

REC'D (RECORDATION BOARD) 24618-C FILED

SEP 30 '03 2-49 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 30, 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. 1 (DEC Trust No. 2003), dated as of September 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement which is being filed with the Board under Recordation Number _____-B.

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

Indenture Trustee: Deutsche Bank Trust Company Americas
60 Wall Street
New York, New York 10005

Owner Trustee: U.S. Bank Trust National Association, not in its
individual capacity but solely as Owner Trustee
100 Wall Street, Suite 1600
New York, New York 10005

Mr. Vernon A. Williams
September 30, 2003
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A description of the railroad equipment covered by the enclosed document is:

1,976 aluminum rotary dump cars: DEEX 6878 - DEEX 7107; DEEX 980000 – DEEX 980375; DEEX 990000- DEEX 990999; DETX 301 – DETX 550 and DETX 990000– DETX 990999.

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

Memorandum of Indenture Supplement No. 1 (DEC Trust No. 2003).

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/anm
Enclosures

MEMORANDUM OF INDENTURE SUPPLEMENT No. 1
DEC TRUST NO. 2003

Memorandum of Indenture Supplement No. 1 made and entered into on September 30, 2003 by and between Deutsche Bank Trust Company Americas, a New York banking association, as indenture trustee ("Indenture Trustee"), and U.S. Bank Trust National Association, a national banking association, not in its individual capacity but solely as owner trustee ("Owner Trustee").

WITNESSETH

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "Indenture"), dated as of September 30, 2003, by which the Owner Trustee has granted a security interest in the Equipment 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 Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee.

2. A Memorandum of Indenture is being recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code and with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act.

3. The undersigned have entered into that certain Indenture Supplement No. 1 dated September 30, 2003, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest in the Equipment listed on Exhibit A attached hereto.

(signatures continued on the following page)

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SURFACE TRANSPORTATION BOARD

Exhibit A

DEC Trust No. 2003

Description	Supplier	Model	Car Numbers	Quantity
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DEEX 6878 - 7107	230
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DETX 301 - 550	250
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DETX 980000 - 980119	120
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DEEX 980000 - 980375	376
Aluminum Rotary Dump Railcars	Johnstown America	Bethgon Coalporter	DEEX 990000- 990999	1000

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/30/03

Robert W. Alvord