



Wells Fargo Rail Corporation
One O'Hare Centre
9377 W. Higgins Rd., Ste. 600
Rosemont, IL 60018

wellsfargorail.com

RECORDATION NO. 26780-E
FILED MAY 27, 2016 2:47 PM
SURFACE TRANSPORTATION BOARD

May 27, 2016

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Amendment No. 2 to Memorandum of Equipment Lease Agreement and Memorandum of Trust Indenture and Security Agreement

Dear Section Chief:

Attached for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) original of an Amendment No. 2 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1 through 2, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos 1 through 2 dated May 17, 2016, 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 Surface Transportation Board under primary Recordation Number 26780.

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

Owner Trustee/
Lessor: Wells Fargo Bank Northwest, National Association
299 S. Main Street, 5th Floor
Salt Lake City, UT 84116

Lessee: Wells Fargo Bank, National Association
299 S. 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 railroad equipment covered by the attached document is: 49 railcars (see attached Exhibit 1).

A short summary of the document to appear in the index is: Amendment No. 2 to Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, and Lease Supplement No. 2, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, and Trust Indenture Supplement No. 2.

Please accept this E-filing and invoice our account number 22860 in the amount of \$43.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,
Marcia Dunne

Marcia Dunne
Manager Contract Administration

(FURC Trust No. 2007-1B)

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

This Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1 and 2, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1 and 2 (the "Amendment"), is made and entered into this 17 day of May, 2016, pursuant to the Equipment Lease Agreement and Lease Supplements dated January 30, 2007 (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 Supplements dated as of January 30, 2007 (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 and Lease Supplement No. 2 evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on January 30, 2007 at 10:10 a.m., under Recordation Number 26780; and

WHEREAS, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 and Trust Indenture Supplement No. 2 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on January 30, 2007 at 10:12 a.m., under Recordation Number 26780-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.

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 17 day of May, 2016.

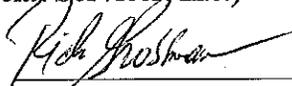
OWNER TRUSTEE (LESSOR):

**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: _____
Title: _____

Matthew C. Bosnjak
Financial Services Officer

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

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 17 day of May, 2016 by Nichole Beers, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.**

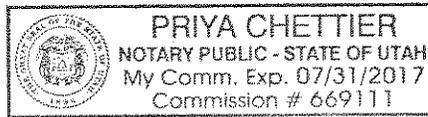
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 07/31/17

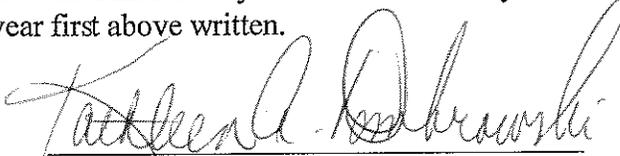
[Notarial Seal]



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

23rd The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this day of Feb, 2016 by Rick Grossman, as Designated Signer of **WELLS FARGO BANK, NATIONAL ASSOCIATION.**

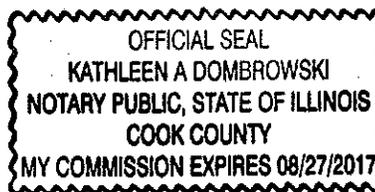
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 8/27/17

[Notarial Seal]

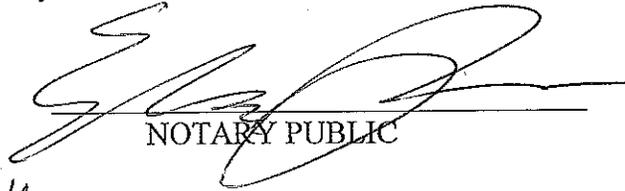


STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 10th day of May, 2016 by Matthew Bosnjak, 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: 8-20-16

[Notarial Seal]



EXHIBIT 1

<u>COUNT</u>	<u>CAR ID</u>	<u>PRIOR CAR INITIAL</u>	<u>PRIOR CAR NUMBER</u>	<u>CURRENT CAR INITIAL</u>	<u>CURRENT CAR NUMBER</u>
1	160335	HYWX	6001	NDYX	934256
2	160339	HYWX	6005	NDYX	934262
3	160340	HYWX	6006	NDYX	934263
4	160358	HYWX	6024	NDYX	934278
5	160363	HYWX	6029	NDYX	934280
6	160365	HYWX	6031	NDYX	934285
7	160366	HYWX	6032	NDYX	934287
8	160372	HYWX	6038	NDYX	934291
9	160373	HYWX	6039	NDYX	934292
10	160375	HYWX	6041	NDYX	934330
11	160380	HYWX	6046	NDYX	934294
12	160389	HYWX	6055	NDYX	934298
13	160394	HYWX	6060	NDYX	934304
14	160400	HYWX	6066	NDYX	934310
15	160405	HYWX	6071	NDYX	934313
16	160411	HYWX	6077	NDYX	934325
17	160412	HYWX	6078	NDYX	934326
18	160419	HYWX	6085	NDYX	934332
19	160420	HYWX	6086	NDYX	934333
20	160423	HYWX	6089	NDYX	934334
21	160425	HYWX	6091	NDYX	934335
22	160430	HYWX	6096	NDYX	934339
23	160433	HYWX	6099	NDYX	934342
24	160441	HYWX	6107	NDYX	934351
25	160444	HYWX	6110	NDYX	934355
26	160446	HYWX	6112	NDYX	934358
27	160447	HYWX	6113	NDYX	934360
28	164683	HYWX	6121	NDYX	934250
29	164685	HYWX	6123	NDYX	934252
30	164686	HYWX	6124	NDYX	934253
31	164688	HYWX	6126	NDYX	934255
32	164691	HYWX	6129	NDYX	934258
33	164694	HYWX	6132	NDYX	934261
34	164699	HYWX	6137	NDYX	934266
35	164703	HYWX	6141	NDYX	934270
36	164707	HYWX	6145	NDYX	934274
37	164717	HYWX	6155	NDYX	934284

38	164732	HYWX	6170	NDYX	934299
39	164738	HYWX	6176	NDYX	934305
40	164740	HYWX	6178	NDYX	934307
41	164752	HYWX	6190	NDYX	934319
42	164753	HYWX	6191	NDYX	934320
43	164757	HYWX	6195	NDYX	934324
44	164761	HYWX	6199	NDYX	934328
45	164770	HYWX	6208	NDYX	934337
46	164777	HYWX	6215	NDYX	934344
47	164780	HYWX	6218	NDYX	934347
48	164785	HYWX	6223	NDYX	934352
49	164801	HYWX	6239	NDYX	934368

Lease Supplement No. 2 (B020)