

RECORDATION NO. 24313-B FILED

JAN 30 '03

4-47 PM

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 29, 2003

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 a Memorandum of Trust Indenture and Security Agreement, dated January 31, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which is being filed with the Board under Recordation Number 24313

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

Owner
Trustee: BOHLI/Staley Trust 2003A LLT, acting through
U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street 29th Floor
Hartford, Ct 06103

Indenture
Trustee: Wells Fargo Bank Northwest,
National Association
79 South Main Street 3rd Floor
Salt Lake City, UT 84111

Mr. Vernon A. Williams
January 29, 2003
Page Two

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

57 railcars STLX 51000 – STLX 51056

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

Memorandum of Trust Indenture and Security Agreement

Also enclosed is a check in the amount of \$30.00 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/anr
Enclosures

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(BOHLI/STALEY TRUST 2003A LLT)**

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT (BOHLI/Staley Trust 2003A LLT), made and entered into as of January 31, 2003 by and between BOHLI/Staley Trust 2003A LLT, acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as owner trustee ("Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (BOHLI/Staley Trust 2003A LLT), dated as of January 31, 2003 (the "Trust Indenture"), by which the Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

[SIGNATURES TO FOLLOW]

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee

By: 
Name: Arthur L. Blakeslee
Title: Assistant Vice President

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

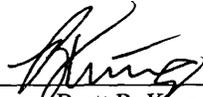
By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee

By: _____
Name:
Title:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By:  _____
Name: Brett R. King
Title: Vice President

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) ss

On this 30th day of January, 2003, before me personally appeared Arthur L. Blakeslee, to me personally known, being by me duly sworn, says that he is the Assistant Vice President of U.S. Bank Trust National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on JANUARY 30, 2003 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of Connecticut

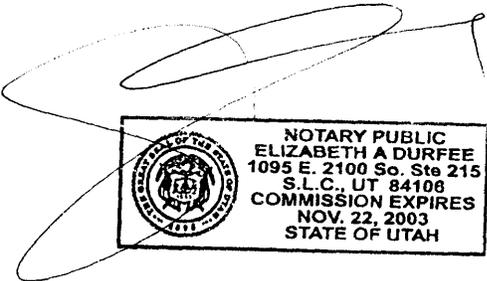


KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/29/2004

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss

On this 30th day of January, 2003, before me personally appeared, Brett R. King, to me personally known, being by me duly sworn, says that he is the Vice President of Wells Fargo Bank Northwest, National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on January 30, 2003 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of Utah



NOTARY PUBLIC
ELIZABETH A DURFEE
1095 E. 2100 So. Ste 215
S.L.C., UT 84108
COMMISSION EXPIRES
NOV. 22, 2003
STATE OF UTAH

SCHEDULE A

Description of Items of Equipment

57 - 19,636 gallon capacity, coiled and insulated Railroad Tank Cars

STLX 51000	STLX 51039
STLX 51001	STLX 51040
STLX 51002	STLX 51041
STLX 51003	STLX 51042
STLX 51004	STLX 51043
STLX 51005	STLX 51044
STLX 51006	STLX 51045
STLX 51007	STLX 51046
STLX 51008	STLX 51047
STLX 51009	STLX 51048
STLX 51010	STLX 51049
STLX 51011	STLX 51050
STLX 51012	STLX 51051
STLX 51013	STLX 51052
STLX 51014	STLX 51053
STLX 51015	STLX 51054
STLX 51016	STLX 51055
STLX 51017	STLX 51056
STLX 51018	
STLX 51019	
STLX 51020	
STLX 51021	
STLX 51022	
STLX 51023	
STLX 51024	
STLX 51025	
STLX 51026	
STLX 51027	
STLX 51028	
STLX 51029	
STLX 51030	
STLX 51031	
STLX 51032	
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STLX 51036	
STLX 51037	
STLX 51038	