

*Counterparts - Kim Bartman*

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

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 18816-0 FILED 1425

AUG 29 1996 10 10 AM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
URBAN A. LESTER

August 29, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

AUG 29 10 49 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

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. 8, dated as of August 29, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Loan, Chattel Mortgage and Security Agreement previously filed with the Commission under Recordation Number 18816.

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: European American Bank  
335 Madison Avenue  
New York, New York 10017

A description of the 121 ACFX and DNAX railcars being ADDED to the Security Agreement are set forth on Schedule A attached thereto.

Mr. Vernon A. Williams  
August 29, 1996  
Page 2

Also enclosed is a check in the amount of \$21.00 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

8/29/96

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

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/29/96 at 10:50AM , and assigned recordation number(s). 18816-0.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 

RECORDATION NO. 18816-0

ANG 2 1996 10 AM

INTERSTATE PHYSICAL BANKING

**SUPPLEMENT NO. 8  
LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT**

SUPPLEMENT No. 8 to the Loan, Chattel Mortgage & Security Agreement dated as of May 24, 1994, as amended through the date hereof (the "Agreement") by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and EUROPEAN AMERICAN BANK, a New York banking corporation (the "Bank").

1. This Supplement is executed and delivered pursuant to the 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 Bank, and to confirm the assignment under, and security interest created by, the Agreement with respect to such Collateral. Any term defined in the Agreement 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 Bank, its successors and assigns, and does hereby transfer, convey, warrant, mortgage, deliver, pledge, assign and grant to the Bank a security interest in, in each case pursuant to the 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), 2(b) and 2(c) hereof:

(a) All of the railroad rolling stock and standard gauge rolling stock listed on Schedule A hereto together with all accessories, accessions, equipment, parts, additions, attachments and appurtenances that are at any time appertaining, attached, affixed or related thereto, and all substitutions, renewals or replacements thereof and additions, improvements, accessions and accumulations thereto together with all rents, issues, income, profits and avails therefrom and the proceeds thereof.

(b) All of the lease agreements, lease schedules or relevant portions thereof and all riders, amendments and supplements thereto entered into and to be entered into by the Debtor with the lessee(s) thereunder, which lease agreement, lease schedule or relevant portion thereof provides for the leasing of one or more units of any of the items listed in the preceding clause (a), to the extent but only to the extent

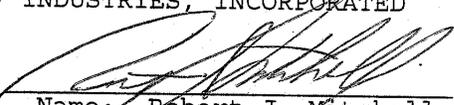
relating to the items listed in the preceding clause (a), including (without limitation) the leases listed on Schedule A hereto, and all payments due and to become due under any such lease but only to the extent relating to any of the items listed in the preceding clause (a), whether as contractual obligations, damages or otherwise to the extent such payments are derived from any of the items listed in the preceding clause (a).

(c) All products and proceeds of any of the foregoing in whatever form, including (without limitation) insurance proceeds and any claims against third parties for loss or damage to or destruction of any or all of the foregoing and cash, negotiable instruments and other instruments for the payment of money, chattel paper, security agreements or other documents.

3. All provisions of the Agreement are hereby incorporated in this Supplement and made a part hereof. Schedule A hereto shall be deemed an addition to, and part of, Schedule A to the Agreement. By their execution and delivery of this Supplement, the parties hereto hereby reaffirm all of the provisions of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 29 day of August, 1996.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell  
Title: Senior Vice President  
Finance

EUROPEAN AMERICAN BANK

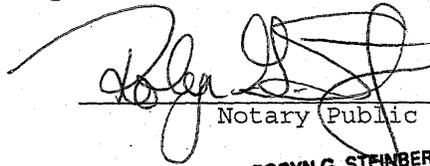
By: 

Name: Robert G. Maichin  
Title: Assistant Vice President

[Signature Page to Supplement No. 8 to EAB Agreement]

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

On this 27<sup>th</sup> day of August, 1996, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Woodbury, New York and is Senior Vice President Finance 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.

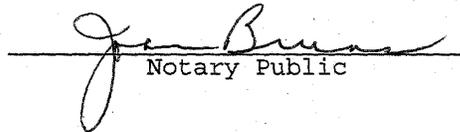
  
\_\_\_\_\_  
Notary Public

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

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

On this 27<sup>th</sup> day of August, 1996, before me, personally appeared Robert G. Maichin, to me known, who being by me duly sworn, says that he resides in New York, New York and is Assistant Vice President of EUROPEAN AMERICAN BANK; 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.

**JOAN BRUNS**  
Notary Public, State of New York  
No. 43-4510950  
Qualified in Richmond County  
Commission Expires February 28, 1998

  
\_\_\_\_\_  
Notary Public

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
18	FINA OIL AND CHEMICAL CO	58570038	ACFX	458180
18	FINA OIL AND CHEMICAL CO	58570038	ACFX	458196
<b>18 Count</b>				2
239	JOHNSON & JOHNSON CONS PROD	6653	ACFX	42676
239	JOHNSON & JOHNSON CONS PROD	6653	ACFX	42677
239	JOHNSON & JOHNSON CONS PROD	6653	ACFX	42678
239	JOHNSON & JOHNSON CONS PROD	6653	ACFX	42679
239	JOHNSON & JOHNSON CONS PROD	6653	ACFX	42680
239	JOHNSON & JOHNSON CONS PROD	6653	ACFX	42681
<b>239 Count</b>				6
538	METHANEX CORPORATION	6616	ACFX	200398
538	METHANEX CORPORATION	6616	ACFX	200402
538	METHANEX CORPORATION	6616	ACFX	200405
538	METHANEX CORPORATION	6616	ACFX	200406
538	METHANEX CORPORATION	6616	ACFX	200407
538	METHANEX CORPORATION	6616	ACFX	200408
538	METHANEX CORPORATION	6616	ACFX	200409
538	METHANEX CORPORATION	6616	ACFX	200410
538	METHANEX CORPORATION	6616	ACFX	200411
538	METHANEX CORPORATION	6616	ACFX	200412
538	METHANEX CORPORATION	6616	ACFX	200413
538	METHANEX CORPORATION	6616	ACFX	200414
538	METHANEX CORPORATION	6616	ACFX	200415
538	METHANEX CORPORATION	6616	ACFX	200416
538	METHANEX CORPORATION	6616	ACFX	200417
538	METHANEX CORPORATION	6616	ACFX	200418
538	METHANEX CORPORATION	6616	ACFX	200419
538	METHANEX CORPORATION	6616	ACFX	200420
538	METHANEX CORPORATION	6616	ACFX	200421
538	METHANEX CORPORATION	6616	ACFX	200422
538	METHANEX CORPORATION	6616	ACFX	200423
538	METHANEX CORPORATION	6616	ACFX	200424
538	METHANEX CORPORATION	6616	ACFX	200425
538	METHANEX CORPORATION	6616	ACFX	200426
538	METHANEX CORPORATION	6616	ACFX	200427
538	METHANEX CORPORATION	6616	ACFX	200428
538	METHANEX CORPORATION	6616	ACFX	200429
538	METHANEX CORPORATION	6616	ACFX	200430
538	METHANEX CORPORATION	6616	ACFX	200431
<b>538 Count</b>				29
572	ARISTECH CHEMICAL CORP	27530127	ACFX	200494
572	ARISTECH CHEMICAL CORP	27530127	ACFX	200496
572	ARISTECH CHEMICAL CORP	27530127	ACFX	200498
572	ARISTECH CHEMICAL CORP	27530127	ACFX	200499
572	ARISTECH CHEMICAL CORP	27530127	ACFX	200500
572	ARISTECH CHEMICAL CORP	27530127	ACFX	200530
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200501
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200502
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200503
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200504
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200505
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200506
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200507
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200508

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
572	ARISTECH CHEMICAL CORP	27530128	ACFX	200509
<b>572 Count</b>				15
1009	MARSULEX INC	6406	ACFX	220305
1009	MARSULEX INC	6406	ACFX	220306
1009	MARSULEX INC	6406	ACFX	220307
1009	MARSULEX INC	6406	ACFX	220308
1009	MARSULEX INC	6406	ACFX	220309
1009	MARSULEX INC	6406	ACFX	220310
1009	MARSULEX INC	6406	ACFX	220311
1009	MARSULEX INC	6406	ACFX	220312
1009	MARSULEX INC	6406	ACFX	220313
1009	MARSULEX INC	6406	ACFX	220314
1009	MARSULEX INC	6406	ACFX	220315
1009	MARSULEX INC	6406	ACFX	220316
<b>1009 Count</b>				12
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220198
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220200
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220204
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220209
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220217
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220221
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220222
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220223
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220224
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220225
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220226
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220227
1059	CENTENNIAL GAS LIQUIDS L.L.C.	6106	ACFX	220228
<b>1059 Count</b>				13
1249	ELBOW RIVER RESOURCES	6068	ACFX	220201
1249	ELBOW RIVER RESOURCES	6068	ACFX	220210
1249	ELBOW RIVER RESOURCES	6068	ACFX	220212
1249	ELBOW RIVER RESOURCES	6068	ACFX	220213
1249	ELBOW RIVER RESOURCES	6068	ACFX	220214
1249	ELBOW RIVER RESOURCES	6068	ACFX	220218
1249	ELBOW RIVER RESOURCES	6068	ACFX	220219
1249	ELBOW RIVER RESOURCES	6068	ACFX	220220
<b>1249 Count</b>				8
1254	DANA CONTAINER CORP	6878	DNAX	123032
1254	DANA CONTAINER CORP	6878	DNAX	123033
1254	DANA CONTAINER CORP	6878	DNAX	123034
1254	DANA CONTAINER CORP	6878	DNAX	123035
1254	DANA CONTAINER CORP	6878	DNAX	123036
1254	DANA CONTAINER CORP	6878	DNAX	123037
1254	DANA CONTAINER CORP	6878	DNAX	123038
1254	DANA CONTAINER CORP	6878	DNAX	123039
1254	DANA CONTAINER CORP	6878	DNAX	123040
1254	DANA CONTAINER CORP	6878	DNAX	123041
1254	DANA CONTAINER CORP	6878	DNAX	123042
<b>1254 Count</b>				11
1482	OMYA, INCORPORATED	6659	ACFX	42682
1482	OMYA, INCORPORATED	6659	ACFX	42683
1482	OMYA, INCORPORATED	6659	ACFX	42684
1482	OMYA, INCORPORATED	6659	ACFX	42685

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1482	OMYA, INCORPORATED	6659	ACFX	42686
1482	OMYA, INCORPORATED	6659	ACFX	42687
<b>1482 Count</b>				6
1490	PRAIRIE MALT LIMITED	6727	ACFX	69989
<b>1490 Count</b>				1
1627	KINETIC RESOURCES	6626	ACFX	220255
1627	KINETIC RESOURCES	6626	ACFX	220256
1627	KINETIC RESOURCES	6626	ACFX	220258
1627	KINETIC RESOURCES	6626	ACFX	220259
1627	KINETIC RESOURCES	6626	ACFX	220261
1627	KINETIC RESOURCES	6626	ACFX	220262
1627	KINETIC RESOURCES	6626	ACFX	220263
1627	KINETIC RESOURCES	6626	ACFX	220264
1627	KINETIC RESOURCES	6626	ACFX	220265
1627	KINETIC RESOURCES	6626	ACFX	220266
1627	KINETIC RESOURCES	6626	ACFX	220267
1627	KINETIC RESOURCES	6626	ACFX	220269
1627	KINETIC RESOURCES	6626	ACFX	220270
1627	KINETIC RESOURCES	6626	ACFX	220272
1627	KINETIC RESOURCES	6626	ACFX	220273
1627	KINETIC RESOURCES	6626	ACFX	220275
1627	KINETIC RESOURCES	6626	ACFX	220276
1627	KINETIC RESOURCES	6626	ACFX	220280
<b>1627 Count</b>				18
<b>Grand Count</b>				121