RECORDATION NO. 26573-H FILED
February 09, 2015 08:30 AM
SURFACE TRANSPORTATION BOARD

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 Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, and Lease Supplement No. 4 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, and Trust Indenture Supplement No. 4, 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 26573.

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
1100 North Market Street
Wilmington, DE 19890

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

261 railcars: NOKL 738226 (previously marked FURX), SMW 738445 (previously marked NDYX 159320) and within the series FURX 962500 – FURX 962779 and NDYX 962553 – NDYX 962751 (previously marked within the series AEPX 10401 – AEPX 10680 and OVEX 10407 – OVEX 10678) all 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 Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, and Lease Supplement No. 4 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, and Trust Indenture Supplement No. 4.

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

RECORDATION NO. 26573-H FILED
February 09, 2015 08:30 AM
SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 5 TO MEMORANDUM OF EQUIPMENT LEASE AGREEMENT, LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2, LEASE SUPPLEMENT NO. 3, AND LEASE SUPPLEMENT NO. 4 AND MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT, TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3, AND TRUST INDENTURE SUPPLEMENT NO. 4

(Surface Transportation Board)

This Amendment No. 5 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1, 2, 3 and 4, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1, 2, 3 and 4 (the "Amendment") is made and entered into this 5 day of FEBRUARY, 2015, pursuant to the Equipment Lease Agreement and Lease Supplements dated September 26, 2006 (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., a North Carolina corporation (the "Lessee"), and the Trust Indenture and Security Agreement and Trust Indenture Supplements dated as of September 26, 2006 (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 Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3 and Lease Supplement No. 4 evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 26, 2006 at 8:09 a.m., under Recordation Number 26573; and

WHEREAS, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3 and Trust Indenture Supplement No. 4 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 26, 2006 at 8:12 a.m., under Recordation Number 26573-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 and number 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 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 5 day of February, 2015.

OWNER TRUSTEE (LESSOR):

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By: _____
Name: Nichole Beers
Title: Assistant Vice President

LESSEE:

WELLS 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)
) ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 5th day of February, 2015 by Nicole 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: 07/31/2017

[Notarial Seal]

PRIYA CHETTIER
NOTARY PUBLIC - STATE OF UTAH
My Comm. Exp. 07/31/2017
Commission # 669111

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 27th day of January, 2015 by Rick Grossman, as 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]

OFFICIAL SEAL
KATHLEEN A DOMBROWSKI
NOTARY PUBLIC, STATE OF ILLINOIS
COOK COUNTY
MY COMMISSION EXPIRES 08/27/2017

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

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 2 day of February, 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

LYNETTE J HILGAR
Notary Public
STATE OF DELAWARE
My Commission Expires 3-4-2016

My Commission Expires: _____

[Notarial Seal]

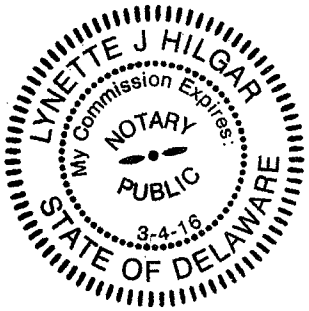

EXHIBIT 1

COUNT	CAR ID	PRIOR CAR INITIAL	PRIOR CAR NUMBER	CURRENT CAR INITIAL	CURRENT CAR NUMBER
1	152523	FURX	738226	NOKL	738226
2	154382	AEPX	10401	FURX	962500
3	154383	AEPX	10402	FURX	962501
4	154384	AEPX	10403	FURX	962502
5	154385	AEPX	10404	FURX	962503
6	154386	AEPX	10405	FURX	962504
7	154387	AEPX	10406	FURX	962505
8	154388	OVEX	10407	FURX	962506
9	154389	OVEX	10408	FURX	962507
10	154390	AEPX	10409	FURX	962508
11	154391	AEPX	10410	FURX	962509
12	154393	AEPX	10412	FURX	962511
13	154394	OVEX	10413	FURX	962512
14	154395	AEPX	10414	FURX	962513
15	154396	AEPX	10415	FURX	962514
16	154397	AEPX	10416	FURX	962515
17	154398	AEPX	10417	FURX	962516
18	154399	AEPX	10418	FURX	962517
19	154400	AEPX	10419	FURX	962518
20	154401	AEPX	10420	FURX	962519
21	154402	AEPX	10421	FURX	962520
22	154403	AEPX	10422	FURX	962521
23	154404	AEPX	10423	FURX	962522
24	154405	AEPX	10424	FURX	962523
25	154406	AEPX	10425	FURX	962524
26	154407	AEPX	10426	FURX	962525
27	154408	AEPX	10427	FURX	962526
28	154409	AEPX	10428	FURX	962527
29	154410	AEPX	10429	FURX	962528
30	154411	AEPX	10430	FURX	962529
31	154412	AEPX	10431	FURX	962530
32	154413	AEPX	10432	FURX	962531
33	154414	OVEX	10433	FURX	962532
34	154415	AEPX	10434	FURX	962533
35	154416	AEPX	10435	FURX	962534
36	154417	AEPX	10436	FURX	962535
37	154418	OVEX	10437	FURX	962536

38	154419	OVEX	10438	FURX	962537
39	154420	OVEX	10439	FURX	962538
40	154421	AEPX	10440	FURX	962539
41	154422	AEPX	10441	FURX	962540
42	154423	OVEX	10442	FURX	962541
43	154424	AEPX	10443	FURX	962542
44	154425	AEPX	10444	FURX	962543
45	154426	AEPX	10445	FURX	962544
46	154427	AEPX	10446	FURX	962545
47	154429	AEPX	10448	FURX	962547
48	154430	AEPX	10449	FURX	962548
49	154431	AEPX	10450	FURX	962549
50	154434	AEPX	10453	FURX	962552
51	154435	AEPX	10454	NDYX	962553
52	154436	AEPX	10455	FURX	962554
53	154437	AEPX	10456	FURX	962555
54	154439	AEPX	10458	FURX	962557
55	154441	AEPX	10460	NDYX	962559
56	154443	AEPX	10462	FURX	962561
57	154444	AEPX	10463	FURX	962562
58	154445	AEPX	10464	FURX	962563
59	154446	AEPX	10465	FURX	962564
60	154447	AEPX	10466	FURX	962565
61	154448	AEPX	10467	FURX	962566
62	154449	AEPX	10468	FURX	962567
63	154450	AEPX	10469	FURX	962568
64	154451	AEPX	10470	FURX	962569
65	154452	OVEX	10471	FURX	962570
66	154453	AEPX	10472	FURX	962571
67	154454	AEPX	10473	FURX	962572
68	154455	AEPX	10474	FURX	962573
69	154456	AEPX	10475	FURX	962574
70	154457	OVEX	10476	NDYX	962575
71	154458	AEPX	10477	FURX	962576
72	154459	OVEX	10478	FURX	962577
73	154460	AEPX	10479	FURX	962578
74	154461	AEPX	10480	FURX	962579
75	154462	AEPX	10481	FURX	962580
76	154463	AEPX	10482	FURX	962581
77	154464	OVEX	10483	FURX	962582
78	154465	AEPX	10484	FURX	962583
79	154466	AEPX	10485	FURX	962584
80	154467	AEPX	10486	FURX	962585

81	154468	AEPX	10487	FURX	962586
82	154469	AEPX	10488	FURX	962587
83	154470	AEPX	10489	FURX	962588
84	154471	AEPX	10490	FURX	962589
85	154472	AEPX	10491	FURX	962590
86	154473	AEPX	10492	NDYX	962591
87	154474	AEPX	10493	FURX	962592
88	154475	AEPX	10494	FURX	962593
89	154476	AEPX	10495	FURX	962594
90	154478	AEPX	10497	FURX	962596
91	154479	AEPX	10498	FURX	962597
92	154480	AEPX	10499	FURX	962598
93	154483	OVEX	10502	FURX	962601
94	154484	AEPX	10503	FURX	962602
95	154485	AEPX	10504	FURX	962603
96	154486	AEPX	10505	FURX	962604
97	154487	AEPX	10506	FURX	962605
98	154488	AEPX	10507	FURX	962606
99	154489	AEPX	10508	FURX	962607
100	154490	AEPX	10509	FURX	962608
101	154491	AEPX	10510	FURX	962609
102	154492	AEPX	10511	FURX	962610
103	154493	AEPX	10512	FURX	962611
104	154494	AEPX	10513	FURX	962612
105	154495	OVEX	10514	FURX	962613
106	154496	AEPX	10515	FURX	962614
107	154497	OVEX	10516	FURX	962615
108	154498	OVEX	10517	FURX	962616
109	154499	AEPX	10518	FURX	962617
110	154500	OVEX	10519	FURX	962618
111	154501	AEPX	10520	FURX	962619
112	154502	AEPX	10521	FURX	962620
113	154503	OVEX	10522	FURX	962621
114	154504	AEPX	10523	FURX	962622
115	154505	AEPX	10524	FURX	962623
116	154506	AEPX	10525	FURX	962624
117	154507	OVEX	10526	FURX	962625
118	154508	AEPX	10527	FURX	962626
119	154509	AEPX	10528	FURX	962627
120	154510	AEPX	10529	FURX	962628
121	154511	AEPX	10530	FURX	962629
122	154512	AEPX	10531	FURX	962630
123	154513	AEPX	10532	NDYX	962631

124	154514	OVEX	10533	FURX	962632
125	154515	AEPX	10534	FURX	962633
126	154516	AEPX	10535	FURX	962634
127	154517	AEPX	10536	FURX	962635
128	154518	OVEX	10537	FURX	962636
129	154519	AEPX	10538	FURX	962637
130	154520	AEPX	10539	FURX	962638
131	154521	OVEX	10540	FURX	962639
132	154522	AEPX	10541	FURX	962640
133	154523	OVEX	10542	FURX	962641
134	154525	AEPX	10544	FURX	962643
135	154530	AEPX	10549	FURX	962648
136	154531	AEPX	10550	FURX	962649
137	154532	AEPX	10551	NDYX	962650
138	154533	AEPX	10552	FURX	962651
139	154534	AEPX	10553	FURX	962652
140	154535	AEPX	10554	FURX	962653
141	154539	AEPX	10558	FURX	962657
142	154540	AEPX	10559	FURX	962658
143	154541	AEPX	10560	FURX	962659
144	154542	AEPX	10561	FURX	962660
145	154543	AEPX	10562	NDYX	962661
146	154544	AEPX	10563	FURX	962662
147	154545	AEPX	10564	FURX	962663
148	154546	AEPX	10565	FURX	962664
149	154547	AEPX	10566	FURX	962665
150	154548	OVEX	10567	FURX	962666
151	154549	AEPX	10568	FURX	962667
152	154550	AEPX	10569	FURX	962668
153	154551	OVEX	10570	FURX	962669
154	154552	AEPX	10571	FURX	962670
155	154553	AEPX	10572	FURX	962671
156	154554	AEPX	10573	FURX	962672
157	154555	OVEX	10574	FURX	962673
158	154556	AEPX	10575	FURX	962674
159	154557	AEPX	10576	FURX	962675
160	154558	AEPX	10577	FURX	962676
161	154559	AEPX	10578	FURX	962677
162	154560	AEPX	10579	FURX	962678
163	154561	AEPX	10580	FURX	962679
164	154562	AEPX	10581	FURX	962680
165	154563	AEPX	10582	FURX	962681
166	154565	AEPX	10584	FURX	962683

167	154566	AEPX	10585	FURX	962684
168	154567	OVEX	10586	FURX	962685
169	154568	OVEX	10587	FURX	962686
170	154569	AEPX	10588	FURX	962687
171	154570	AEPX	10589	NDYX	962688
172	154571	AEPX	10590	FURX	962689
173	154572	AEPX	10591	FURX	962690
174	154573	AEPX	10592	NDYX	962691
175	154574	AEPX	10593	FURX	962692
176	154575	AEPX	10594	FURX	962693
177	154576	AEPX	10595	FURX	962694
178	154577	AEPX	10596	FURX	962695
179	154578	OVEX	10597	FURX	962696
180	154579	OVEX	10598	FURX	962697
181	154580	AEPX	10599	FURX	962698
182	154581	AEPX	10600	FURX	962699
183	154583	OVEX	10602	FURX	962701
184	154584	AEPX	10603	FURX	962702
185	154585	AEPX	10604	FURX	962703
186	154586	AEPX	10605	FURX	962704
187	154587	AEPX	10606	FURX	962705
188	154588	AEPX	10607	FURX	962706
189	154589	OVEX	10608	FURX	962707
190	154590	AEPX	10609	FURX	962708
191	154591	AEPX	10610	FURX	962709
192	154592	OVEX	10611	FURX	962710
193	154593	AEPX	10612	FURX	962711
194	154594	AEPX	10613	FURX	962712
195	154595	AEPX	10614	NDYX	962713
196	154596	AEPX	10615	FURX	962714
197	154597	AEPX	10616	FURX	962715
198	154598	AEPX	10617	FURX	962716
199	154599	AEPX	10618	FURX	962717
200	154600	AEPX	10619	FURX	962718
201	154601	AEPX	10620	FURX	962719
202	154602	AEPX	10621	FURX	962720
203	154603	AEPX	10622	FURX	962721
204	154605	OVEX	10624	FURX	962723
205	154606	AEPX	10625	FURX	962724
206	154607	AEPX	10626	FURX	962725
207	154608	AEPX	10627	FURX	962726
208	154609	AEPX	10628	FURX	962727
209	154610	OVEX	10629	FURX	962728

210	154611	OVEX	10630	FURX	962729
211	154612	OVEX	10631	FURX	962730
212	154613	OVEX	10632	FURX	962731
213	154614	AEPX	10633	FURX	962732
214	154615	AEPX	10634	FURX	962733
215	154616	AEPX	10635	FURX	962734
216	154617	AEPX	10636	NDYX	962735
217	154618	AEPX	10637	FURX	962736
218	154619	AEPX	10638	FURX	962737
219	154620	OVEX	10639	FURX	962738
220	154621	OVEX	10640	FURX	962739
221	154622	OVEX	10641	FURX	962740
222	154623	OVEX	10642	FURX	962741
223	154624	OVEX	10643	FURX	962742
224	154625	AEPX	10644	FURX	962743
225	154626	AEPX	10645	FURX	962744
226	154627	AEPX	10646	FURX	962745
227	154628	AEPX	10647	FURX	962746
228	154629	OVEX	10648	FURX	962747
229	154630	AEPX	10649	FURX	962748
230	154631	AEPX	10650	FURX	962749
231	154632	AEPX	10651	FURX	962750
232	154633	AEPX	10652	NDYX	962751
233	154634	AEPX	10653	FURX	962752
234	154635	AEPX	10654	FURX	962753
235	154636	AEPX	10655	FURX	962754
236	154637	AEPX	10656	FURX	962755
237	154638	AEPX	10657	FURX	962756
238	154639	AEPX	10658	FURX	962757
239	154640	AEPX	10659	FURX	962758
240	154641	AEPX	10660	FURX	962759
241	154642	OVEX	10661	FURX	962760
242	154643	AEPX	10662	FURX	962761
243	154644	AEPX	10663	FURX	962762
244	154645	AEPX	10664	FURX	962763
245	154646	AEPX	10665	FURX	962764
246	154647	AEPX	10666	FURX	962765
247	154648	AEPX	10667	FURX	962766
248	154649	AEPX	10668	FURX	962767
249	154650	AEPX	10669	FURX	962768
250	154651	AEPX	10670	FURX	962769
251	154652	AEPX	10671	FURX	962770
252	154653	AEPX	10672	FURX	962771

253	154654	AEPX	10673	FURX	962772
254	154655	AEPX	10674	FURX	962773
255	154656	AEPX	10675	FURX	962774
256	154657	AEPX	10676	FURX	962775
257	154658	OVEX	10677	FURX	962776
258	154659	OVEX	10678	FURX	962777
259	154660	AEPX	10679	FURX	962778
260	154661	AEPX	10680	FURX	962779
261	159320	NDYX	738445	SMW	738445

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