

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)
ROBERT W. ALVORD (2011)

February 19, 2014

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

Re: FURC 2005-1

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. 4 to Memorandum of Equipment 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 12, 2014, 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/Owner Trustee:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12 th Floor Salt Lake City, UT 84111
Lessee:	Wells Fargo Bank, National Association (successor to Wachovia Financial Services, Inc.) 123 N Wacker Drive # 1900 Chicago, IL 60606

Chief
Section of Administration
February 19, 2014
Page 2

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

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

62 railcars within the series NS 472475 – NS 472574 have been remarked and renumbered within the series SMW 608000 – SMW 608099 as more particularly set forth in the attachment to the document.

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

Amendment No. 4 to Memorandum of Equipment 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 \$44.00 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

**AMENDMENT NO. 4 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. 4 to Memorandum of Lease Agreement and Memorandum of Trust Indenture and Security Agreement, (the "Amendment") is made and entered into this 12 day of Feb, 2014 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, 2013.

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 12 day of Feb, 2014.

OWNER TRUSTEE (LESSOR):

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**

By: 
Name: Nichole Beers
Title: Assistant Vice President

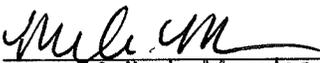
LESSEE:

**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
Title: Financial Services Officer

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

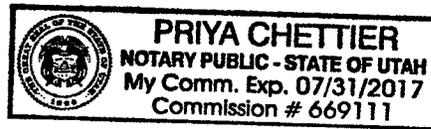
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 17th day of February, 2014 by Nichole Beers, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**.

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: 7/31/2017

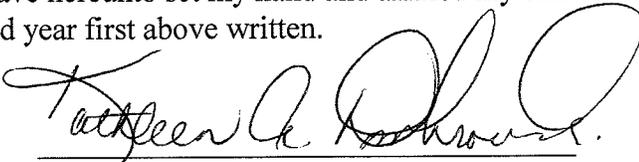
[Notarial Seal]



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

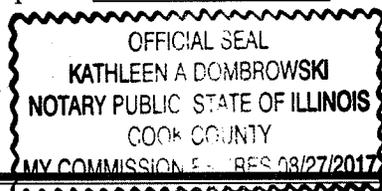
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 30th day of January, 2014 by Rick Grossman, Designated Signer of **WELLS FARGO BANK, NATIONAL ASSOCIATION**.

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 4th day of Feb, 2014 by Melinda Morales, 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	151562	NS	472475	SMW	608000
2	151563	NS	472476	SMW	608001
3	151564	NS	472477	SMW	608002
4	151567	NS	472480	SMW	608005
5	151568	NS	472481	SMW	608006
6	151569	NS	472482	SMW	608007
7	151570	NS	472483	SMW	608008
8	151572	NS	472485	SMW	608010
9	151574	NS	472487	SMW	608012
10	151582	NS	472495	SMW	608020
11	151583	NS	472496	SMW	608021
12	151584	NS	472497	SMW	608022
13	151585	NS	472498	SMW	608023
14	151586	NS	472499	SMW	608024
15	151587	NS	472500	SMW	608025
16	151594	NS	472507	SMW	608032
17	151596	NS	472509	SMW	608034
18	151600	NS	472513	SMW	608038
19	151602	NS	472515	SMW	608040
20	151604	NS	472517	SMW	608042
21	151605	NS	472518	SMW	608043
22	151607	NS	472520	SMW	608045
23	151608	NS	472521	SMW	608046
24	151609	NS	472522	SMW	608047
25	151610	NS	472523	SMW	608048
26	151611	NS	472524	SMW	608049
27	151612	NS	472525	SMW	608050
28	151614	NS	472527	SMW	608052
29	151615	NS	472528	SMW	608053
30	151616	NS	472529	SMW	608054
31	151617	NS	472530	SMW	608055
32	151618	NS	472531	SMW	608056
33	151619	NS	472532	SMW	608057
34	151621	NS	472534	SMW	608059
35	151622	NS	472535	SMW	608060
36	151624	NS	472537	SMW	608062
37	151626	NS	472539	SMW	608064

38	151627	NS	472540	SMW	608065
39	151628	NS	472541	SMW	608066
40	151629	NS	472542	SMW	608067
41	151630	NS	472543	SMW	608068
42	151631	NS	472544	SMW	608069
43	151632	NS	472545	SMW	608070
44	151633	NS	472546	SMW	608071
45	151634	NS	472547	SMW	608072
46	151635	NS	472548	SMW	608073
47	151640	NS	472553	SMW	608078
48	151642	NS	472555	SMW	608080
49	151643	NS	472556	SMW	608081
50	151646	NS	472559	SMW	608084
51	151647	NS	472560	SMW	608085
52	151648	NS	472561	SMW	608086
53	151649	NS	472562	SMW	608087
54	151650	NS	472563	SMW	608088
55	151651	NS	472564	SMW	608089
56	151653	NS	472566	SMW	608091
57	151654	NS	472567	SMW	608092
58	151655	NS	472568	SMW	608093
59	151656	NS	472569	SMW	608094
60	151657	NS	472570	SMW	608095
61	151658	NS	472571	SMW	608096
62	151661	NS	472574	SMW	608099

Lease Schedule No. 1 (B000)

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: 2/19/14

Edward M Luria
Edward M. Luria