

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

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

RECORDATION NO. 243130 FILED

APR 25 '03

10:55 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

April 25, 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 Lease Supplement No. 2, dated April 25, 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 was previously filed with the Board under Recordation Number 24313.

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

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

Lessee: A.E. Staley Manufacturing Company
2200 E. Eldorado Street
Decatur, IL 62521

Mr. Vernon A. Williams
April 25, 2003
Page Two

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

125 railcars within the series STLX 51057 – STLX 51119 and STLX 51300 – STLX 51381 as more particularly set forth in the schedule attached to the document.

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

Memorandum of Lease Supplement No. 2

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 LEASE SUPPLEMENT NO. 2
(BOHLI/STALEY TRUST 2003A LLT)**

MEMORANDUM OF LEASE SUPPLEMENT NO. 2, made and entered into as of April 25, 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 (the "Lessor") and A.E. Staley Manufacturing Company (the "Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BOHLI/Staley Trust 2003A LLT), dated as of January 31, 2003 (the "Lease Agreement"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in the Lease Agreement.

2. A memorandum of the Lease Agreement was recorded with the Surface Transportation Board on January 30, 2003 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 2 (BOHLI/Staley Trust 2003A LLT), dated April 25, 2003, whereby the terms and provisions of the Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

4. THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 2 SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK AND THE PROVISIONS OF THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 2 SHALL BE CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THAT STATE.

[SIGNATURES TO FOLLOW]

RECORDATION NO. 24313-1 FILED

APR 25 '03

10-55 AM

SURFACE TRANSPORTATION BOARD

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

A.E. STALEY MANUFACTURING COMPANY

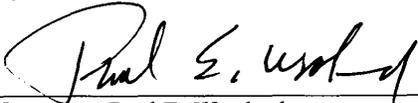
By: _____
Name:
Title:

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:

A.E. STALEY MANUFACTURING COMPANY

By:  _____
Name: Paul E. Woolard
Title: Treasurer

STATE OF CONNECTICUT)
) ss
COUNTY OF HARTFORD)

On this 25th day of April, 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 April 25, 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



SUSAN P. McNALLY
NOTARY PUBLIC
MY COMM. EXPIRES MARCH 31, 2005

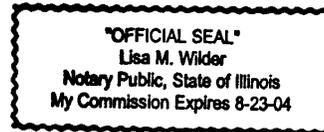
STATE OF ILLINOIS)
)
COUNTY OF MACON)

ss

On this 17 day of April, 2003, before me personally appeared, Paul E. Woolard to me personally known, being by me duly sworn, says that he is the Treasurer of A.E. Staley Manufacturing Company (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on April 17, 2003 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

Notary Public in and for
the State of Illinois


Notary Public



SCHEDULE A

Description of Items of Equipment

61 - 19,636 gallon capacity, coiled and insulated Railroad Tank Cars

STLX 51057	STLX 51096
STLX 51058	STLX 51097
STLX 51059	STLX 51098
STLX 51060	STLX 51099
STLX 51061	STLX 51100
STLX 51062	STLX 51101
STLX 51063	STLX 51102
STLX 51064	STLX 51103
STLX 51065	STLX 51104
STLX 51066	STLX 51105
STLX 51067	STLX 51106
STLX 51068	STLX 51107
STLX 51069	STLX 51108
STLX 51070	STLX 51109
STLX 51071	STLX 51110
STLX 51072	STLX 51111
STLX 51073	STLX 51112
STLX 51074	STLX 51113
STLX 51075	STLX 51115
STLX 51076	STLX 51116
STLX 51077	STLX 51118
STLX 51078	STLX 51119
STLX 51079	
STLX 51080	
STLX 51081	
STLX 51082	
STLX 51083	
STLX 51084	
STLX 51085	
STLX 51086	
STLX 51087	
STLX 51088	
STLX 51089	
STLX 51090	
STLX 51091	
STLX 51092	
STLX 51093	
STLX 51094	
STLX 51095	

Description of Items of Equipment

64 - 19,900 gallon capacity, coiled and insulated Railroad Tank Cars

STLX 51300	STLX 51342
STLX 51301	STLX 51343
STLX 51302	STLX 51344
STLX 51303	STLX 51345
STLX 51304	STLX 51346
STLX 51305	STLX 51350
STLX 51306	STLX 51351
STLX 51307	STLX 51352
STLX 51308	STLX 51353
STLX 51309	STLX 51354
STLX 51310	STLX 51355
STLX 51311	STLX 51356
STLX 51312	STLX 51357
STLX 51313	STLX 51358
STLX 51314	STLX 51360
STLX 51315	STLX 51362
STLX 51316	STLX 51363
STLX 51317	STLX 51364
STLX 51318	STLX 51365
STLX 51320	STLX 51366
STLX 51322	STLX 51368
STLX 51323	STLX 51371
STLX 51324	STLX 51372
STLX 51325	STLX 51374
STLX 51326	STLX 51381
STLX 51327	
STLX 51328	
STLX 51329	
STLX 51330	
STLX 51332	
STLX 51333	
STLX 51334	
STLX 51335	
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STLX 51337	
STLX 51338	
STLX 51339	
STLX 51340	
STLX 51341	