

RECORDATION NO. 27552-C
FILED February 22, 2013 09:00 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 22, 2013

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

Re: FURC 2008-1A

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. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3, dated as of February 13, 2013, 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 27552.

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

Lessor/Owner	
Trustee:	Wells Fargo Bank Northwest, National Association (successor to Wachovia Financial Services, Inc.) 299 South Main Street, 12 th Floor Salt Lake City, UT 84111
Lessee:	Wells Fargo Bank, National Association 123 N Wacker Drive # 1900 Chicago, IL 60606

Chief
Section of Administration
February 22, 2013
Page 2

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

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

55 railcars within the series FURX 851101 – FURX 851230 have been remarked within the series SMW 851101 – SMW 851230 as more particularly set forth in the attachment to the document.

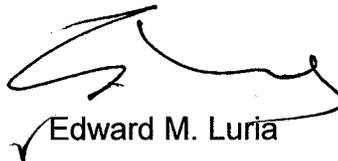
A short summary of the document to appear in the index is:

Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3.

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,



Edward M. Luria

EML/sem
Enclosures

AMENDMENT NO. 1 TO
MEMORANDUM OF EQUIPMENT LEASE AGREEMENT,
LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2, AND
LEASE SUPPLEMENT NO. 3
AND
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE
SUPPLEMENT NO. 2 AND TRUST INDENTURE SUPPLEMENT NO. 3
(Surface Transportation Board)

This Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1, 2, and 3 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1, 2, and 3 (the "Amendment"), is made and entered into this 13 day of February, 2013, pursuant to the Equipment Lease Agreement and Lease Supplements dated July 2, 2008 (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 Supplements dated as of July 2, 2008 (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 and Lease Supplement No. 3 evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on July 2, 2008 at 8:00 a.m., under Recordation Number 27552 and

WHEREAS, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on July 2, 2008 at 8:00 a.m., under Recordation Number 27552-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.

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 13 day of Feb, 2013.

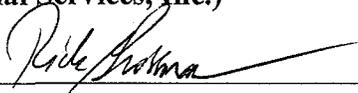
OWNER TRUSTEE (LESSOR):

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**

By: 
Name: David Wall
Title: Vice President

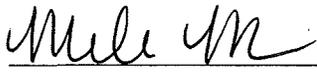
LESSEE:

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

By: 
Name: Rick Grossman
Title: Designated Signer

INDENTURE TRUSTEE:

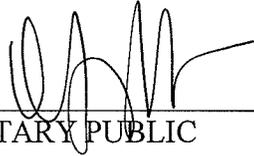
WILMINGTON TRUST COMPANY

By: 
Name: Melinda Morales
Title: Financial Services Officer

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

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 13 day of Feb, 2013 by David Wall, as Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**.

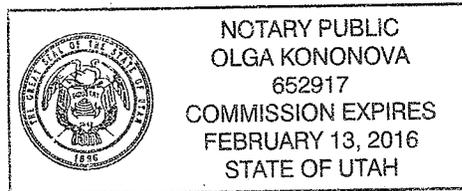
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: Feb. 13, 2014

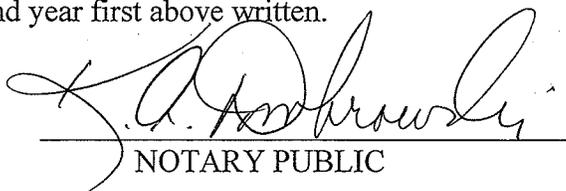
[Notarial Seal]



STATE OF ILLINOIS)
)
) ss.
COUNTY OF COOK)

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 1st day of February, 2013 by Rick Grossman, as Designated Signer of **WELLS FARGO BANK, NATIONAL ASSOCIATION**.

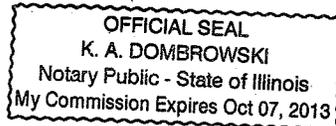
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.



NOTARY PUBLIC

My Commission Expires: 10/7/2013

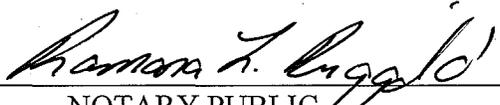
[Notarial Seal]



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

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 19 day of February, 2013 by Melinda Morales, as **Financial Services Officer** 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]

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

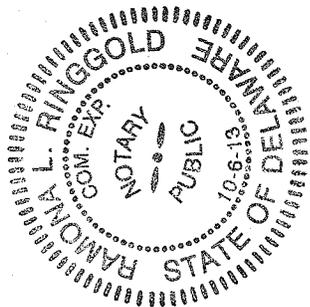


EXHIBIT 1

COUNT	CAR ID	PRIOR CAR INITIAL	PRIOR CAR NUMBER	CURRENT CAR INITIAL	CURRENT CAR NUMBER
1	169244	FURX	851101	SMW	851101
2	169246	FURX	851103	SMW	851103
3	169247	FURX	851104	SMW	851104
4	169248	FURX	851105	SMW	851105
5	169253	FURX	851110	SMW	851110
6	169254	FURX	851111	SMW	851111
7	169258	FURX	851115	SMW	851115
8	169259	FURX	851116	SMW	851116
9	169260	FURX	851117	SMW	851117
10	169262	FURX	851119	SMW	851119
11	169264	FURX	851121	SMW	851121
12	169265	FURX	851122	SMW	851122
13	169269	FURX	851126	SMW	851126
14	169271	FURX	851128	SMW	851128
15	169276	FURX	851133	SMW	851133
16	169279	FURX	851136	SMW	851136
17	169282	FURX	851139	SMW	851139
18	169286	FURX	851143	SMW	851143
19	169287	FURX	851144	SMW	851144
20	169288	FURX	851145	SMW	851145
21	169289	FURX	851146	SMW	851146
22	169291	FURX	851148	SMW	851148
23	169292	FURX	851149	SMW	851149
24	169293	FURX	851150	SMW	851150
25	169296	FURX	851153	SMW	851153
26	169298	FURX	851155	SMW	851155
27	169299	FURX	851156	SMW	851156
28	169302	FURX	851159	SMW	851159
29	169304	FURX	851161	SMW	851161
30	169306	FURX	851163	SMW	851163
31	169307	FURX	851164	SMW	851164
32	169308	FURX	851165	SMW	851165
33	169309	FURX	851166	SMW	851166
34	169311	FURX	851168	SMW	851168
35	169313	FURX	851170	SMW	851170
36	169316	FURX	851173	SMW	851173
37	169319	FURX	851176	SMW	851176
38	169320	FURX	851177	SMW	851177
39	169321	FURX	851178	SMW	851178
40	169322	FURX	851179	SMW	851179
41	169323	FURX	851180	SMW	851180
42	169326	FURX	851183	SMW	851183
43	169329	FURX	851186	SMW	851186
44	169330	FURX	851187	SMW	851187
45	169333	FURX	851190	SMW	851190

46	169338	FURX	851195	SMW	851195
47	169341	FURX	851198	SMW	851198
48	169346	FURX	851203	SMW	851203
49	169347	FURX	851204	SMW	851204
50	169350	FURX	851207	SMW	851207
51	169352	FURX	851209	SMW	851209
52	169353	FURX	851210	SMW	851210
53	169362	FURX	851219	SMW	851219
54	169363	FURX	851220	SMW	851220
55	169373	FURX	851230	SMW	851230

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 2/22/13

Edward M Luria
Edward M. Luria