

JUN 28 '07

8-00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

June 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: American Honda Trust 2007-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement and Lease Supplement No. 2, dated as of June 28, 2007, 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 26887.

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

Lessor: Wells Fargo Bank Northwest, National
Association
299 South Main Street
Salt Lake City, Utah 84111

Lessee: American Honda Motor Co., Inc.
1919 Torrance Blvd.
Torrance, California 90501-2746

Mr. Vernon A. Williams
June 28, 2007
Page 2

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

131 Railcars: AOK 501624, AOK 501625 and AOK 501672 - AOK 501800.

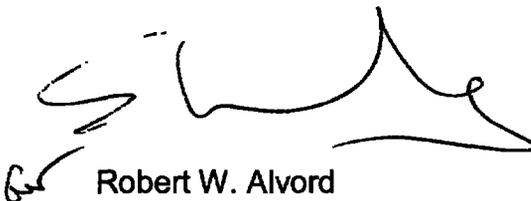
A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement and Lease Supplement No. 2.

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

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 2
(Surface Transportation Board)**

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 2, dated as of June 28, 2007, is between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee (the "Lessor"), and AMERICAN HONDA MOTOR CO., INC., a California corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedule 1, attached hereto (the "Railcars"), as indicated under Lease Supplement No. 2, dated as of the date hereof, to that certain Equipment Lease Agreement (American Honda Trust 2007-1), dated as of March 29, 2007.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, and each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

RECORDATION NO. 26887-B FILED
JUN 28 '07 8-00 AM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

AMERICAN HONDA MOTOR CO., INC.,
AS LESSEE

By: [Signature]
Anthony P. Piazza
Vice President, Human Resources &
Administration

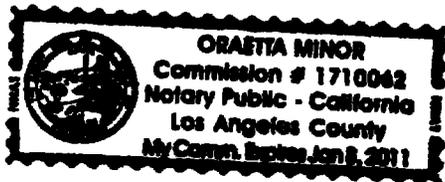
STATE OF CALIF)
) ss:
COUNTY OF LOS ANGELES

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Los Angeles this 20th day of June, 2007 by Anthony Piazza, as VICE PRESIDENT of AMERICAN HONDA MOTOR CO., INC., a California corporation.

[Signature]
Notary Public

My commission expires: _____

[Notarial Seal]



SCHEDULE 1

JUNE 28, 2007 FUNDING DATE:

<u>Basic Group #</u>	<u>Description</u>	<u>Car Marks/Numbers</u>	<u>Manufacturer</u>
B	One Hundred Thirty One (131) Auto-Max II two-unit (Bi-Level or Tri-Level configured) auto hauler rail cars with 70-ton end trucks and 70-ton intermediate trucks	See Schedule 1-A attached hereto	Greenbrier Concarril, LLC, Gunderson-Concarril, S.A. de C.V. and/or Greenbrier Leasing Company LLC

SCHEDULE 1-A

Railcar Mark	
AOK	501624
AOK	501625
AOK	501672
AOK	501673
AOK	501674
AOK	501675
AOK	501676
AOK	501677
AOK	501678
AOK	501679
AOK	501680
AOK	501681
AOK	501682
AOK	501683
AOK	501684
AOK	501685
AOK	501686
AOK	501687
AOK	501688
AOK	501689
AOK	501690
AOK	501691
AOK	501692
AOK	501693
AOK	501694
AOK	501695
AOK	501696
AOK	501697
AOK	501698
AOK	501699
AOK	501700
AOK	501701
AOK	501702
AOK	501703
AOK	501704
AOK	501705
AOK	501706
AOK	501707
AOK	501708
AOK	501709
AOK	501710
AOK	501711
AOK	501712
AOK	501713
AOK	501714
AOK	501715

AOK	501716
AOK	501717
AOK	501718
AOK	501719
AOK	501720
AOK	501721
AOK	501722
AOK	501723
AOK	501724
AOK	501725
AOK	501726
AOK	501727
AOK	501728
AOK	501729
AOK	501730
AOK	501731
AOK	501732
AOK	501733
AOK	501734
AOK	501735
AOK	501736
AOK	501737
AOK	501738
AOK	501739
AOK	501740
AOK	501741
AOK	501742
AOK	501743
AOK	501744
AOK	501745
AOK	501746
AOK	501747
AOK	501748
AOK	501749
AOK	501750
AOK	501751
AOK	501752
AOK	501753
AOK	501754
AOK	501755
AOK	501756
AOK	501757
AOK	501758
AOK	501759
AOK	501760
AOK	501761
AOK	501762
AOK	501763
AOK	501764
AOK	501765

AOK	501766
AOK	501767
AOK	501768
AOK	501769
AOK	501770
AOK	501771
AOK	501772
AOK	501773
AOK	501774
AOK	501775
AOK	501776
AOK	501777
AOK	501778
AOK	501779
AOK	501780
AOK	501781
AOK	501782
AOK	501783
AOK	501784
AOK	501785
AOK	501786
AOK	501787
AOK	501788
AOK	501789
AOK	501790
AOK	501791
AOK	501792
AOK	501793
AOK	501794
AOK	501795
AOK	501796
AOK	501797
AOK	501798
AOK	501799
AOK	501800

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 6/28/07



Robert W. Alvord