

RECORDATION NO. 27156-6 FILED

MAY 02 '12 -9 0 0 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

May 2, 2012

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. 4 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, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5, dated as of May 1, 2012, 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:

Owner Trustee/ Lessor	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12 <sup>th</sup> Floor Salt Lake City, UT 84111
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Chief  
Section of Administration  
May 2, 2012  
Page 2

Lessee. Wells Fargo Bank Northwest, National  
Association (as successor to Wachovia  
Financial Services, Inc )  
299 South Main Street, 12<sup>th</sup> 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

3 railcars NDYX 845910, NDYX 845909 and NDYX 845955 have been  
remarked FURX 845910, FURX 845909 and FURX 845955, respectively

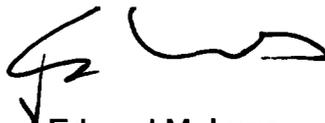
A short summary of the document to appear in the index is.

Amendment No. 4 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, 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 \$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

MAY 02 '12 9 00 AM

**AMENDMENT NO. 4 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. 4 to Memorandum of Equipment Lease Agreement, Lease Supplement 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 1 day of May, 2012, 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 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 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.

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 1 day of May, 2012.

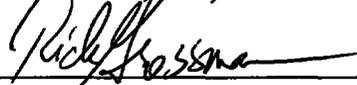
**OWNER TRUSTEE (LESSOR):**

**WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION**

By:   
Name: Denis V. Trachuk  
Title: Assistant 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: Jose L. Paredes  
Title: Assistant Vice President

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

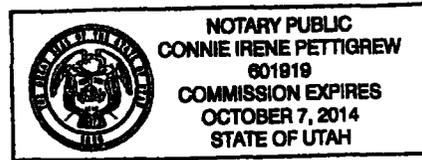
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 30 day of April, 2012 by Denis V. Tkachuk, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**.

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.

Connie Irene Pettigrew  
NOTARY PUBLIC

My Commission Expires: 10/7/2014

[Notarial Seal]



STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) ss.

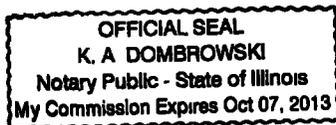
27th The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this day of January, 2012 by Rick Grossman, as Designated Signer of **WELLS FARGO BANK, NATIONAL ASSOCIATION**.

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.

K. A. Dombrowski  
NOTARY PUBLIC

My Commission Expires: 10-7-2013

[Notarial Seal]



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

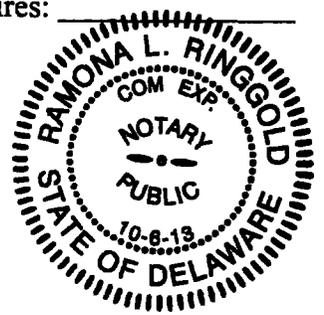
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 9 day of Feb, 2012 by Jose L. Parades, as Assistant Vice President of WILMINGTON TRUST COMPANY.

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.

Ramona L. Ringgold  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

[Notarial Seal]



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

**EXHIBIT 1**

<b>COUNT</b>	<b>CAR ID</b>	<b>PRIOR CAR INITIAL</b>	<b>PRIOR CAR NUMBER</b>	<b>CURRENT CAR INITIAL</b>	<b>CURRENT CAR NUMBER</b>
1	166579	NDYX	845910	FURX	845910
2	166580	NDYX	845909	FURX	845909
3	166593	NDYX	845955	FURX	845955

Lease Schedule No. 4