

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: alvord@alvordlaw.com

WEBSITE: www.alvordlaw.com

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

February 9, 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 No. 5 to Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4, and Lease Supplement No. 5 and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated as of February 5, 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 26049.

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

Lessor: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Lessee: Wells Fargo Bank, National Association
(successor to Wachovia Financial Services,
Inc.)
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Indenture Trustee: Wilmington Trust Company

Section Chief
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1100 North Market Street
Wilmington, DE 19890

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

65 railcars within the series SMW 608003 – SMW 608098 (previously marked NS 472478 – NS 472573) and NOKL 738104 – NOKL 738221 (previously marked FURX) as more particularly set forth on the attachment to the document.

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

Amendment No. 5 to Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4, and Lease Supplement No. 5 and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1.

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 NO. 5 TO
MEMORANDUM OF LEASE AGREEMENT,
LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2,
LEASE SUPPLEMENT NO. 3, LEASE SUPPLEMENT NO. 4, AND
LEASE SUPPLEMENT NO. 5 AND
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND
TRUST INDENTURE SUPPLEMENT NO. 1
(Surface Transportation Board)**

This Amendment No. 5 to Memorandum of Lease Agreement and Memorandum of Trust Indenture and Security Agreement, (the "Amendment") is made and entered into this 5 day of February, 2015 pursuant to the Lease Agreement and Lease Supplements dated December 22, 2005, (the "Lease") between Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Lessor"), and Wells Fargo Bank, National Association, successor to Wachovia Financial Services, Inc. (the "Lessee"), and the Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated as of December 22, 2005 (the "Trust Indenture and Security Agreement") between Wilmington Trust Company, not individually but solely as Indenture Trustee ("Indenture Trustee"), and Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee ("Owner Trustee").

WHEREAS, a Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5, evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on December 22 2005, at 2:54 p.m., under Recordation Number 26049; and

WHEREAS, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on December 22, 2005 at 2:56 p.m., under Recordation Number 26049-A; and

WHEREAS, pursuant to Section 4.2, Duty to Number and Mark Equipment, of the Lease, Lessee is required to file and record in all public offices where the Lease and the Trust Indenture and Security Agreement have been filed, the new identification reporting mark for such railcars that have been changed and remain subject to the Lease and the Trust Indenture and Security Agreement; and

NOW THEREFORE, in order to comply with the provisions under the Lease, the Lessee hereby provides for the following:

Exhibit 1 attached hereto identifies the railcars subject to the Lease and the Trust Indenture and Security Agreement that have been reported as remarked and renumbered since January 1, 2014.

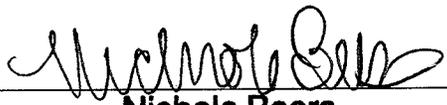
This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture and Security Agreement remain in full force and effect.

[The remainder of this page is intentionally left blank.]

Dated this 5 day of FEBRUARY, 2015.

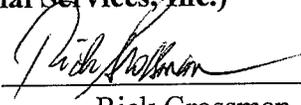
OWNER TRUSTEE (LESSOR):

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**

By: 
Name: Nichole Beers
Title: Assistant Vice President

LESSEE:

**WELL FARGO BANK, NATIONAL
ASSOCIATION (successor to Wachovia
Financial Services, Inc.)**

By: 
Name: Rick Grossman
Title: Designated Signer

INDENTURE TRUSTEE:

WILMINGTON TRUST COMPANY

By: 
Name: Melinda Morales Romay
Title: Financial Services Officer

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 5th day of February, 2015 by Nichole Deas, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**.

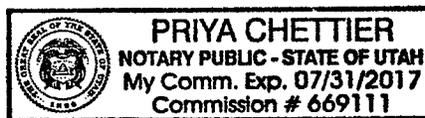
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 07/31/2017

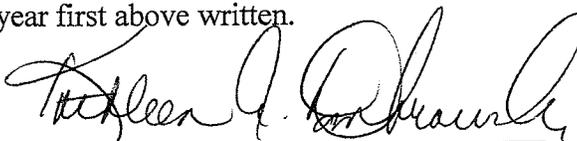
[Notarial Seal]



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 27th day of January, 2015 by Rick Grossman, Designated Signer of **WELLS FARGO BANK, NATIONAL ASSOCIATION**.

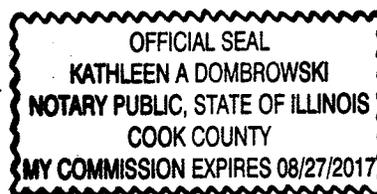
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 8/27/2017

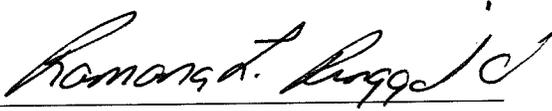
[Notarial Seal]



STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this ___ day of _____, 2015 by Melinda Morales Romay, as **Financial Services Officer** of **WILMINGTON TRUST COMPANY**.

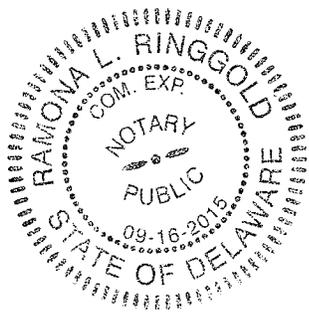
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: _____

[Notarial Seal]



RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 09-16-2015

EXHIBIT 1

COUNT	CAR ID	PRIOR CAR INITIAL	PRIOR CAR NUMBER	CURRENT CAR INITIAL	CURRENT CAR NUMBER
1	151565	NS	472478	SMW	608003
2	151566	NS	472479	SMW	608004
3	151573	NS	472486	SMW	608011
4	151575	NS	472488	SMW	608013
5	151576	NS	472489	SMW	608014
6	151577	NS	472490	SMW	608015
7	151578	NS	472491	SMW	608016
8	151579	NS	472492	SMW	608017
9	151580	NS	472493	SMW	608018
10	151581	NS	472494	SMW	608019
11	151588	NS	472501	SMW	608026
12	151589	NS	472502	SMW	608027
13	151590	NS	472503	SMW	608028
14	151591	NS	472504	SMW	608029
15	151592	NS	472505	SMW	608030
16	151593	NS	472506	SMW	608031
17	151595	NS	472508	SMW	608033
18	151597	NS	472510	SMW	608035
19	151598	NS	472511	SMW	608036
20	151599	NS	472512	SMW	608037
21	151601	NS	472514	SMW	608039
22	151603	NS	472516	SMW	608041
23	151606	NS	472519	SMW	608044
24	151613	NS	472526	SMW	608051
25	151620	NS	472533	SMW	608058
26	151623	NS	472536	SMW	608061
27	151625	NS	472538	SMW	608063
28	151636	NS	472549	SMW	608074
29	151637	NS	472550	SMW	608075
30	151638	NS	472551	SMW	608076
31	151641	NS	472554	SMW	608079
32	151644	NS	472557	SMW	608082
33	151645	NS	472558	SMW	608083
34	151652	NS	472565	SMW	608090
35	151659	NS	472572	SMW	608097
36	151660	NS	472573	SMW	608098
37	152401	FURX	738104	NOKL	738104
38	152402	FURX	738105	NOKL	738105

39	152403	FURX	738106	NOKL	738106
40	152406	FURX	738109	NOKL	738109
41	152407	FURX	738110	NOKL	738110
42	152408	FURX	738111	NOKL	738111
43	152410	FURX	738113	NOKL	738113
44	152416	FURX	738119	NOKL	738119
45	152420	FURX	738123	NOKL	738123
46	152421	FURX	738124	NOKL	738124
47	152427	FURX	738130	NOKL	738130
48	152429	FURX	738132	NOKL	738132
49	152430	FURX	738133	NOKL	738133
50	152435	FURX	738138	NOKL	738138
51	152438	FURX	738141	NOKL	738141
52	152439	FURX	738142	NOKL	738142
53	152440	FURX	738143	NOKL	738143
54	152453	FURX	738156	NOKL	738156
55	152455	FURX	738158	NOKL	738158
56	152463	FURX	738166	NOKL	738166
57	152466	FURX	738169	NOKL	738169
58	152480	FURX	738183	NOKL	738183
59	152481	FURX	738184	NOKL	738184
60	152490	FURX	738193	NOKL	738193
61	152496	FURX	738199	NOKL	738199
62	152507	FURX	738210	NOKL	738210
63	152512	FURX	738215	NOKL	738215
64	152513	FURX	738216	NOKL	738216
65	152518	FURX	738221	NOKL	738221

Lease Schedule No. 1 (B000, B002)

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: 2/9/15

Edward M Luria
Edward M. Luria