

RECORDATION NO. 26049 - E
FILED

FEB 22 '11 -11 00 AM

SURFACE TRANSPORTATION BOARD

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

February 22, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 2 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, dated as of February 18, 2011, 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 Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Chief
Section of Administration
February 22, 2011
Page 2

Lessee: Wells Fargo Bank Northwest, National
Association (as successor to Wachovia
Financial Services, Inc.)
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Indenture Trustee: Wilmington Trust Company
Rodney Square North
100 North Market Street
Wilmington, DE 19890-0001

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

7 railcars within the series NOKL 738162 - NOKL 738246 (previously
bearing FURX reporting marks), as more particularly set forth in the
attachment to the document.

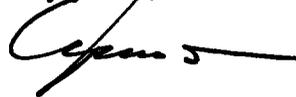
A short summary of the document to appear in the index is:

Amendment No. 2 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.

Also enclosed is a check in the amount of \$41.00 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

FEB 22 '11 -11 00 AM

SURFACE TRANSPORTATION BOARD

**AMENDMENT NO. 2 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. 2 to Memorandum of Lease Agreement and Memorandum of Trust Indenture and Security Agreement, (the "Amendment") is made and entered into this 18 day of February, 2011 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, as 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, 2010.

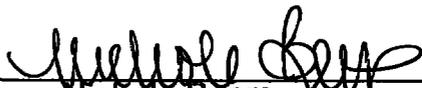
This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture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

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

Dated this 19 day of February, 2011.

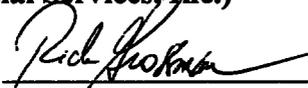
OWNER TRUSTEE (LESSOR):

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**

By: 
Name: Nichole Beers
Title: Assistant Vice President

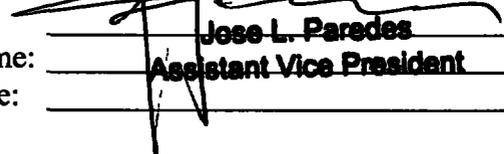
LESSEE:

**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: Jose L. 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 15th day of February 2011 by Nichole Beers, as Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.

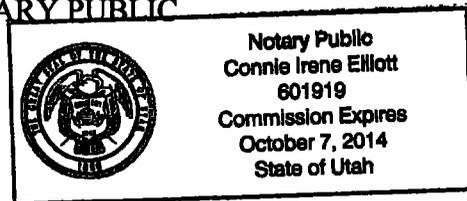
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: October 7, 2014

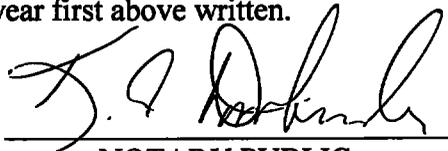
[Notarial Seal]



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 8th day of February, 2011 by Rick Grossman, Designated Signer of WELLS FARGO BANK, NATIONAL ASSOCIATION.

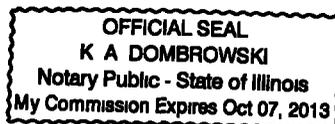
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 10/7/2013

[Notarial Seal]



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

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 17 day of February 2007 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]

PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 6, 2012



EXHIBIT 1

COUNT	CAR ID	PRIOR CAR INITIAL	PRIOR CAR NUMBER	CURRENT CAR INITIAL	CURRENT CAR NUMBER
1	152459	FURX	738162	NOKL	738162
2	152503	FURX	738206	NOKL	738206
3	152526	FURX	738229	NOKL	738229
4	152531	FURX	738234	NOKL	738234
5	152535	FURX	738238	NOKL	738238
6	152540	FURX	738243	NOKL	738243
7	152543	FURX	738246	NOKL	738246

Lease Schedule No. 3