

RECORDATION NO. 30565-H
FILED JANUARY 15, 2014 03:15 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

January 15, 2014

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 a Supplement No. 3 to Security Agreement, dated as of January 15, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement and related documents previously filed with the Board under Recordation Number 30565.

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

Borrower:	Longtrain Leasing I, LLC 620 North Second Street St. Charles, Missouri 63301
Secured Party:	Key Equipment Finance, a division of KeyBank National Association (as successor to Fifth Third Bank) 1000 South McCaslin Boulevard Superior, Colorado 80027

Section Chief
January 15, 2014
Page 2

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

1,104 railcars: SHQX 2160 - SHQX 2339, SHQX 4050 – SHQX 4299, SHQX 4850 – SHQX 4885, SHQX 5395 – SHQX 5399, SHQX 50200 – SHQX 50249 and within the series SHQX 5430 – SHQX 5715, SHQX 7220 – SHQX 7389, SHQX 8100 – SHQX 8269, SHQX 15000 – SHQX 15081 as more particularly set forth in the attachment to the document

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

Supplement No. 3 to Security Agreement.

Also enclosed is a check in the amount of \$44.00 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

**SUPPLEMENT TO SECURITY AGREEMENT
(ADDITIONAL UNITS AND ADDITIONAL LEASE AGREEMENTS)**

SUPPLEMENT NO. 3 TO SECURITY AGREEMENT

SUPPLEMENT NO. 3 (this "*Supplement*") dated as of January 15, 2014 to the Security Agreement, dated as of December 20, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), by and between Longtrain Leasing I, LLC, a Delaware limited liability company (the "*Borrower*"), and Key Equipment Finance, a division of KeyBank National Association, a national banking association, as Secured Party, acting both on its own behalf as Administrative Agent and as the agent for and representative (within the meaning of Section 9-102(a)(72) of the Uniform Commercial Code) of the Lenders, (as successor to Fifth Third Bank, the "*Secured Party*").

WHEREAS, the Security Agreement was recorded on December 20, 2012 with the STB, Recordation No. 30565, and deposited with the RGC, Recordation No. 22199;

WHEREAS, Supplement No. 1 to Security Agreement was recorded on February 27, 2013 with the STB, Recordation No. 30565-B, and deposited with the RGC, Recordation No. 22343; and

WHEREAS, Supplement No. 2 to Security Agreement was recorded on May 15, 2013 with the STB, Recordation No. 30565-E, and deposited with the RGC, Recordation No 22444.

Section 1. Definitions. Except as otherwise defined in this Supplement, terms defined in the Security Agreement or by reference therein are used herein as defined therein.

Section 2. Supplements. The Security Agreement shall be amended and supplemented as follows:

(a) Schedule A to the Security Agreement shall be amended and supplemented by Schedule A-1 hereto to include the Equipment and the Lease Agreements (relating to the Equipment but to and only to the extent relating to the Equipment) more fully described on Schedule A-1 hereto and Schedule A-1 hereto shall be deemed to be an addition to and part of Schedule A to the Security Agreement. The Borrower hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien (subject to Permitted Liens) on and security interest in all of the Borrower's right, title and interest in and to such Equipment and Lease Agreements relating to the Equipment and agrees that such Equipment and Lease Agreements shall constitute Collateral subject to the grant of security by the Borrower set forth in Section 2.1 of the Security Agreement. Each reference to Schedule A in the Security Agreement, and each reference to Schedule A to the Security Agreement in any other Loan Documents, shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto.

(b) It is hereby agreed that each reference to “this Security Agreement” in the Security Agreement, “hereunder”, “hereof” or words of like import referring to the Security Agreement, and each reference to the Security Agreement in each of the other Loan Documents, shall be deemed to be a reference to the Security Agreement as amended and supplemented by this Supplement.

Section 3. Ratification. Except as expressly amended and supplemented hereby, the Security Agreement is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment or supplement in respect of any term or condition of the Security Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Security Agreement or any other Loan Document.

Section 4. Counterparts. This Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Supplement by signing any such counterpart.

Section 5. Governing Law; Binding Effect. IN ACCORDANCE WITH SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW, THIS SUPPLEMENT, INCLUDING THE VALIDITY THEREOF, SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO ITS OTHER CONFLICT OF LAWS PRINCIPLES. This Supplement shall be binding on the undersigned and its successors and permitted assigns and shall inure to the benefit of each of the Secured Party and the Borrower and its affiliates and their respective successors and assigns.

[SIGNATURE PAGE FOLLOWS]

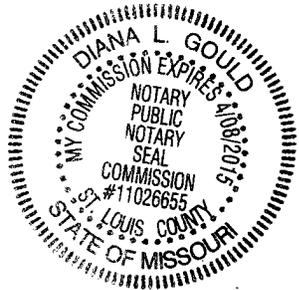
IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

LONGTRAIN LEASING I, LLC, AS BORROWER

By: Dale C. Davies
Name: Dale C. Davies
Title: Senior Vice President and Chief
Financial Officer

STATE OF Missouri
County of St. Charles

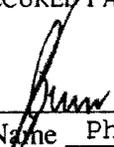
On the 8 day of January, 2014, before me personally appeared the within-named Dale C. Davies, to me known and known by me to be the Senior Vice President and Chief Financial Officer of Longtrain Leasing I, LLC and the party executing the foregoing instrument, and he acknowledged said instrument by him so executed to be his free act and deed in such capacity and the free act and deed of Longtrain Leasing I, LLC.



Diana L. Gould
Notary Public: Diana L. Gould
My Commission Expires: 4/8/15

[SIGNATURE PAGE TO SUPPLEMENT NO. 3 TO SECURITY AGREEMENT]

KEY EQUIPMENT FINANCE, A DIVISION OF
KEYBANK NATIONAL ASSOCIATION, AS
SECURED PARTY

By: 
Name Philip Turner
Title: Executive Vice President

By: _____
Name _____
Title: _____

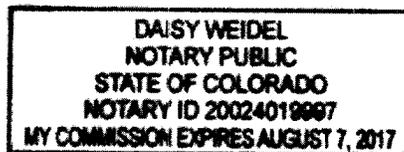
STATE OF COLORADO
County of BOULDER

On the 10th day of JANUARY, 2014, before me personally appeared the within-named PHILIP TURNER to me known and known by me to be the [office] of [company] and the party executing the foregoing instrument, and he acknowledged said instrument by him so executed to be his free act and deed in such capacity and the free act and deed of [the company].



Notary Public:

My Commission Expires:



[SIGNATURE PAGE TO SUPPLEMENT NO. 3 TO SECURITY AGREEMENT]

Acknowledged and Agreed

AMERICAN RAILCAR INDUSTRIES, INC.

By: Dale C. Davies
Name: Dale C. Davies
Title: Senior Vice President, Chief
Financial Officer, and Treasurer

STATE OF Missouri

County of St. Charles

On the 8 day of January, 2014, before me personally appeared the within-named Dale C. Davies, to me known and known by me to be the Senior Vice President, Chief Financial Officer, and Treasurer of American Railcar Industries, Inc. and the party executing the foregoing instrument, and he acknowledged said instrument by him so executed to be his free act and deed in such capacity and the free act and deed of American Railcar Industries, Inc.



Diana L. Gould
Notary Public: Diana L. Gould

My Commission Expires: 4/8/15

Acknowledged and Agreed

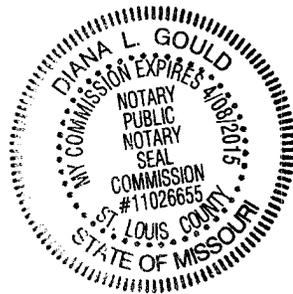
AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: President and Chief Executive Officer

STATE OF Missouri

County of St. Charles

On the 8 day of January, 2014, before me personally appeared the within-named Umesh Choksi, to me known and known by me to be the President and Chief Executive Officer of American Railcar Leasing LLC and the party executing the foregoing instrument, and he acknowledged said instrument by him so executed to be his free act and deed in such capacity and the free act and deed of American Railcar Leasing LLC.



Diana L. Gould

Notary Public: Diana L. Gould

My Commission Expires: 4/8/15

SCHEDULE A-1

ADDITIONAL EQUIPMENT AND LEASE AGREEMENTS

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CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 1/15/13

Edward M Luria
Edward M. Luria