

RECORDATION NO. 24313-E FILED

APR 25 '03 11-06 AM

SURFACE TRANSPORTATION BOARD

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

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 Indenture 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 Memorandum of Indenture which was previously filed with the Board under Recordation Number 24313-B.

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 29<sup>th</sup> Floor  
Hartford, Ct 06103

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

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

MEMORANDUM OF INDENTURE 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 ("Owner Trustee") and Wells Fargo Bank Northwest, National Association, as Indenture Trustee ("Indenture Trustee").

**WITNESSETH:**

1. 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.

2. A memorandum of the Trust Indenture 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 Indenture Supplement No. 2 (BOHLI/Staley Trust 2003A LLT), dated April 25, 2003, relating to the Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

[SIGNATURES TO FOLLOW]

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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

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: Michael D. Hoggan  
Title: Vice President

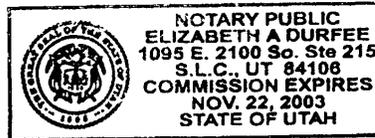
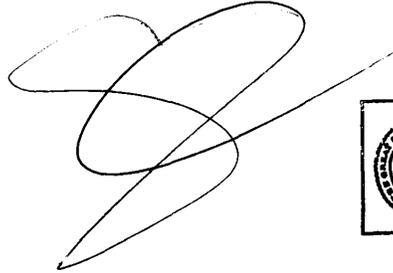


STATE OF Utah )  
 )  
COUNTY OF Salt Lake )

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On this 24<sup>th</sup> day of April, 2003, before me personally appeared, Michael D. Hoggan, 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 April 24, 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



## 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	
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STLX 51338	
STLX 51339	
STLX 51340	
STLX 51341	