

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

October 29, 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 October 29, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to 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 #2340
Chicago, IL 60602

Lender: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

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

There is no change to the railroad equipment associated with this filing.

Section Chief
October 29, 2015
Page 2

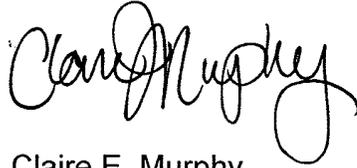
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

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

dated as of October 29, 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 October 29, 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, that certain Fourth Omnibus Amendment to Loan and Security Agreement and Other Loan Documents dated as of October 29, 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 and by that certain Amendment to Memorandum of Security Agreement and Lease Assignment dated as of January 30, 2015 and assigned recordation no. 30545-E (as so amended, the “Existing Memorandum”).

3. 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 6 of said Schedule 1 is hereby amended and restated in its entirety as follows:

6.

<p>Railroad Car Lease Agreement dated as of March 5, 2001 between Trinity Industries Leasing Company and Sunoco, Inc. (R+M) (Assigned to Braskem PP Americas, Inc. pursuant to that certain Assignment and Assumption Agreement dated April 1, 2010 by and between Sunoco, Inc. (R&M) and Braskem PP Americas, Inc.)</p> <p>Rider Ten (10) to Railroad Car Lease Agreement dated as of December 18, 2009</p> <p>Amendment No. 1 to Rider Ten (10) (undated)</p> <p>Amendment No. 2 to Rider Ten (10) (undated)</p> <p>Braskem PP Americas, Inc. changed its name to Braskem America, Inc. in connection with a merger on or about January 1, 2011.</p> <p>Rider Ten (10) has been renewed and replaced by that certain Renewal Proposal/Renewal Rider dated as of November 1, 2015</p>
--

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

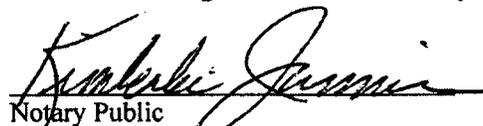
By: ALF II, INC., its Manager

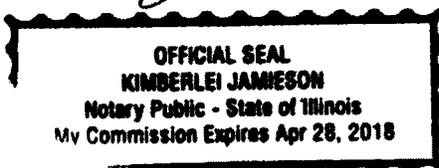
By: 
Name: GLENN P. DAVIS
Title: PRESIDENT

STATE OF ILLINOIS)
)
CITY OF Chicago)

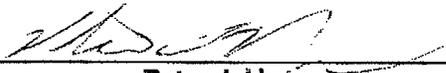
to wit:

I hereby certify that on this 26th day of October, 2015, before me, personally appeared Glenna 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.


Notary Public



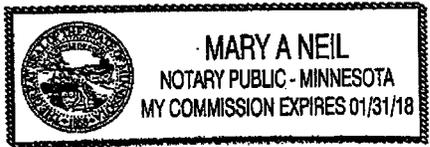
WELLS FARGO EQUIPMENT FINANCE, INC.
as Lender

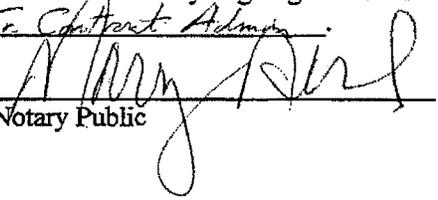
By: 
Name: Peter J. Naas
Title: Sr. Contract Administrator

STATE OF Minnesota)
COUNTY OF Hennepin)

to wit:

I hereby certify that on this 27th day of October, 2015, before me, personally appeared Peter Naas, to me personally known, who, being by me duly sworn, who acknowledged himself/herself to be the Sr. Contract Administrator of Wells Fargo Equipment Finance, Inc., and acknowledged that s/he, as such Sr. Contract Admin, 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 Sr. Contract Admin.




Notary Public

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: October 29, 2015



Claire E. Murphy