RECORDATION NO. 27008-R FILED

APR 07 '11 -11 14 AM

SURFACE TRANSPORTATION BOARD

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April 7, 2011

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, D.C. 20423
Attn: Office of Recordations

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Amended Assignment of Rents and Lessor's Interest in Leases, dated as of March 31, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to a Memorandum Of Loan and Security Agreement and a Memorandum of Assignment of Rents and Lessor's Interest in Leases which were previously filed with the Board under Recordation Numbers 27008 and 27008-A.

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

SECURED PARTY/ASSIGNEE:
Fifth Third Bank
222 South Riverside Place
32nd Floor
Chicago, IL 60606

BORROWER/ASSIGNOR:
ALF IV, Inc.
70 West Madison Street, suite 2080
Chicago, IL 60602

A check made payable to the order of the Surface Transportation Board in the amount of $41.00, which I understand to be the appropriate fee for the recordation of this document, is being sent via overnight mail.

Respectfully submitted,

Jeremy M. Berman

JMB/jb
Enclosures

RECORDATION NO. 27008-B FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDED ASSIGNMENT OF RENTS AND LESSOR'S INTEREST IN LEASES

This Memorandum of Amended Assignment of Rents and Lessor's Interest in Leases ("Memorandum") made and entered into as of January 31, 2011, by ALF IV, Inc. ("Assignor") to Fifth Third Bank ("Assignee").

WITNESSETH:

The Assignor entered into that certain Assignment of Rents and Lessor's Interest in Leases (the "Assignment Agreement") dated as of May 24, 2007. The Assignor and Assignee entered into that certain Second Amendment to a Loan and Security Agreement on January 31, 2011, which, in part, amended the Schedule to the Assignment Agreement (the "Amended Loan Agreement").

Under the Assignment Agreement and the Amended Loan Agreement, the Assignor assigned its right, title and interest in and to the rents, issues and profit of the Rolling Stock, including all of Assignor's right, title and interest in any lease. The Rolling Stock and the leases relating to the Rolling Stock are identified in Amended Exhibit A hereto.

The Assignor wishes to show for the public record the existence of the aforementioned Assignment Agreement, and accordingly the Assignor has caused this Memorandum to be executed by its respective duly authorized officers, as of the date first above written.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

ALF IV, INC.

By: _____

Name: Vincent A. Yolver

Title: President

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 31 day of March, 2011, before me personally appeared Vincent Volker, 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 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

NOTARY PUBLIC OFFICIAL SEAL STATE OF ILLINOIS
ERIN VANDEN BROOK
MY COMMISSION EXPIRES
DECEMBER 4, 2012

My Commission Expires:
December 4, 2012

AMENDED EXHIBIT A TO ASSIGNMENT OF RENTS AND LEASES

Dow Canada:

Lease:

Car Leasing Agreement dated as of February 1, 2011 between ALF IV, Inc, as lessor, and the Dow Chemical Company, as lessee, (the "Dow Lease") and the Rider to the Dow Lease dated as of February 1, 2011 2011 between ALF IV, Inc,as lessor, and the Dow Chemical Company, as lessee.

Description of Cars:

5850 cube covered hopper cars

Expiration Date:

Quantity:

two hundred (200) cars

Reporting marks and identifying numbers:

1	OFOX	10153	51	OFOX	580113	101	OFOX	10236	151	OFOX	580033
2	OFOX	10164	52	OFOX	580123	102	OFOX	10238	152	OFOX	580034
3	OFOX	10165	53	OFOX	580166	103	OFOX	10239	153	OFOX	580036
4	OFOX	10197	54	OFOX	580167	104	OFOX	10242	154	OFOX	580037
5	OFOX	10212	55	OFOX	580251	105	OFOX	10243	155	OFOX	580038
6	OFOX	10227	56	OFOX	580006	106	OFOX	10244	156	OFOX	580040
7	OFOX	10240	57	OFOX	580248	107	OFOX	10245	157	OFOX	580041
8	OFOX	10249	58	OFOX	10003	108	OFOX	10247	158	OFOX	580047
9	OFOX	10264	59	OFOX	10004	109	OFOX	10248	159	OFOX	580052
10	OFOX	10271	60	OFOX	10010	110	OFOX	10251	160	OFOX	580053
11	OFOX	10300	61	OFOX	10011	111	OFOX	10252	161	OFOX	580055
12	OFOX	10303	62	OFOX	10013	112	OFOX	10253	162	OFOX	580057
13	OFOX	10405	63	OFOX	10033	113	OFOX	10254	163	OFOX	580060
14	OFOX	10407	64	OFOX	10128	114	OFOX	10255	164	OFOX	580061
15	OFOX	580026	65	OFOX	10146	115	OFOX	10256	165	OFOX	580062
16	OFOX	580028	66	OFOX	10148	116	OFOX	10257	166	OFOX	580068
17	OFOX	580045	67	OFOX	10149	117	OFOX	10258	167	OFOX	580069
18	OFOX	580097	68	OFOX	10150	118	OFOX	10259	168	OFOX	580072
19	OFOX	580099	69	OFOX	10151	119	OFOX	10262	169	OFOX	580073
20	OFOX	580101	70	OFOX	10152	120	OFOX	10268	170	OFOX	580074
21	OFOX	580112	71	OFOX	10155	121	OFOX	10270	171	OFOX	580077
22	OFOX	580119	72	OFOX	10159	122	OFOX	10273	172	OFOX	580084
23	OFOX	580125	73	OFOX	10160	123	OFOX	10274	173	OFOX	580089
24	OFOX	580126	74	OFOX	10162	124	OFOX	10276	174	OFOX	580092
25	OFOX	10225	75	OFOX	10163	125	OFOX	10277	175	OFOX	580093
26	OFOX	10002	76	OFOX	10167	126	OFOX	10280	176	OFOX	580095
27	OFOX	10012	77	OFOX	10176	127	OFOX	10281	177	OFOX	580096
28	OFOX	10171	78	OFOX	10179	128	OFOX	10282	178	OFOX	580104
29	OFOX	10175	79	OFOX	10180	129	OFOX	10284	179	OFOX	580106
30	OFOX	10189	80	OFOX	10182	130	OFOX	10285	180	OFOX	580108
31	OFOX	10191	81	OFOX	10183	131	OFOX	10291	181	OFOX	580111
32	OFOX	10196	82	OFOX	10184	132	OFOX	10292	182	OFOX	580114
33	OFOX	10198	83	OFOX	10187	133	OFOX	10293	183	OFOX	580115
34	OFOX	10207	84	OFOX	10188	134	OFOX	10295	184	OFOX	580117
35	OFOX	10218	85	OFOX	10194	135	OFOX	10296	185	OFOX	580118
36	OFOX	10237	86	OFOX	10200	136	OFOX	10297	186	OFOX	580120

37	OFOX	10263	87	OFOX	10201	137	OFOX	10404	187	OFOX	580121
38	OFOX	10265	88	OFOX	10202	138	OFOX	10409	188	OFOX	580163
39	OFOX	10294	89	OFOX	10203	139	OFOX	10611	189	OFOX	580165
40	OFOX	10406	90	OFOX	10206	140	OFOX	580001	190	OFOX	580168
41	OFOX	10408	91	OFOX	10208	141	OFOX	580002	191	OFOX	580169
42	OFOX	580004	92	OFOX	10211	142	OFOX	580008	192	OFOX	580172
43	OFOX	580014	93	OFOX	10215	143	OFOX	580010	193	OFOX	580245
44	OFOX	580021	94	OFOX	10217	144	OFOX	580015	194	OFOX	580247
45	OFOX	580025	95	OFOX	10220	145	OFOX	580017	195	OFOX	580249
46	OFOX	580059	96	OFOX	10222	146	OFOX	580019	196	OFOX	580252
47	OFOX	580064	97	OFOX	10224	147	OFOX	580023	197	OFOX	580253
48	OFOX	580076	98	OFOX	10226	148	OFOX	580024	198	OFOX	10000
49	OFOX	580083	99	OFOX	10229	149	OFOX	580031	199	OFOX	580250
50	OFOX	580087	100	OFOX	10235	150	OFOX	580032	200	OFOX	10210

KY-TN Clayco:

Lease:

Rider No. 42 to Car Service Contract No. 2889, dated as of March 9, 1999 (sometimes referred to herein as the "*Rider*"), between GATX Financial Corporation, successor by merger to GATX Rail Corporation f/k/a General American Transportation Corporation ("*GATX*"), as lessor, and Kentucky-Tennessee Clay Company ("*K-T*" or "*Lessee*"), as lessee, as amended by the Renewal Letter, dated March 11, 2004, between GATX and K-T, which Rider is related to and incorporates the terms of that certain Car Service Contract No. 2889, dated as of May 20, 1982 (the "*Car Service Contract*"), between GATX, as lessor, and K-T, as lessee, as amended by Amendment No. 1 to Contract No. 2889, dated as of August 9, 1994 (the Rider, collectively, together with any and all other exhibits, amendments, addenda, instruments, guarantees, and other agreements related thereto, the "Lease")

Description of Cars:
DOT 111-A-100-W-1 noncoiled, insulated railcars

Expiration Date: March 31, 2011

Quantity:
Twenty-five (25)

Reporting marks and identifying numbers:

	Car Mark	Car Number		Car Mark	Car Number
1	GATX	21746	17	GATX	21763
2	GATX	21747	18	GATX	21764
3	GATX	21748	19	GATX	21765
4	GATX	21750	20	GATX	21766
5	GATX	21751	21	GATX	21767
6	GATX	21752	22	GATX	21768
7	GATX	21753	23	GATX	21769
8	GATX	21754	24	GATX	21770
9	GATX	21755	25	GATX	21771
10	GATX	21756			
11	GATX	21757			
12	GATX	21758			
13	GATX	21759			
14	GATX	21760			
15	GATX	21761			
16	GATX	21762			

KCS:

Description of Cars: Eighty-Nine (89) covered hopper cars

Markings of Cars: Within KCS 309500-309594 as follows:

309500	309514	309527	309540	309553	309568	309583
309501	309515	309528	309541	309554	309569	309585
309502	309516	309529	309542	309555	309570	309586
309503	309517	309530	309543	309556	309572	309587
309505	309518	309531	309544	309557	309573	309588
309506	309519	309532	309545	309558	309574	309589
309507	309520	309533	309546	309559	309575	309590
309508	309521	309534	309547	309561	309576	309591
309509	309522	309535	309548	309563	309577	309592
309510	309523	309536	309549	309564	309579	309593
309511	309524	309537	309550	309565	309580	309594
309512	309525	309538	309551	309566	309581	
309513	309526	309539	309552	309567	309582	

Lessee: Kansas City Southern Railway Company

Description of Lease: Master Lease Agreement between ALF IV, Inc., as assignee of Residual Based Finance Corporation, Lessor, and The Kansas City Southern Railway Company, Lessee, dated March 1, 2002 and Rider Two, dated May 1, 2005.

Expiration Date: March 30, 2011