

Chatterbox - K. Bottman

RECORDATION NO. 18827-44 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
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FEB 12 '98 11-15AM

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

OF COUNSEL
URBAN A. LESTER

February 12, 1998

FEB 12 11 15 AM

RECORDED
INDEXED

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 three (3) copies of Supplement No. 32 to Assignment and Security Agreement (Chattel Mortgage), dated as of February 12, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, dated as of May 31, 1994, previously filed with the Commission under Recordation Number 18827.

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

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Fleet Bank
56 East 42nd Street
New York, New York 10017

A description of the 461 railcars being ADDED to the Security Agreement is set forth on Schedule I attached to the Supplement No. 32.

Mr. Vernon A. Williams
February 12, 1998
Page 2

Also enclosed is a check in the amount of \$24.00 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/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

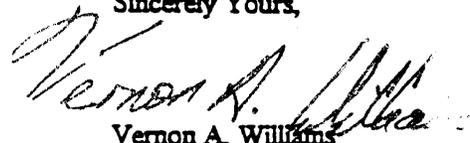
Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE: 2/12/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 2/12/98 at 11:15AM, and
assigned recordation number(s). 18827-II, 20774-D, 20729-D, 20788-E, 20788-F,
21043-A, 21043-B, 21085-E, 21085-F and 21085-G

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 240.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature 

RECORDATION NO. 18827-20
RECORDATION NO. FILED

FEB 12 '98 11-15AM

**SUPPLEMENT NO. 32
TO ASSIGNMENT AND SECURITY AGREEMENT
(CHATTEL MORTGAGE)**

SUPPLEMENT No. 32 to the ASSIGNMENT AND SECURITY AGREEMENT (CHATTEL MORTGAGE) dated as of May 31, 1994, as amended to date (the "Security Agreement"), by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and FLEET BANK, N.A., a New York banking corporation (the "Secured Party").

1. This Supplement is executed and delivered pursuant to the Security Agreement in order to more particularly identify certain of the Collateral which the Debtor has assigned and granted, or does hereby assign and grant, a security interest in and to the Secured Party, and to confirm the assignment under, and security interest created by, the Security Agreement with respect to such Collateral. Any term defined in the Security Agreement (or in the Credit Agreement referred to therein) and used herein shall have the meaning as defined therein.

2. The Debtor has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Secured Party, its successors and assigns, and does hereby transfer, convey, warrant, mortgage, deliver, pledge, assign and grant to the Secured Party a security interest in, in each case pursuant to the Security Agreement and as collateral security for payment and performance of the Obligations, all and singular of the Debtor's rights, title and interest in and to the following Collateral described in paragraphs 2(a) and 2(b) hereof and all Proceeds thereof:

(a) All those certain railroad tank cars and covered hopper cars described on Schedule I hereto and made a part hereof (individually, an Item of Equipment, and collectively constituting Equipment, for purposes of the Security Agreement), together with all accessories, equipment, parts and appurtenances appertaining or attached to any such Equipment, whether now owned or at any time hereafter acquired by the Debtor, and all substitutions, replacements of, and additions, improvements and accumulations to, any and all of said Equipment, together with all rents, issues, income, profits and avails therefrom and any and all Mileage Credits relating thereto and any and all Proceeds thereof.

(b) All right, title and interest of the Debtor in and to each and every Lease (whether or not such Lease is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment described in paragraph 2(a) hereof, including, without limitation, the Leases specified on Schedule I hereto

(each such Lease, including all amendments, supplements, other modifications and schedules thereto, constituting an Assigned Lease for purposes of the Security Agreement), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due or to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments constituting Assigned Lease Proceeds for purposes of the Security Agreement), and otherwise in accordance with the provisions of the Security Agreement.

3. All provisions of the Security Agreement are hereby incorporated in this Supplement and made a part hereof. Schedule I hereto shall be deemed an addition to, and the properties described in paragraphs 2(a) and 2(b) hereof shall become part of, Schedule I to the Security Agreement. By their execution and delivery of this Supplement, the parties hereto hereby reaffirm all of the provisions of the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered
this Supplement in one or more counterparts as of this / 2 day of February, 1998.

ACF INDUSTRIES, INCORPORATED

By: Umesh Choksi
Name: Umesh Choksi
Title: Treasurer

FLEET BANK, N.A.

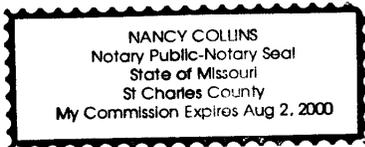
By: John M. Tuohy
Name: John M. Tuohy
Title: Vice President

[Signature Page to Supplement No. 32 to Fleet Security Agreement]

2/6/98;2:46 pm
24950/1940/SS/157505.1

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

On this 2th day of February, 1998 before me, personally appeared Umesh Choksi to me known, who being by me duly sworn, says that he resides at Chesterfield, Missouri and is Treasurer of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation 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 corporation.



Nancy Collins
Notary Public

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

On this 10th day of February, 1998 before me, personally appeared John M. Tuohy, to me known, who being by me duly sworn, says that he resides at New York, New York and is Vice President of FLEET BANK, N.A.; that said instrument was signed on behalf of said corporation 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 corporation.

[Signature]
Notary Public

ROBYN G. STEINBERG
Notary Public State of New York
No 01ST5026264
Qualified in New York County
Commission Expires April 18, 1998

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

<u>Lessee</u>	<u>Contract</u>	<u>Rptg Mark</u>	<u>Car Number</u>
AG PROCESSING, INC	56650025	SHPX	201096
AG PROCESSING, INC	56650025	SHPX	201097
AG PROCESSING, INC	56650025	SHPX	201098
AG PROCESSING, INC	56650025	SHPX	201099
AG PROCESSING, INC	56650025	SHPX	201100
AG PROCESSING, INC	56650025	SHPX	201101
AG PROCESSING, INC	56650025	SHPX	201102
AG PROCESSING, INC	56650025	SHPX	201103
AG PROCESSING, INC	56650025	SHPX	201104
AG PROCESSING, INC	56650025	SHPX	201105
AG PROCESSING, INC	56650025	SHPX	201106
AG PROCESSING, INC	56650025	SHPX	201107
AG PROCESSING, INC	56650025	SHPX	201108
AG PROCESSING, INC	56650025	SHPX	201109
AG PROCESSING, INC	56650025	SHPX	201110
AG PROCESSING, INC	56650025	SHPX	201111
AG PROCESSING, INC	56650025	SHPX	201112
AG PROCESSING, INC	56650025	SHPX	201113
AG PROCESSING, INC	56650025	SHPX	201114
AG PROCESSING, INC	56650025	SHPX	201115
AG PROCESSING, INC	56650025	SHPX	201116
AG PROCESSING, INC	56650025	SHPX	201117
AG PROCESSING, INC	56650025	SHPX	201118
AG PROCESSING, INC	56650025	SHPX	201119
AG PROCESSING, INC	56650025	SHPX	201120
AG PROCESSING, INC	56650025	SHPX	201121
AG PROCESSING, INC	56650025	SHPX	201122
AG PROCESSING, INC	56650025	SHPX	201123
AG PROCESSING, INC	56650025	SHPX	201124
AG PROCESSING, INC	56650025	SHPX	201125
AG PROCESSING, INC	56650025	SHPX	201126
AG PROCESSING, INC	56650025	SHPX	201127
AG PROCESSING, INC	56650025	SHPX	201128
AG PROCESSING, INC	56650025	SHPX	201129
AG PROCESSING, INC	56650025	SHPX	201130
AG PROCESSING, INC	56650025	SHPX	201131
AG PROCESSING, INC	56650025	SHPX	201132
AG PROCESSING, INC	56650025	SHPX	201133
AG PROCESSING, INC	56650025	SHPX	201134
AG PROCESSING, INC	56650025	SHPX	201135
AG PROCESSING, INC	56650025	SHPX	201136
AG PROCESSING, INC	56650025	SHPX	201137
AG PROCESSING, INC	56650025	SHPX	201138
AG PROCESSING, INC	56650025	SHPX	201139
AG PROCESSING, INC	56650025	SHPX	201140
AG PROCESSING, INC	56650025	SHPX	201141
AG PROCESSING, INC	56650025	SHPX	201142
AG PROCESSING, INC	56650025	SHPX	201143
AG PROCESSING, INC	56650025	SHPX	201144
AG PROCESSING, INC	56650025	SHPX	201145

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
AG PROCESSING, INC	56650025	SHPX	201146
AG PROCESSING, INC	56650025	SHPX	201147
AG PROCESSING, INC	56650025	SHPX	201148
AG PROCESSING, INC	56650025	SHPX	201149
AG PROCESSING, INC	56650025	SHPX	201150
AG PROCESSING, INC	56650025	SHPX	201151
AG PROCESSING, INC	56650025	SHPX	201152
AG PROCESSING, INC	56650025	SHPX	201153
AG PROCESSING, INC	56650025	SHPX	201154
AG PROCESSING, INC	56650025	SHPX	201155
AG PROCESSING, INC	56650025	SHPX	201156
AG PROCESSING, INC	56650025	SHPX	201157
AG PROCESSING, INC	56650025	SHPX	201158
AG PROCESSING, INC	56650025	SHPX	201159
AG PROCESSING, INC	56650025	SHPX	201160
AG PROCESSING, INC	56650025	SHPX	201161
AG PROCESSING, INC	56650025	SHPX	201162
AG PROCESSING, INC	56650025	SHPX	201163
AG PROCESSING, INC	56650025	SHPX	201164
AG PROCESSING, INC	56650025	SHPX	201165
AG PROCESSING, INC	56650025	SHPX	201166
AG PROCESSING, INC	56650025	SHPX	201167
AG PROCESSING, INC	56650025	SHPX	201168
AG PROCESSING, INC	56650025	SHPX	201169
AG PROCESSING, INC	56650025	SHPX	201170
AG PROCESSING, INC	56650025	SHPX	201171
AG PROCESSING, INC	56650025	SHPX	201172
AG PROCESSING, INC	56650025	SHPX	201173
AG PROCESSING, INC	56650025	SHPX	201174
AG PROCESSING, INC	56650025	SHPX	201175
AG PROCESSING, INC	56650025	SHPX	201176
AG PROCESSING, INC	56650025	SHPX	201177
AG PROCESSING, INC	56650025	SHPX	201178
AG PROCESSING, INC	56650025	SHPX	201179
AG PROCESSING, INC	56650025	SHPX	201180
AG PROCESSING, INC	56650025	SHPX	201181
AG PROCESSING, INC	56650025	SHPX	201182
AG PROCESSING, INC	56650025	SHPX	201183
AG PROCESSING, INC	56650025	SHPX	201184
AG PROCESSING, INC	56650025	SHPX	201185
AG PROCESSING, INC	56650025	SHPX	201186
AG PROCESSING, INC	56650025	SHPX	201187
AG PROCESSING, INC	56650025	SHPX	201188
AG PROCESSING, INC	56650025	SHPX	201189
AG PROCESSING, INC	56650025	SHPX	201190
AG PROCESSING, INC	56650025	SHPX	201191
AG PROCESSING, INC	56650025	SHPX	201192
AG PROCESSING, INC	56650025	SHPX	201193
AG PROCESSING, INC	56650025	SHPX	201194
AG PROCESSING, INC	56650025	SHPX	201195

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
AG PROCESSING, INC	56650025	SHPX	201196
AG PROCESSING, INC	56650025	SHPX	201197
AG PROCESSING, INC	56650025	SHPX	201198
AG PROCESSING, INC	56650025	SHPX	201199
AG PROCESSING, INC	56650025	SHPX	201200
AG PROCESSING, INC	56650025	SHPX	201201
AG PROCESSING, INC	56650025	SHPX	201202
AG PROCESSING, INC	56650025	SHPX	201203
AG PROCESSING, INC	56650025	SHPX	201204
AG PROCESSING, INC	56650025	SHPX	201205
AG PROCESSING, INC	56650025	SHPX	201206
AG PROCESSING, INC	56650025	SHPX	201207
AG PROCESSING, INC	56650025	SHPX	201208
AG PROCESSING, INC	56650025	SHPX	201209
AG PROCESSING, INC	56650025	SHPX	201210
AG PROCESSING, INC	56650025	SHPX	201211
AG PROCESSING, INC	56650025	SHPX	201212
AG PROCESSING, INC	56650025	SHPX	201213
AG PROCESSING, INC	56650025	SHPX	201214
AG PROCESSING, INC	56650025	SHPX	201215
AG PROCESSING, INC	56650025	SHPX	201216
AG PROCESSING, INC	56650025	SHPX	201217
AG PROCESSING, INC	56650025	SHPX	201218
AG PROCESSING, INC	56650025	SHPX	201219
AG PROCESSING, INC	56650025	SHPX	201220
AG PROCESSING, INC	56650025	SHPX	201221
AG PROCESSING, INC	56650025	SHPX	201222
AG PROCESSING, INC	56650025	SHPX	201223
AG PROCESSING, INC	56650025	SHPX	201224
AG PROCESSING, INC	56650025	SHPX	201225
AG PROCESSING, INC	56650025	SHPX	201226
AG PROCESSING, INC	56650025	SHPX	201227
AG PROCESSING, INC	56650025	SHPX	201228
AG PROCESSING, INC	56650025	SHPX	201229
AG PROCESSING, INC	56650025	SHPX	201230
AG PROCESSING, INC	56650025	SHPX	201231
AG PROCESSING, INC	56650025	SHPX	201232
AG PROCESSING, INC	56650025	SHPX	201233
AG PROCESSING, INC	56650025	SHPX	201234
AG PROCESSING, INC	56650025	SHPX	201235
AG PROCESSING, INC	56650025	SHPX	201236
AG PROCESSING, INC	56650025	SHPX	201237
AG PROCESSING, INC	56650025	SHPX	201238
AG PROCESSING, INC	56650025	SHPX	201239
AG PROCESSING, INC	56650025	SHPX	201240
AG PROCESSING, INC	56650025	SHPX	201241
AG PROCESSING, INC	56650025	SHPX	201242
AG PROCESSING, INC	56650025	SHPX	201243
AG PROCESSING, INC	56650025	SHPX	201244
AG PROCESSING, INC	56650025	SHPX	201245

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
AG PROCESSING, INC	56650025	SHPX	201246
AG PROCESSING, INC	56650025	SHPX	201247
AG PROCESSING, INC	56650025	SHPX	201248
AG PROCESSING, INC	56650025	SHPX	201249
AG PROCESSING, INC	56650025	SHPX	201250
AG PROCESSING, INC	56650025	SHPX	201251
AG PROCESSING, INC	56650025	SHPX	201252
AG PROCESSING, INC	56650025	SHPX	201253
AG PROCESSING, INC	56650025	SHPX	201254
AG PROCESSING, INC	56650025	SHPX	201255
AG PROCESSING, INC	56650025	SHPX	201256
AG PROCESSING, INC	56650025	SHPX	201257
AG PROCESSING, INC	56650025	SHPX	201258
AG PROCESSING, INC	56650025	SHPX	201259
AG PROCESSING, INC	56650025	SHPX	201260
AG PROCESSING, INC	56650025	SHPX	201261
AG PROCESSING, INC	56650025	SHPX	201262
AG PROCESSING, INC	56650025	SHPX	201263
AG PROCESSING, INC	56650025	SHPX	201264
AG PROCESSING, INC	56650025	SHPX	201265
AG PROCESSING, INC	56650025	SHPX	201266
AG PROCESSING, INC	56650025	SHPX	201267
AG PROCESSING, INC	56650025	SHPX	201268
AG PROCESSING, INC	56650025	SHPX	201269
AG PROCESSING, INC	56650025	SHPX	201270
AG PROCESSING, INC	56650025	SHPX	201271
AG PROCESSING, INC	56650025	SHPX	201272
AG PROCESSING, INC	56650025	SHPX	201273
AG PROCESSING, INC	56650025	SHPX	201274
AG PROCESSING, INC	56650025	SHPX	201275
AG PROCESSING, INC	56650025	SHPX	201276
AG PROCESSING, INC	56650025	SHPX	201277
AG PROCESSING, INC	56650025	SHPX	201278
AG PROCESSING, INC	56650025	SHPX	201279
AG PROCESSING, INC	56650025	SHPX	201280
AG PROCESSING, INC	56650025	SHPX	201282
AG PROCESSING, INC	56650025	SHPX	201283
AG PROCESSING, INC	56650025	SHPX	201285
AG PROCESSING, INC	56650025	SHPX	201286
AG PROCESSING, INC	56650025	SHPX	201287
AG PROCESSING, INC	56650025	SHPX	201288
AG PROCESSING, INC	56650025	SHPX	201290
AG PROCESSING, INC	56650025	SHPX	201291
AG PROCESSING, INC Count			193
ALLIED SIGNAL CHEMICALS & CAT	62110185	SHPX	42770
ALLIED SIGNAL CHEMICALS & CAT	62110185	SHPX	42771
ALLIED SIGNAL CHEMICALS & CAT	62110185	SHPX	42772
ALLIED SIGNAL CHEMICALS & CAT Count			3
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462086
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462087

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462088
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462089
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462091
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462092
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462094
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462095
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462096
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462097
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462099
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462100
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462102
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462103
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462104
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462105
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462106
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462107
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462108
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462109
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462110
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462111
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462112
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462113
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462114
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462115
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462116
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462117
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462118
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462119
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462120
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462121
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462122
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462123
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462124
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462125
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462126
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462127
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462128
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462129
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462130
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462131
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462132
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462133
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462134
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462135
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462136
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462137
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462138
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462139
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462140
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462141

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462142
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462143
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462144
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462145
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462146
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462147
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462148
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462149
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462151
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462152
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462153
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462154
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462155
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462156
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462157
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462158
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462159
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462160
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462161
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462162
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462163
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462164
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462165
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462167
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462168
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462169
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462170
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462171
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462172
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462173
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462174
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462175
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462176
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462177
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462178
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462179
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462180
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462181
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462182
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462183
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462184
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462185
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462186
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462187
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462188
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462189
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462191
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462192
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462193
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462194

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462195
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462196
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462197
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462198
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462199
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462200
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462201
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462202
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462203
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462204
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462205
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462206
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462207
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462208
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462210
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462211
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462212
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462213
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462214
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462215
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462216
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462217
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462219
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462223
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462224
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462225
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462226
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462227
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462228
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462229
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462231
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462232
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462233
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462234
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462235
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462236
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462237
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462238
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462239
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462240
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462241
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462242
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462243
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462244
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462245
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462246
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462250
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462255
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462256
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462257

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462258
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462259
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462261
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462265
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462266
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462268
FINA OIL AND CHEMICAL COMPANY	58570042	SHPX	462269
FINA OIL AND CHEMICAL COMPANY Count			159
AMOCO CANADA PETROLEUM COMP.	70960001	SHPX	220552
AMOCO CANADA PETROLEUM COMP. Count			1
LAROCHE INDUSTRIES INC	70130009	SHPX	201055
LAROCHE INDUSTRIES INC Count			1
TEXAS PETROCHEMICAL	65420011	SHPX	220553
TEXAS PETROCHEMICAL	65420011	SHPX	220554
TEXAS PETROCHEMICAL	65420011	SHPX	220555
TEXAS PETROCHEMICAL	65420011	SHPX	220556
TEXAS PETROCHEMICAL	65420011	SHPX	220557
TEXAS PETROCHEMICAL	65420011	SHPX	220558
TEXAS PETROCHEMICAL	65420011	SHPX	220559
TEXAS PETROCHEMICAL	65420011	SHPX	220560
TEXAS PETROCHEMICAL	65420011	SHPX	220561
TEXAS PETROCHEMICAL	65420011	SHPX	220562
TEXAS PETROCHEMICAL	65420011	SHPX	220563
TEXAS PETROCHEMICAL	65420011	SHPX	220564
TEXAS PETROCHEMICAL	65420011	SHPX	220565
TEXAS PETROCHEMICAL	65420011	SHPX	220566
TEXAS PETROCHEMICAL	65420011	SHPX	220567
TEXAS PETROCHEMICAL	65420011	SHPX	220568
TEXAS PETROCHEMICAL	65420011	SHPX	220569
TEXAS PETROCHEMICAL	65420011	SHPX	220570
TEXAS PETROCHEMICAL	65420011	SHPX	220571
TEXAS PETROCHEMICAL	65420011	SHPX	220572
TEXAS PETROCHEMICAL	65420011	SHPX	220623
TEXAS PETROCHEMICAL	65420011	SHPX	220624
TEXAS PETROCHEMICAL	65420011	SHPX	220625
TEXAS PETROCHEMICAL	65420011	SHPX	220626
TEXAS PETROCHEMICAL	65420011	SHPX	220627
TEXAS PETROCHEMICAL	65420011	SHPX	220628
TEXAS PETROCHEMICAL	65420011	SHPX	220629
TEXAS PETROCHEMICAL	65420011	SHPX	220630
TEXAS PETROCHEMICAL	65420011	SHPX	220631
TEXAS PETROCHEMICAL	65420011	SHPX	220632
TEXAS PETROCHEMICAL	65420011	SHPX	220633
TEXAS PETROCHEMICAL	65420011	SHPX	220634
TEXAS PETROCHEMICAL	65420011	SHPX	220635
TEXAS PETROCHEMICAL Count			33
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42789
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42790
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42791
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42792

SCHEDULE I
(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42793
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42794
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42795
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42796
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42797
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42798
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42799
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42800
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42801
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42802
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42803
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42804
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42805
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42806
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42807
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42808
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42809
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42810
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42811
PROCTER AND GAMBLE MFG CO	96750242	SHPX	42812
PROCTER AND GAMBLE MFG CO Count			24
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201056
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201057
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201058
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201059
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201060
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201061
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201062
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201063
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201064
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201065
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201066
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201067
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201068
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201069
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201070
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201071
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201072
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201073
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201074
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201075
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201076
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201077
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201078
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201079
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201080
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201081
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201082
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201083
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201084

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(TO SECURITY AGREEMENT)
EQUIPMENT AND LEASES

Lessee	Contract	Rptg Mark	Car Number
TERRA NITROGEN LTD PARTNERSHIP	7121	SHPX	201085
TERRA NITROGEN LTD PARTNERSHIP	7140	SHPX	201442
TERRA NITROGEN LTD PARTNERSHIP	7140	SHPX	201439
TERRA NITROGEN LTD PARTNERSHIP	7140	SHPX	201440
TERRA NITROGEN LTD PARTNERSHIP Count			33
AGRIUM U.S. INC	70990001	SHPX	201038
AGRIUM U.S. INC	70990001	SHPX	201044
AGRIUM U.S. INC Count			2
MONSANTO COMPANY AG GROUP	7088	SHPX	454141
MONSANTO COMPANY AG GROUP	7088	SHPX	454142
MONSANTO COMPANY AG GROUP	7088	SHPX	454143
MONSANTO COMPANY AG GROUP	7088	SHPX	454144
MONSANTO COMPANY AG GROUP	7088	SHPX	454145
MONSANTO COMPANY AG GROUP	7088	SHPX	454146
MONSANTO COMPANY AG GROUP	7088	SHPX	454147
MONSANTO COMPANY AG GROUP	7088	SHPX	454148
MONSANTO COMPANY AG GROUP	7088	SHPX	454149
MONSANTO COMPANY AG GROUP	7088	SHPX	454150
MONSANTO COMPANY AG GROUP Count			10
RHODIA INC.	49710838	SHPX	462082
RHODIA INC.	49710838	SHPX	462083
RHODIA INC. Count			2
Grand Count			461