

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

May 19, 1999

RECORDATION NO. 18816-W FILED

MAY 19 '99 11-00AM

 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. 13, dated as of May 19, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the 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 181 SHPX railcars being ADDED to the Security Agreement are set forth on Schedule A attached thereto.

Mr. Vernon A. Williams
May 19, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 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

RECORDATION NO. 18816-W

FILED

MAY 19 '99

11-00AM

**SUPPLEMENT NO. 13
LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT**

SUPPLEMENT No. 13 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 day of May, 1999.

ACF INDUSTRIES, INCORPORATED

By: Umesh Choksi

Name: Umesh Choksi

Title: Treasurer

EUROPEAN AMERICAN BANK

By: _____

Name:

Title:

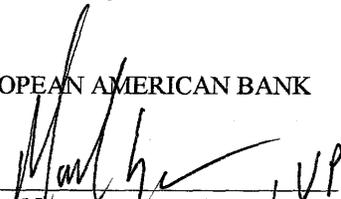
[Signature Page to Supplement No. 13 to EAB Agreement]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 19 day of May, 1999.

ACF INDUSTRIES, INCORPORATED

By: _____
Name: Umesh Choksi
Title: Treasurer

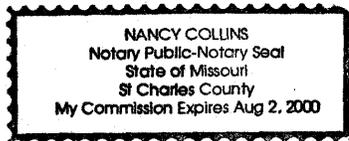
EUROPEAN AMERICAN BANK

By:  _____ VP
Name: Mark Saeger
Title: Vice President

[Signature Page to Supplement No. 13 to EAB Agreement]

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

On this 14th day of May, 1999, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he 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 ___ day of May, 1999, before me, personally appeared _____ to me known, who being by me duly sworn, says that he is a _____ 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.

Notary Public

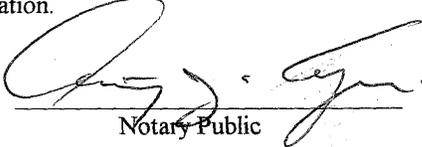
STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this ____ day of May, 1999, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he 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.

Notary Public

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

On this 17th day of May, 1999, before me, personally appeared MARK SAEGER to me known, who being by me duly sworn, says that he is a VICE PRES 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.



Notary Public

Anthony J. Cangelosi
Notary Public, State of New York
No. 01CA0552210
Qualified In Richmond County
Commission Expires January 31, 2000

SCHEDULE A

1

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454161
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454162
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454163
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454164
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454165
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454166
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454167
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454168
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454169
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454170
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454171
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454172
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454173
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454174
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454175
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454176
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454177
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454178
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454179
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454180
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454181
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454182
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454183
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454184
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454185
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454186
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454187
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454188
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454189
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454190
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454191
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454192
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454193
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454194
7	ROBERVAL & SAQUENAY RAILWAY CO	73730001	SHPX	454195
7 Count				35
161	E. I. DUPONT DE NEMOURS AND CO	73850001	SHPX	220740
161	E. I. DUPONT DE NEMOURS AND CO	73850001	SHPX	220742
161	E. I. DUPONT DE NEMOURS AND CO	73850001	SHPX	220743
161	E. I. DUPONT DE NEMOURS AND CO	73850001	SHPX	220744
161	E. I. DUPONT DE NEMOURS AND CO	73850001	SHPX	220745
161	E. I. DUPONT DE NEMOURS AND CO	73850001	SHPX	220746
161 Count				6
200	ISP MANAGEMENT, INC	65840013	SHPX	202474
200	ISP MANAGEMENT, INC	65840013	SHPX	202475
200	ISP MANAGEMENT, INC	65840013	SHPX	202476
200	ISP MANAGEMENT, INC	65840013	SHPX	202477
200 Count				4
303	KOCH MATERIALS COMPANY	72680002	SHPX	201897
303	KOCH MATERIALS COMPANY	72680002	SHPX	201900
303	KOCH MATERIALS COMPANY	72680002	SHPX	201901
303	KOCH MATERIALS COMPANY	72680002	SHPX	201902

SCHEDULE A

2

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
303	KOCH MATERIALS COMPANY	72680002	SHPX	201903
303	KOCH MATERIALS COMPANY	72680002	SHPX	201904
303	KOCH MATERIALS COMPANY	72680002	SHPX	201905
303	KOCH MATERIALS COMPANY	72680002	SHPX	201908
303	KOCH MATERIALS COMPANY	72680002	SHPX	201909
303	KOCH MATERIALS COMPANY	72680002	SHPX	201910
303	KOCH MATERIALS COMPANY	72680002	SHPX	201911
303	KOCH MATERIALS COMPANY	72680002	SHPX	201912
303	KOCH MATERIALS COMPANY	72680002	SHPX	201913
303	KOCH MATERIALS COMPANY	72680002	SHPX	201914
303	KOCH MATERIALS COMPANY	72680002	SHPX	201915
303	KOCH MATERIALS COMPANY	72680002	SHPX	201916
303	KOCH MATERIALS COMPANY	72680002	SHPX	201917
303	KOCH MATERIALS COMPANY	72680002	SHPX	201918
303	KOCH MATERIALS COMPANY	72680002	SHPX	201919
303	KOCH MATERIALS COMPANY	72680002	SHPX	201920
303	KOCH MATERIALS COMPANY	72680002	SHPX	201921
303	KOCH MATERIALS COMPANY	72680002	SHPX	201922
303	KOCH MATERIALS COMPANY	72680002	SHPX	201923
303	KOCH MATERIALS COMPANY	72680002	SHPX	201924
303	KOCH MATERIALS COMPANY	72680002	SHPX	201925
303	KOCH MATERIALS COMPANY	72680002	SHPX	201926
303	KOCH MATERIALS COMPANY	72680002	SHPX	201927
303	KOCH MATERIALS COMPANY	72680002	SHPX	201928
303	KOCH MATERIALS COMPANY	72680002	SHPX	201929
303	KOCH MATERIALS COMPANY	72680002	SHPX	201930
303	KOCH MATERIALS COMPANY	72680002	SHPX	201931
303	KOCH MATERIALS COMPANY	72680002	SHPX	201932
303	KOCH MATERIALS COMPANY	72680002	SHPX	201933
303	KOCH MATERIALS COMPANY	72680002	SHPX	201934
303	KOCH MATERIALS COMPANY	72680002	SHPX	201935
303	KOCH MATERIALS COMPANY	72680002	SHPX	201936
303	KOCH MATERIALS COMPANY	72680002	SHPX	201937
303	KOCH MATERIALS COMPANY	72680002	SHPX	201938
303	KOCH MATERIALS COMPANY	72680002	SHPX	201939
303	KOCH MATERIALS COMPANY	72680002	SHPX	201940
303	KOCH MATERIALS COMPANY	72680002	SHPX	201941
303	KOCH MATERIALS COMPANY	72680002	SHPX	201942
303	KOCH MATERIALS COMPANY	72680002	SHPX	201943
303	KOCH MATERIALS COMPANY	72680002	SHPX	201944
303	KOCH MATERIALS COMPANY	72680002	SHPX	201945
303	KOCH MATERIALS COMPANY	72680002	SHPX	201946
303	KOCH MATERIALS COMPANY	72680002	SHPX	202341
303	KOCH MATERIALS COMPANY	72680002	SHPX	202342
303	KOCH MATERIALS COMPANY	72680002	SHPX	202343
303	KOCH MATERIALS COMPANY	72680002	SHPX	202344
303	KOCH MATERIALS COMPANY	72680002	SHPX	202345
303	KOCH MATERIALS COMPANY	72680002	SHPX	202346
303	KOCH MATERIALS COMPANY	72680002	SHPX	202347
303	KOCH MATERIALS COMPANY	72680002	SHPX	202348
303	KOCH MATERIALS COMPANY	72680002	SHPX	202349
303	KOCH MATERIALS COMPANY	72680002	SHPX	202350

SCHEDULE A

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
303	KOCH MATERIALS COMPANY	72680002	SHPX	202351
303	KOCH MATERIALS COMPANY	72680002	SHPX	202352
303	KOCH MATERIALS COMPANY	72680002	SHPX	202353
303	KOCH MATERIALS COMPANY	72680002	SHPX	202354
303	KOCH MATERIALS COMPANY	72680002	SHPX	202355
303	KOCH MATERIALS COMPANY	72680002	SHPX	202356
303	KOCH MATERIALS COMPANY	72680002	SHPX	202357
303	KOCH MATERIALS COMPANY	72680002	SHPX	202358
303	KOCH MATERIALS COMPANY	72680002	SHPX	202359
303	KOCH MATERIALS COMPANY	72680002	SHPX	202360
303	KOCH MATERIALS COMPANY	72680002	SHPX	202361
303	KOCH MATERIALS COMPANY	72680002	SHPX	202362
303	KOCH MATERIALS COMPANY	72680002	SHPX	202363
303	KOCH MATERIALS COMPANY	72680002	SHPX	202364
303	KOCH MATERIALS COMPANY	72680002	SHPX	202365
303	KOCH MATERIALS COMPANY	72680002	SHPX	202366
303	KOCH MATERIALS COMPANY	72680002	SHPX	202367
303	KOCH MATERIALS COMPANY	72680002	SHPX	202368
303	KOCH MATERIALS COMPANY	72680002	SHPX	202369
303	KOCH MATERIALS COMPANY	72680002	SHPX	202370
303	KOCH MATERIALS COMPANY	72680002	SHPX	202371
303	KOCH MATERIALS COMPANY	72680002	SHPX	202372
303	KOCH MATERIALS COMPANY	72680002	SHPX	202373
303	KOCH MATERIALS COMPANY	72680002	SHPX	202374
303	KOCH MATERIALS COMPANY	72680002	SHPX	202375
303	KOCH MATERIALS COMPANY	72680002	SHPX	202376
303	KOCH MATERIALS COMPANY	72680002	SHPX	202377
303	KOCH MATERIALS COMPANY	72680002	SHPX	202378
303	KOCH MATERIALS COMPANY	72680002	SHPX	202379
303	KOCH MATERIALS COMPANY	72680002	SHPX	202380
303	KOCH MATERIALS COMPANY	72680002	SHPX	202381
303	KOCH MATERIALS COMPANY	72680002	SHPX	202382
303	KOCH MATERIALS COMPANY	72680002	SHPX	202383
303	KOCH MATERIALS COMPANY	72680002	SHPX	202384
303	KOCH MATERIALS COMPANY	72680002	SHPX	202385
303	KOCH MATERIALS COMPANY	72680002	SHPX	202386
303	KOCH MATERIALS COMPANY	72680002	SHPX	202387
303	KOCH MATERIALS COMPANY	72680002	SHPX	202388
303	KOCH MATERIALS COMPANY	72680002	SHPX	202389
303	KOCH MATERIALS COMPANY	72680002	SHPX	202390
303 Count				96
423	CXY CHEMICALS	63040018	SHPX	202478
423	CXY CHEMICALS	63040018	SHPX	202479
423 Count				2
532	BP CHEMICALS INC	7357	SHPX	202469
532	BP CHEMICALS INC	7357	SHPX	202470
532	BP CHEMICALS INC	7357	SHPX	202471
532	BP CHEMICALS INC	7357	SHPX	202472
532	BP CHEMICALS INC	7357	SHPX	202473
532 Count				5
1219	BARETT'S MINERALS INC	73880007	SHPX	43062
1219	BARETT'S MINERALS INC	73880007	SHPX	43063

SCHEDULE A

4

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1219	BARETT'S MINERALS INC	73880007	SHPX	43064
1219	BARETT'S MINERALS INC	73880007	SHPX	43065
1219	BARETT'S MINERALS INC	73880007	SHPX	43066
1219	BARETT'S MINERALS INC	73880008	SHPX	43068
1219 Count				6
1482	OMYA INCORPORATED	7339	SHPX	201812
1482	OMYA INCORPORATED	7339	SHPX	201813
1482	OMYA INCORPORATED	7339	SHPX	201814
1482	OMYA INCORPORATED	7339	SHPX	201815
1482	OMYA INCORPORATED	7339	SHPX	201816
1482	OMYA INCORPORATED	7339	SHPX	201817
1482	OMYA INCORPORATED	7339	SHPX	201818
1482	OMYA INCORPORATED	7339	SHPX	201819
1482	OMYA INCORPORATED	7339	SHPX	201820
1482	OMYA INCORPORATED	7339	SHPX	201821
1482	OMYA INCORPORATED	7339	SHPX	201822
1482	OMYA INCORPORATED	7339	SHPX	201823
1482	OMYA INCORPORATED	7339	SHPX	201824
1482	OMYA INCORPORATED	7339	SHPX	201825
1482	OMYA INCORPORATED	7339	SHPX	201826
1482	OMYA INCORPORATED	7339	SHPX	201827
1482	OMYA INCORPORATED	7339	SHPX	201828
1482	OMYA INCORPORATED	7339	SHPX	201829
1482	OMYA INCORPORATED	7339	SHPX	201830
1482	OMYA INCORPORATED	7339	SHPX	201831
1482	OMYA INCORPORATED	7339	SHPX	201832
1482	OMYA INCORPORATED	7339	SHPX	201833
1482	OMYA INCORPORATED	7339	SHPX	201834
1482	OMYA INCORPORATED	7339	SHPX	201835
1482	OMYA INCORPORATED	7339	SHPX	201837
1482	OMYA INCORPORATED	7339	SHPX	201838
1482	OMYA INCORPORATED	7339	SHPX	201839
1482	OMYA INCORPORATED	7339	SHPX	201840
1482	OMYA INCORPORATED	7339	SHPX	201841
1482 Count				27
Grand Count				181