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RECORDATION NO. 26049-B FILED

DEC 18 '07 -11 33 AM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A LESTER

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

December 18, 2007

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

Dear Mr. Williams:

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 Lease Agreement, Lease Supplement No. 3, and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated as of December 14, 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 26049.

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

Owner Trustee/ Lessor:	Wells Fargo Equipment Finance, Inc. 733 Marquette Avenue Minneapolis, MN 55479
Lessee:	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018

Mr. Vernon A. Williams  
December 18, 2007  
Page 2

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

150 railcars: FURX 738100 - 738249.

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

Amendment No. 1 to Memorandum of Lease Agreement, Lease Supplement No. 3, and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1.

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,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 18 '07

-11 33 AM

**AMENDMENT NO. 1 TO MEMORANDUM OF LEASE AGREEMENT,  
LEASE SUPPLEMENT NO. 3,  
AND MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
AND TRUST INDENTURE SUPPLEMENT NO. 1  
(Surface Transportation Board)**

This Amendment No. 1 to Memorandum of Lease Agreement, Lease Supplement No. 3, and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, (the "Amendment") is made and entered into this 14<sup>th</sup> day of December, 2007, 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 First Union Rail Corporation, a North Carolina corporation (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, and to reflect "FURX" as the Unit Mark for Basic Group III railcars subject to the Lease, attached hereto is Amended Schedule 3, Description of Equipment under Lease Supplement No. 3.

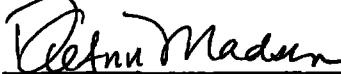
This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust and Security Agreement, as to which the Lease and the Trust and Security Agreement remain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

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

Dated this 14<sup>th</sup> day of December, 2007.

**OWNER TRUSTEE (LESSOR):**

**WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION**

By:   
Name: DeAnn Madser  
Title: Vice President

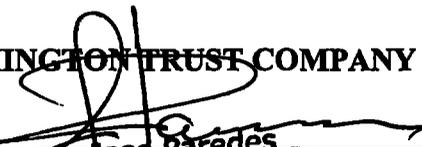
**LESSEE:**

**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.

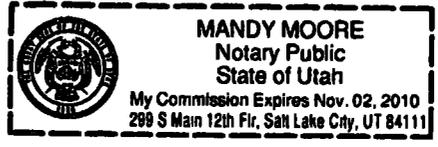
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 2<sup>nd</sup> day of February, 2007 by DeAnn Madsen, as Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.**

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.

*Mandy Moore*  
\_\_\_\_\_  
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 30<sup>th</sup> day of Jan., 2007 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]

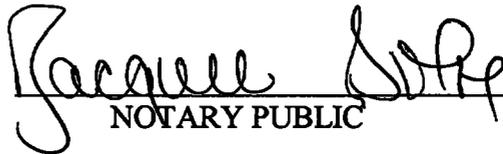


STATE OF DELAWARE            )  
  )  
COUNTY OF NEW CASTLE    )

ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 10 day of DEC, 2007 by Jose Paredez, 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 JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires March 28, 2011  
[Notarial Seal]

**AMENDED SCHEDULE 3**

**DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3**

<b>Basic Group</b>	<b>Equipment Description</b>	<b>Unit Mark</b>	<b>Unit No.</b>	<b># of Units</b>	<b>Builder</b>
III	73 ft., centerbeam flatcars, 286,000 lb GRL, F483	FURX	738100- 738249	150	TrentonWorks