



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

wellsfargorail.com

RECORDATION NO. 26049-I
FILED MAY 26, 2016 3:29 PM
SURFACE TRANSPORTATION BOARD

May 26, 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. 6 to Memorandum of 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. 6 to Memorandum of Lease Agreement, Lease Supplement Nos. 1 through 5, and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 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 26049.

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: 5 railcars NDYX 738162, NDYX 738206, NDYX 738229, NDYX 738238 and NDYX 738246.

A short summary of the document to appear in the index is: Amendment No. 6 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.

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. 2005-1)

**AMENDMENT NO. 6 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. 6 to Memorandum of Lease Agreement and Memorandum of Trust Indenture and Security Agreement, (the "Amendment") is made and entered into this 17 day of May, 2016 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, 2015.

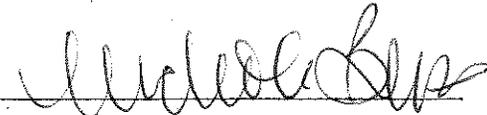
This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture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

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

By: 
Name: Rick Grossman
Title: Designated Signer

INDENTURE TRUSTEE:

WILMINGTON TRUST COMPANY

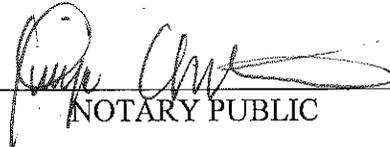
By: 
Name: _____
Title: _____

Matthew C. Bosnjak
Financial Services Officer

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

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 19th day of May, 2016 by Nichole Beers, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.**

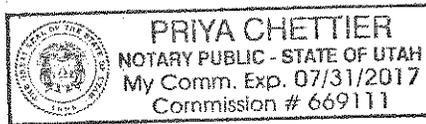
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 07/31/2017

[Notarial Seal]



STATE OF ILLINOIS)
)
) SS.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 28th day of Feb., 2016 by Rick Grossman, Designated Signer of **WELLS FARGO BANK, NATIONAL ASSOCIATION.**

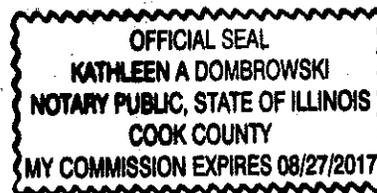
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 8/27/2017

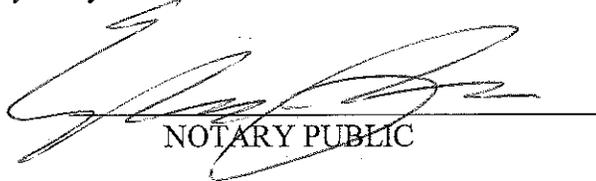
[Notarial Seal]



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

The foregoing instrument was acknowledged before me, the undersigned Notary Public, Financial Services Officer on this 10th day of May, 2016 by Matthew Bosnjak, as _____ 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

COUNT	CAR ID	PRIOR CAR INITIAL	PRIOR CAR NUMBER	CURRENT CAR INITIAL	CURRENT CAR NUMBER
1	152459	NOKL	738162	NDYX	738162
2	152503	NOKL	738206	NDYX	738206
3	152526	NOKL	738229	NDYX	738229
4	152535	NOKL	738238	NDYX	738238
5	152543	NOKL	738246	NDYX	738246

Lease Schedule No. 3 (B002)