRC 460397	KBSR 460397
DSRC 460071	RRRX 460071
DSRC 460251	RRRX 460251
DSRC 460404	RRRX 460404
DSRC 460432	RRRX 460432
RRRX 182812	DSRC 182812
RRRX 460297	DSRC 460297
RRRX 460378	DSRC 460378
RRRX 460421	DSRC 460421
RRRX 460439	DSRC 460439

Railcar Reporting Marks and Road Numbers in Existing Memorandum	Amended Railcar Reporting Marks and Road Numbers
RRRX 470039	DSRC 470039
RRRX 470071	DSRC 470071
RRRX 470088	DSRC 470088
RRRX 470130	DSRC 470130
RRRX 470159	DSRC 470159

(c) Part 9 of said Exhibit A is hereby amended by changing the reporting marks of the following Railcars listed in said Part 8:

Railcar Reporting Marks and Road Numbers in Existing Memorandum	Amended Railcar Reporting Marks and Road Numbers
RRRX 00102	DSRC 00102
RRRX 00120	DSRC 00120
RRRX 00126	DSRC 00126
RRRX 00166	DSRC 00166
RRRX 00170	DSRC 00170

4. The Existing Memorandum sets forth on Schedule 1 thereto a list of leases in which Borrower, pursuant to the Security Agreement, granted to Lender a security interest and assigned all of Borrower's right, title and interest.

(a) Row 1 of said Schedule 1 is hereby amended and restated in its entirety as follows:

1.

Master Lease Agreement dated as of March 1, 1998 between Helm Financial Corporation and Canadian Pacific Railway Company

Schedule No. 9 dated as of September 15, 2003 between Helm Financial Corporation and Canadian Pacific Railway Company

Amendment No. 1 to Schedule No. 9 dated as of November 9, 2004

Amendment No. 2 to Schedule No. 9 dated as of April 7, 2008 and effective as of January 1, 2008

Amendment No. 3 to Schedule No. 9 dated as of February 4, 2010 and effective as of January 1, 2010

Amendment No. 4 to Schedule No. 9 dated as of November 9, 2011

Amendment No. 5 to Schedule No. 9 dated as of November 24, 2014

(b) Row 8 of said Schedule 1 is hereby amended and restated in its entirety as follows:

8.

Lease Agreement dated as of February 13, 2003 between MRXX Corp. and Interstate Commodities, Inc.

Amendment No. 1 to Lease Agreement dated as of April 1, 2006

Amendment No. 2 to Lease Agreement dated as of June 19, 2006

Amendment No. 3 to Lease Agreement dated as of July 17, 2006

Amendment No. 4 to Lease Agreement dated as of June 15, 2011

Amendment No. 5 to Lease Agreement dated as of August 1, 2014

(c) Row 9 of said Schedule 1 is hereby amended and restated in its entirety as follows:

9.

Lease Agreement dated as of January 1, 2012 between MRXX Corp. and Interstate Commodities, Inc.

Amendment No. 1 to Lease Agreement dated as of August 1, 2014

5. Except as set forth above the Existing Memorandum remains unchanged and is in full force and effect.

6. This Amendment to Memorandum of Security Agreement and Lease Assignment may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURES FOLLOW]

IN WITNESS WHEREOF, each of the parties hereto has caused this Amendment to Memorandum of Security Agreement and Lease Assignment to be executed by its duly authorized officer as of the date first above written.

ALF VII, LLC,
as Borrower

By: ALF II, INC., its Manager

By: *Glenn P. Davis*
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
CITY OF Chicago)

to wit:

I hereby certify that on this 23rd day of January, 2015, before me, personally appeared Glenn P. Davis, to me personally known, who, being by me duly sworn, who acknowledged himself/herself to be the President of ALF II, Inc., an Illinois Corporation and the manager of ALF VII, LLC, and acknowledged that s/he, as such President, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of ALF II, Inc. as the manager of ALF VII, LLC by himself/herself as President.

Allison G. Larson
Notary Public

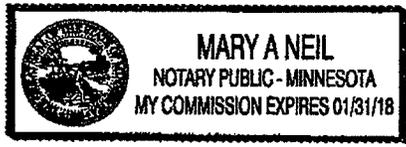


WELLS FARGO EQUIPMENT FINANCE, INC.
as Lender

By: *Christine M Cannon*
Name: Christine M. Cannon
Title: Loan Administration Manager

STATE OF mn
COUNTY OF Hennepin

to wit:



I hereby certify that on this 26 day of January, 2015, before me, personally appeared Christine Cannon to me personally known, who, being by me duly sworn, who acknowledged himself/herself to be the Loan Admin mgr of Wells Fargo Equipment Finance, Inc., and acknowledged that s/he, as such Christine Cannon being authorized so to do, executed the instrument for the purposes therein contained by signing the name of Wells Fargo Equipment Finance, Inc. by himself/herself as Loan Admin mgr.

Mary A Neil
Notary Public

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: 1/30/15

Edward M Luria
Edward M. Luria