

RECORDATION NO. 27156-B FILED

FEB 21 '08 -4 07 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
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ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

February 21, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 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, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5, dated as of February 20, 2008, 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 27156.

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

Indenture Trustee: Wilmington Trust Company, not in its individual capacity but solely as Indenture Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Lessee: First Union Rail Corporation
6250 River Road, Suite 5000
Rosemont, IL 60018

Anne K. Quinlan, Esquire
February 21, 2008
Page 2

**Owner Trustee/
Lessor:** Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

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

46 railcars within the series NDYX 845900 - NDYX 845998 (previously
marked within the series AGPX 96100 - AGPX 96198) 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. 1 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, Trust Indenture
Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture
Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture
Supplement No. 5.

Also enclosed is a check in the amount of \$35.00 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,

Robert W. Alvord

RWA/sem
Enclosures

**AMENDMENT NO. 1 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,
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE SUPPLEMENT
NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3, TRUST INDENTURE
SUPPLEMENT NO. 4, AND TRUST INDENTURE SUPPLEMENT NO. 5
(Surface Transportation Board)**

This Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplements Nos. 1, 2, 3, 4, and 5, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1, 2, 3, 4, and 5 (the "Amendment") is made and entered into this 20th day of February, 2008, pursuant to the Equipment Lease Agreement and Lease Supplements dated September 12, 2007 (the "Lease"), between Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Lessor"), and First Union Rail Corporation, a North Carolina corporation (the "Lessee"), and the Trust Indenture and Security Agreement and Trust Indenture Supplements dated as of September 12, 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, 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 September 12, 2007 at 8:00 a.m., under Recordation Number 27156; 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, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 12, 2007 at 8:00 a.m., under Recordation Number 27156-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 September 12, 2007.

RECORDATION NO. 27156-B FILED

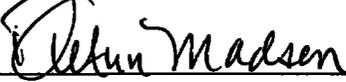
This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture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

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

Dated this 20th day of February, 2008.

OWNER TRUSTEE (LESSOR):

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**

By: 
Name: DeAnn Madsen
Title: Vice President

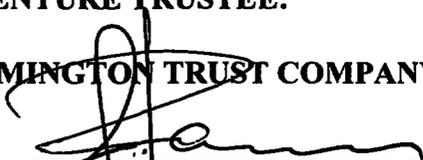
LESSEE:

FIRST UNION RAIL CORPORATION

By: 
Name: Rick Grossman
Title: Vice President-Equipment

INDENTURE TRUSTEE:

WILMINGTON TRUST COMPANY

By: 
Name: Jose Paredes
Title: Assistant Vice President

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

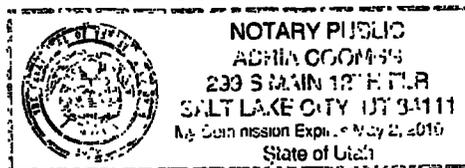
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this ___ day of _____, 2008 by _____, as Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.**

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.

Adria Coombs
NOTARY PUBLIC

My Commission Expires: _____

[Notarial Seal]



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

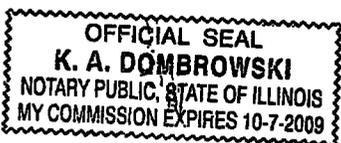
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 24th day of Jan, 2008 by Rick Grossman, as Vice President-Equipment of **FIRST UNION RAIL CORPORATION.**

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.

K. A. Dombrowski
NOTARY PUBLIC

My Commission Expires: 10-7-2009

[Notarial Seal]



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

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 18th day of February 2008 by Jose Paredes, as **Assistant Vice President** 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]

TIRA L. JOHNSON
Notary Public - State of Delaware
My Comm. Ex. on Sept. 29, 2009

EXHIBIT 1

	CAR	PRIOR	PRIOR	CURRENT	CURRENT
COUNT	ID	CAR INITIAL	CAR NUMBER	CAR INITIAL	CAR NUMBER
1	166589	AGPX	96100	NDYX	845900
2	166588	AGPX	96101	NDYX	845901
3	166587	AGPX	96102	NDYX	845902
4	166586	AGPX	96103	NDYX	845903
5	166584	AGPX	96105	NDYX	845905
6	166582	AGPX	96107	NDYX	845907
7	166580	AGPX	96109	NDYX	845909
8	166579	AGPX	96110	NDYX	845910
9	166577	AGPX	96112	NDYX	845912
10	166575	AGPX	96114	NDYX	845914
11	166573	AGPX	96116	NDYX	845916
12	166570	AGPX	96121	NDYX	845921
13	166567	AGPX	96124	NDYX	845924
14	166564	AGPX	96128	NDYX	845928
15	166616	AGPX	96130	NDYX	845930
16	166615	AGPX	96131	NDYX	845931
17	166613	AGPX	96133	NDYX	845933
18	166610	AGPX	96136	NDYX	845936
19	166609	AGPX	96137	NDYX	845937
20	166608	AGPX	96139	NDYX	845939
21	166607	AGPX	96140	NDYX	845940
22	166600	AGPX	96148	NDYX	845948
23	166599	AGPX	96149	NDYX	845949
24	166595	AGPX	96153	NDYX	845953
25	166594	AGPX	96154	NDYX	845954
26	166593	AGPX	96155	NDYX	845955
27	166592	AGPX	96156	NDYX	845956
28	166591	AGPX	96157	NDYX	845957
29	166645	AGPX	96160	NDYX	845960
30	166642	AGPX	96163	NDYX	845963
31	166641	AGPX	96164	NDYX	845964
32	166638	AGPX	96167	NDYX	845967
33	166637	AGPX	96168	NDYX	845968
34	166636	AGPX	96169	NDYX	845969
35	166632	AGPX	96173	NDYX	845973
36	166631	AGPX	96175	NDYX	845975
37	166628	AGPX	96178	NDYX	845978
38	166627	AGPX	96179	NDYX	845979
39	166623	AGPX	96183	NDYX	845983
40	166622	AGPX	96184	NDYX	845984
41	166619	AGPX	96187	NDYX	845987
42	166618	AGPX	96188	NDYX	845988
43	166654	AGPX	96191	NDYX	845991
44	166653	AGPX	96192	NDYX	845992
45	166649	AGPX	96196	NDYX	845996
46	166647	AGPX	96198	NDYX	845998