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

September 3, 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. 7 to Credit Agreement, Chattel Mortgage and Security Agreement, dated as of September 3, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Credit Agreement, Chattel Mortgage and Security Agreement previously filed with the Board under Recordation Number 29613.

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

Secured Party:	Santander Bank, N.A. (formerly Sovereign Bank) 551 Fifth Avenue New York, New York 10176
Debtor:	American Railcar Leasing LLC 620 North Second Street St. Charles, Missouri 63301
Co-Lead Arranger/ Equipment Co-Agent:	RBS Citizens, N.A. 1 Citizens Plaza Providence, RI 02903

Section Chief
September 3, 2014
Page 2

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

923 railcars within the series:

ACFX 41911 – ACFX 72909
IPBX 17100 – IPBX 17587
PVCX 13510 – PVCX 13609
SHPX 210800 – SHPX 211714
SHPX 213077 – SHPX 213272
SHPX 222301 – SHPX 224030
SHPX 450959 – SHPX 451067 (inclusive)
SHPX 458951 – SHPX 458990
WACX 1511158 – WACX 151175 (inclusive)

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. 7 to Credit Agreement, Chattel Mortgage and Security Agreement.

Also enclosed is a check in the amount of \$43.00 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 NO. 7

DATED AS OF SEPTEMBER 3, 2014
TO

CREDIT AGREEMENT, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

DATED AS OF JANUARY 14, 2011

AMONG

AMERICAN RAILCAR LEASING LLC (“DEBTOR”),
THE LENDERS IDENTIFIED THEREIN (“LENDERS”),
SANTANDER BANK, AS CO-LEAD ARRANGER AND AGENT (“SECURED PARTY”)
AND RBS CITIZENS, N.A., AS CO-LEAD ARRANGER AND EQUIPMENT CO-AGENT

WHEREAS, Debtor and the Secured Party entered into a certain Credit Agreement, Chattel Mortgage and Security Agreement dated as of January 14, 2011 (as amended and supplemented through the date hereof, the “Credit Agreement”) pursuant to which the Secured Party and the Lenders agreed to lend certain sums to the Debtor (the “Loans”); and it is a condition precedent to the obligation of the Secured Party to make additional Loans to the Debtor that the Debtor execute and deliver to the Secured Party this Supplement to the Credit Agreement (the “Supplement”); and

WHEREAS, a Memorandum of the Credit Agreement was recorded on January 14, 2011 with the Surface Transportation Board, Recordation No. 29613, and with the Registrar General of Canada, Recordation No. 21248.

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

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

(a) Schedule A to the Credit Agreement shall be amended further by deleting therefrom the Equipment and the Leases (but only to the extent relating to the Equipment) more fully described on Schedule A-1 hereto. Each reference to Schedule A in the Credit Agreement shall be deemed to be a reference to Schedule A as amended by Schedule A-1 hereto, and each reference to the Equipment or Leases in the Credit Agreement shall no longer include the Equipment and the Leases (but only to the extent relating to the Equipment) described on Schedule A-1 hereto.

3. Release. The Secured Party hereby releases, and terminates its security interest in, and all of its right, title and interest in and to, the following Collateral:

(a) all railroad tank cars and covered hopper cars described on Schedule A-1 attached hereto (the “Released Equipment”), together with all accessories, equipment, parts and appurtenances appertaining or attached to the Released Equipment, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to, or

proceeds of, any and all of said Released Equipment, together with all the records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom;

(b) all right, title, interest, claims and demands of the Debtor in, to and under each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) entered into relating to the Released Equipment (each such lease being an “Equipment Lease”), including any extensions of the term of every such Equipment Lease, all of Debtor’s rights under any such Equipment Lease to make determinations, to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to any such Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of such Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to take any action which may be necessary or advisable in connection with any of the foregoing insofar as such rights relate to the Released Equipment which is subject to such Equipment Leases, all records related to such Equipment Leases, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Released Equipment, including any mileage credits associated therewith;

(c) all documents evidencing, and all books and records relating to, the foregoing (including but not limited to, all computer programs, data, disks, tapes, media and printouts where the foregoing is stored or embodied, wherever located);

(d) all cash and non-cash proceeds of the foregoing, all proceeds from insurance on any of the foregoing, all additions and accessions to and replacements and substitutions for any of the foregoing, everything that has become (or is held for the purpose of being) affixed to or installed in any of the foregoing, and all products, income and profits of or from the foregoing; and

(e) all products and proceeds of any of the foregoing.

4. Ratification. Except as expressly amended and supplemented hereby, the Credit 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 Credit Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Credit Agreement.

5. 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.

[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.

AMERICAN RAILCAR LEASING LLC

By: Steven Unger
Name: Steven Unger
Title: Treasurer

SANTANDER BANK, as Co-Lead Arranger and Agent

By: _____
Name: Kel Christensen
Title: Senior Vice President

RBS CITIZENS, N.A., as Co-Lead Arranger and Equipment Co-Agent

By: _____
Name: Hassan Sayed
Title: Vice President

[Signature Page to Supplement No. 7]

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.

AMERICAN RAILCAR LEASING LLC

By: _____
Name: Steven Unger
Title: Treasurer

SANTANDER BANK, as Co-Lead Arranger and Agent

By:  _____
Name: Kel Christensen
Title: Senior Vice President

RBS CITIZENS, N.A., as Co-Lead Arranger and Equipment Co-Agent

By: _____
Name: Hassan Sayed
Title: Vice President

[Signature Page to Supplement No. 7]

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.

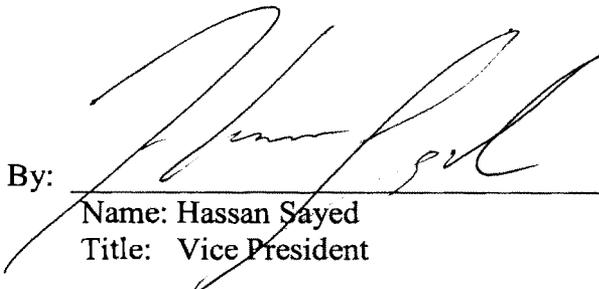
AMERICAN RAILCAR LEASING LLC

By: _____
Name: Steven Unger
Title: Treasurer

SANTANDER BANK, as Co-Lead Arranger and Agent

By: _____
Name: Kel Christensen
Title: Senior Vice President

RBS CITIZENS, N.A., as Co-Lead Arranger and Equipment Co-Agent

By:  _____
Name: Hassan Sayed
Title: Vice President

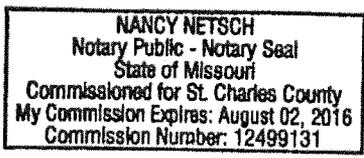
[Signature Page to Supplement No. 7]

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 29th day of August, 2014, before me, personally appeared Steven Unger, to me known, who being by me duly sworn, says that he resides in St. Louis County, Missouri and is Treasurer of AMERICAN RAILCAR LEASING LLC; that said instrument was signed on behalf of said company on the date hereof by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

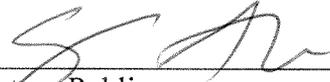
Nancy Netsch

Notary Public



STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 29th day of August, 2014, before me, personally appeared Kel Christensen, to me known, who being by me duly sworn, says that he resides in new york and is Vice President of SANTANDER BANK; that said instrument was signed on behalf of said bank, as agent, on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Notary Public

SHADY H. AHMED
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN NEW YORK COUNTY
REG. #01AH6245000
MY COMM. EXP. 7/18/15

STATE OF Nevada)
) ss.:)
COUNTY OF Clark)



On this 29th day of August, 2014, before me, personally appeared Hassan Sayed, to me known, who being by me duly sworn, says that he resides in Hawthorne and is Vice President of RBS CITIZENS, N.A.; that said instrument was signed on behalf of said bank, as agent, on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Noor Marina
Notary Public

SCHEDULE A-1

Reporting Mark	Number	Lessee Code	Contract
ACFX	41911	193	0071730050
ACFX	45768	1608	0090440029
ACFX	59895	1608	0090440029
ACFX	64869	1062	0091220006
ACFX	64876	1062	0091220006
ACFX	64889	1888	0088670002
ACFX	67450	1062	0091220006
ACFX	68099	193	0071730050
ACFX	68103	193	0071730050
ACFX	68115	18	0091030047
ACFX	68131	18	0091030047
ACFX	68138	18	0091030047
ACFX	68203	18	0091030047
ACFX	72901	1738	0083250005
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ACFX	72903	1738	0083250005
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SHPX	210874	1747	0063040043
SHPX	210875	1747	0063040043
SHPX	210876	1747	0063040043
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SHPX	210881	1706	0081990004
SHPX	210882	1706	0081990004
SHPX	210883	1706	0081990004
SHPX	210884	1706	0081990004
SHPX	210885	1706	0081990004
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SHPX	211629	1960	0090140003
SHPX	211630	1960	0090140003
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SHPX	451059	119	0090390000
SHPX	451060	119	0090390000
SHPX	451061	119	0090390000
SHPX	451062	119	0090390000
SHPX	451063	119	0090390000
SHPX	451064	119	0090390000
SHPX	451065	119	0090390000
SHPX	451066	119	0090390000
SHPX	451067	119	0090390000
SHPX	458951	230	0090190000
SHPX	458952	230	0090190000
SHPX	458953	230	0090190000
SHPX	458954	230	0090190000
SHPX	458955	230	0090190000
SHPX	458956	230	0090190000
SHPX	458957	230	0090190000
SHPX	458958	230	0090190000
SHPX	458959	230	0090190000
SHPX	458960	230	0090190000
SHPX	458961	230	0090190000
SHPX	458962	230	0090190000
SHPX	458963	230	0090190000
SHPX	458964	230	0090190000
SHPX	458965	230	0090190000
SHPX	458973	230	0090190000
SHPX	458974	230	0090190000
SHPX	458975	230	0090190000
SHPX	458976	230	0090190000
SHPX	458977	230	0090190000
SHPX	458978	230	0090190000

SHPX	458979	230	0090190000
SHPX	458980	230	0090190000
SHPX	458981	230	0090190000
SHPX	458982	230	0090190000
SHPX	458983	230	0090190000
SHPX	458984	230	0090190000
SHPX	458985	230	0090190000
SHPX	458986	230	0090190000
SHPX	458987	230	0090190000
SHPX	458988	230	0090190000
SHPX	458989	230	0090190000
SHPX	458990	230	0090190000
WACX	151158	1806	7718070005
WACX	151159	1806	7718070005
WACX	151160	1806	7718070005
WACX	151161	1806	7718070005
WACX	151162	1806	7718070005
WACX	151163	1806	7718070005
WACX	151164	1806	7718070005
WACX	151165	1806	7718070005
WACX	151166	1806	7718070005
WACX	151167	1806	7718070005
WACX	151168	1806	7718070005
WACX	151169	1806	7718070005
WACX	151170	1806	7718070005
WACX	151171	1806	7718070005
WACX	151172	1806	7718070005
WACX	151173	1806	7718070005
WACX	151174	1806	7718070005
WACX	151175	1806	7718070005

Total: 923 railcars

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: September 3, 2014

Edward M. Luria

Edward M. Luria