

RECORDATION NO. 27553-C FILED

MAY 02 '12 -9 00 AM

SURFACE TRANSPORTATION BOARD

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

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. 1 to Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No 3 and Lease Supplement No 4 and Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No 3 and Trust Indenture Supplement No. 4, 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 27553.

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 th Floor Salt Lake City, UT 84111
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Chief
Section of Administration
May 2, 2012
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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:

41 railcars within the series FURX 130384 – FURX 130529 have been
remarked within the series NDYX 130384 – NDYX 130529 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 Lease Agreement, Lease
Supplement No 1, Lease Supplement No. 2, Lease Supplement No 3
and Lease Supplement No 4 and Memorandum of Trust Indenture and
Security Agreement and Trust Indenture Supplement No 1, Trust
Indenture Supplement No. 2, Trust Indenture Supplement No. 3 and Trust
Indenture Supplement No. 4.

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,
LEASE SUPPLEMENT NO. 3 AND LEASE SUPPLEMENT NO. 4
AND
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE
SUPPLEMENT NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3 AND
LEASE SUPPLEMENT NO. 4
(Surface Transportation Board)**

This Amendment No. 1 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1, 2, 3 and 4 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1, 2, 3 and 4 (the "Amendment"), is made and entered into this 1 day of May, 2012, 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, Lease Supplement No. 3 and Lease Supplement No. 4 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 27553; 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 and Trust Indenture Supplement No. 4 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 27553-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.

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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. Tkachuk
Title: Assistant Vice President

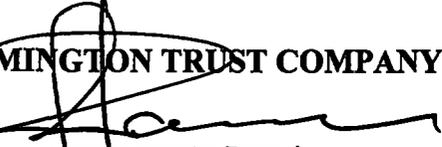
LESSEE:

**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.

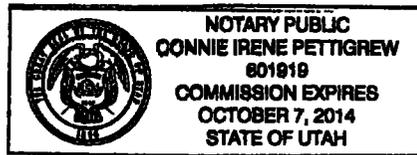
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 20 day of April, 2012 by Denis V. Tkachuk, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.**

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.

[Signature]
NOTARY PUBLIC

My Commission Expires: 10/7/2014

[Notarial Seal]



STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.

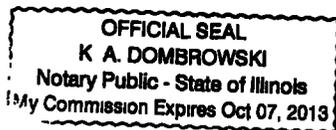
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 8th day of March, 2012 by Rick Grossman, as Designated Signer of **WELLS FARGO BANK, NATIONAL ASSOCIATION.**

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.

[Signature]
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 16 day of March, 2012 by Jose L. 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	170207	FURX	130384	NDYX	130384
2	170203	FURX	130388	NDYX	130388
3	170197	FURX	130394	NDYX	130394
4	170196	FURX	130395	NDYX	130395
5	170192	FURX	130399	NDYX	130399
6	170190	FURX	130401	NDYX	130401
7	170187	FURX	130404	NDYX	130404
8	170184	FURX	130407	NDYX	130407
9	170240	FURX	130409	NDYX	130409
10	170238	FURX	130411	NDYX	130411
11	170236	FURX	130413	NDYX	130413
12	170230	FURX	130419	NDYX	130419
13	170221	FURX	130428	NDYX	130428
14	170216	FURX	130434	NDYX	130434
15	170266	FURX	130441	NDYX	130441
16	170264	FURX	130443	NDYX	130443
17	170263	FURX	130444	NDYX	130444
18	170260	FURX	130447	NDYX	130447
19	170258	FURX	130449	NDYX	130449
20	170256	FURX	130451	NDYX	130451
21	170255	FURX	130452	NDYX	130452
22	170252	FURX	130455	NDYX	130455
23	170250	FURX	130457	NDYX	130457
24	170245	FURX	130462	NDYX	130462
25	170243	FURX	130464	NDYX	130464
26	170242	FURX	130465	NDYX	130465
27	170293	FURX	130472	NDYX	130472
28	170287	FURX	130478	NDYX	130478
29	170285	FURX	130480	NDYX	130480
30	170284	FURX	130481	NDYX	130481
31	170283	FURX	130482	NDYX	130482
32	170274	FURX	130491	NDYX	130491
33	170322	FURX	130501	NDYX	130501
34	170318	FURX	130505	NDYX	130505
35	170313	FURX	130510	NDYX	130510
36	170307	FURX	130516	NDYX	130516
37	170306	FURX	130517	NDYX	130517
38	170303	FURX	130520	NDYX	130520
39	170299	FURX	130524	NDYX	130524
40	170331	FURX	130528	NDYX	130528
41	170330	FURX	130529	NDYX	130529

Lease Schedule No. 4