

RECORDATION NO. 19961-L FILED

DEC 22 '00 8-43 AM  
TS  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.  
20006-2973  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 22, 2000

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 a Supplement No. 7 to Security Agreement-Chattel, dated as of December 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 19961.

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: National Bank of Canada  
125 West 55<sup>th</sup> Street  
New York, New York 10019

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

250 railcars within the series SHPX 203732 - SHPX 463790 and RPBX 17400 - RPBX 17485

Mr. Vernon A. Williams  
December 22, 2000  
Page Two

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

Supplement No. 7 to Security Agreement between ACF Industries, Incorporated, Debtor and National Bank of Canada, Secured Party, covering 250 railcars within the series SHPX 203732 - SHPX 463790 and RPBX 17400 - RPBX 17485.

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

DEC 22 '00

8-43 AM

SURFACE TRANSPORTATION BOARD

**SUPPLEMENT NO. 7  
TO  
SECURITY AGREEMENT - CHATTEL MORTGAGE**

SUPPLEMENT No. 7 dated as of December 22<sup>nd</sup>, 2000 (this "Supplement") to the Security Agreement - Chattel Mortgage dated as of March 6, 1996 (as amended, supplemented or modified from time to time, the "Security Agreement"), by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and National Bank of Canada (the "Secured Party").

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.

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 Equipment Leases 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 Debtor hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to such Equipment and Equipment Leases and agrees that such Equipment and Equipment Leases shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 2.01 of the Security Agreement. Each reference to "Schedule A" in the Security Agreement, and each reference to "Schedule A to the Security Agreement" in the Loan Agreement or any other Loan documents, shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to "Equipment" or "Equipment Lease" in the Loan Agreement or any other of Loan documents shall be deemed to include a reference to the Equipment and the Equipment Leases described on Schedule A-1 hereto.

(b) It is hereby agreed that each reference to the "Security Agreement" and "this Agreement" in the Security Agreement, and each reference to the "Security Agreement" in the Loan Agreement and each of the other Loan documents, shall be deemed to be a reference to the Security Agreement as amended and supplemented by this Supplement.

3. Ratification. All of the terms and conditions of the Security Agreement are hereby incorporated into this Supplement by reference thereto as fully and to the same extent as if set forth herein and 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.

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.

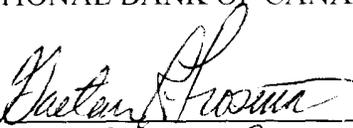
[signature pages follow]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 22<sup>nd</sup> day of December, 2000.

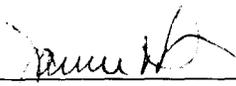
ACF INDUSTRIES, INCORPORATED

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

NATIONAL BANK OF CANADA

By:   
Name: GAETAN R. FROSINA  
Title: VP & Manager

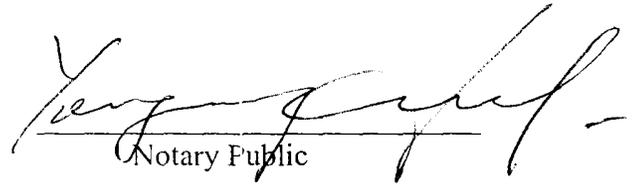
NATIONAL BANK OF CANADA

By:   
Name: JAMES TREM  
Title: VP

[ Signature Page to Security Agreement Supplement-NBOC]

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

On this 20th day of December, 2000, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Nassau county, New York and is Senior Vice President of 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

**YEVGENY FUNDLER**  
Notary Public, State of New York  
No. 02FU6046929  
Qualified in New York County  
Commission Expires August 21, 2002

STATE OF NY )  
 ) ss.:  
COUNTY OF Queens )

On this 20 day of December, 2000, before me, personally appeared GAETAN R. FROESINA  
✓ to me known, who being by me duly sworn, says that he resides in NORWALK, CT and is  
VP + Manager of NATIONAL BANK OF CANADA; that said instrument was signed on  
behalf of said bank 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.

Donna Cerciello  
Notary Public

**DONNA CERCIELLO**  
Notary Public, State of New York  
No. 41-4769696  
Qualified in Queens County  
Commission Expires November 30, 2002

STATE OF NY )  
 ) ss.:  
COUNTY OF Queens )

On this 20 day of December, 2000, before me, personally appeared JAMES DEVM  
✓ to me known, who being by me duly sworn, says that he resides in SPRING VALLEY, NY and is  
VP of NATIONAL BANK OF CANADA; that said instrument was signed on  
behalf of said bank 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.

Donna Cerciello  
Notary Public

**DONNA CERCIELLO**  
Notary Public, State of New York  
No. 41-4769696  
Qualified in Queens County  
Commission Expires November 30, 2002

SCHEDULE A-1

Lessee	Contract	Rptg Mark	Car Number
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203732
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203733
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203734
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203735
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203736
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203737
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203738
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203739
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203740
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203741
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203742
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203743
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203744
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203745
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203746
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203747
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203748
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203749
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203750
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203751
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203752
AKZO NOBEL CHEMICALS IN	45100066	SHPX	203753
BASF CORPORATION	71140068	SHPX	458773
BASF CORPORATION	71140068	SHPX	458775
BASF CORPORATION	71140068	SHPX	458782
BASF CORPORATION	71140068	SHPX	458785
BASF CORPORATION	71140068	SHPX	458788
BASF CORPORATION	71140068	SHPX	458789
BASF CORPORATION	71140068	SHPX	458792
BASF CORPORATION	71140068	SHPX	458793
BASF CORPORATION	71140068	SHPX	458796
BASF CORPORATION	71140068	SHPX	458797
BASF CORPORATION	71140068	SHPX	458798
BASF CORPORATION	71140068	SHFX	458801
BASF CORPORATION	71140068	SHFX	458802
BASF CORPORATION	71140068	SHFX	458803
BASF CORPORATION	71140068	SHFX	458804
BASF CORPORATION	71140068	SHFX	458805
BASF CORPORATION	71140068	SHPX	458806
BASF CORPORATION	71140068	SHPX	458809
BASF CORPORATION	71140068	SHPX	458810
BASF CORPORATION	71140068	SHPX	458811
BASF CORPORATION	71140068	SHPX	458812
BASF CORPORATION	71140068	SHPX	458813
BASF CORPORATION	71140068	SHPX	458814
BASF CORPORATION	71140068	SHPX	458816
BASF CORPORATION	71140068	SHPX	458817
BASF CORPORATION	71140068	SHPX	458818
BASF CORPORATION	71140068	SHPX	458819

Lessee	Contract	Rptg Mark	Car Number
BASF CORPORATION	71140068	SHPX	458820
BASF CORPORATION	71140068	SHPX	458821
BASF CORPORATION	71140068	SHPX	458822
BASF CORPORATION	71140068	SHPX	458823
BASF CORPORATION	71140068	SHPX	458825
HUNTSMAN POLYMERS CORP	75760001	SHPX	463691
HUNTSMAN POLYMERS CORP	75760001	SHPX	463692
HUNTSMAN POLYMERS CORP	75760001	SHPX	463693
HUNTSMAN POLYMERS CORP	75760001	SHPX	463694
HUNTSMAN POLYMERS CORP	75760001	SHPX	463695
HUNTSMAN POLYMERS CORP	75760001	SHPX	463696
HUNTSMAN POLYMERS CORP	75760001	SHPX	463697
HUNTSMAN POLYMERS CORP	75760001	SHPX	463698
HUNTSMAN POLYMERS CORP	75760001	SHPX	463699
HUNTSMAN POLYMERS CORP	75760001	SHPX	463700
HUNTSMAN POLYMERS CORP	75760001	SHPX	463701
HUNTSMAN POLYMERS CORP	75760001	SHPX	463702
HUNTSMAN POLYMERS CORP	75760001	SHPX	463703
HUNTSMAN POLYMERS CORP	75760001	SHPX	463704
HUNTSMAN POLYMERS CORP	75760001	SHPX	463705
HUNTSMAN POLYMERS CORP	75760001	SHPX	463706
HUNTSMAN POLYMERS CORP	75760001	SHPX	463707
HUNTSMAN POLYMERS CORP	75760001	SHPX	463708
HUNTSMAN POLYMERS CORP	75760001	SHPX	463709
HUNTSMAN POLYMERS CORP	75760001	SHPX	463710
HUNTSMAN POLYMERS CORP	75760001	SHPX	463711
HUNTSMAN POLYMERS CORP	75760001	SHPX	463712
HUNTSMAN POLYMERS CORP	75760001	SHPX	463713
HUNTSMAN POLYMERS CORP	75760001	SHPX	463714
HUNTSMAN POLYMERS CORP	75760001	SHPX	463715
HUNTSMAN POLYMERS CORP	75760001	SHPX	463716
HUNTSMAN POLYMERS CORP	75760001	SHPX	463717
HUNTSMAN POLYMERS CORP	75760001	SHPX	463718
HUNTSMAN POLYMERS CORP	75760001	SHPX	463719
HUNTSMAN POLYMERS CORP	75760001	SHPX	463720
HUNTSMAN POLYMERS CORP	75760001	SHPX	463721
HUNTSMAN POLYMERS CORP	75760001	SHPX	463722
HUNTSMAN POLYMERS CORP	75760001	SHPX	463723
HUNTSMAN POLYMERS CORP	75760001	SHPX	463724
HUNTSMAN POLYMERS CORP	75760001	SHPX	463725
HUNTSMAN POLYMERS CORP	75760001	SHPX	463726
HUNTSMAN POLYMERS CORP	75760001	SHPX	463727
HUNTSMAN POLYMERS CORP	75760001	SHPX	463728
HUNTSMAN POLYMERS CORP	75760001	SHPX	463729
HUNTSMAN POLYMERS CORP	75760001	SHPX	463730
HUNTSMAN POLYMERS CORP	75760001	SHPX	463731
HUNTSMAN POLYMERS CORP	75760001	SHPX	463732
HUNTSMAN POLYMERS CORP	75760001	SHPX	463733
HUNTSMAN POLYMERS CORP	75760001	SHPX	463734

Lessee	Contract	Rptg Mark	Car Number
HUNTSMAN POLYMERS CORP	75760001	SHPX	463735
HUNTSMAN POLYMERS CORP	75760001	SHPX	463736
HUNTSMAN POLYMERS CORP	75760001	SHPX	463737
HUNTSMAN POLYMERS CORP	75760001	SHPX	463738
HUNTSMAN POLYMERS CORP	75760001	SHPX	463739
HUNTSMAN POLYMERS CORP	75760001	SHPX	463740
HUNTSMAN POLYMERS CORP	75760001	SHPX	463741
HUNTSMAN POLYMERS CORP	75760001	SHPX	463742
HUNTSMAN POLYMERS CORP	75760001	SHPX	463743
HUNTSMAN POLYMERS CORP	75760001	SHPX	463744
HUNTSMAN POLYMERS CORP	75760001	SHPX	463745
HUNTSMAN POLYMERS CORP	75760001	SHPX	463746
HUNTSMAN POLYMERS CORP	75760001	SHPX	463747
HUNTSMAN POLYMERS CORP	75760001	SHPX	463748
HUNTSMAN POLYMERS CORP	75760001	SHPX	463749
HUNTSMAN POLYMERS CORP	75760001	SHPX	463750
HUNTSMAN POLYMERS CORP	75760001	SHPX	463751
HUNTSMAN POLYMERS CORP	75760001	SHPX	463752
HUNTSMAN POLYMERS CORP	75760001	SHPX	463753
HUNTSMAN POLYMERS CORP	75760001	SHPX	463754
HUNTSMAN POLYMERS CORP	75760001	SHPX	463755
HUNTSMAN POLYMERS CORP	75760001	SHPX	463756
HUNTSMAN POLYMERS CORP	75760001	SHPX	463757
HUNTSMAN POLYMERS CORP	75760001	SHPX	463758
HUNTSMAN POLYMERS CORP	75760001	SHPX	463759
HUNTSMAN POLYMERS CORP	75760001	SHPX	463760
HUNTSMAN POLYMERS CORP	75760001	SHPX	463761
HUNTSMAN POLYMERS CORP	75760001	SHPX	463762
HUNTSMAN POLYMERS CORP	75760001	SHPX	463763
HUNTSMAN POLYMERS CORP	75760001	SHPX	463764
HUNTSMAN POLYMERS CORP	75760001	SHPX	463765
HUNTSMAN POLYMERS CORP	75760001	SHPX	463766
HUNTSMAN POLYMERS CORP	75760001	SHPX	463767
HUNTSMAN POLYMERS CORP	75760001	SHPX	463768
HUNTSMAN POLYMERS CORP	75760001	SHPX	463769
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463772
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HUNTSMAN POLYMERS CORP	75760001	SHPX	463774
HUNTSMAN POLYMERS CORP	75760001	SHPX	463775
HUNTSMAN POLYMERS CORP	75760001	SHPX	463776
HUNTSMAN POLYMERS CORP	75760001	SHPX	463777
HUNTSMAN POLYMERS CORP	75760001	SHPX	463778
HUNTSMAN POLYMERS CORP	75760001	SHPX	463779
HUNTSMAN POLYMERS CORP	75760001	SHPX	463780
HUNTSMAN POLYMERS CORP	75760001	SHPX	463781
HUNTSMAN POLYMERS CORP	75760001	SHPX	463782
HUNTSMAN POLYMERS CORP	75760001	SHPX	463783

Lessee	Contract	Rptg Mark	Car Number
HUNTSMAN POLYMERS CORP	75760001	SHPX	463784
HUNTSMAN POLYMERS CORP	75760001	SHPX	463785
HUNTSMAN POLYMERS CORP	75760001	SHPX	463786
HUNTSMAN POLYMERS CORP	75760001	SHPX	463787
HUNTSMAN POLYMERS CORP	75760001	SHPX	463788
HUNTSMAN POLYMERS CORP	75760001	SHPX	463789
HUNTSMAN POLYMERS CORP	75760001	SHPX	463790
PREMCO REFINING GROUP	7525	SHPX	220901
PREMCO REFINING GROUP	7525	SHPX	220909
PREMCO REFINING GROUP	7525	SHPX	220913
PREMCO REFINING GROUP	7525	SHPX	220915
PREMCO REFINING GROUP	7525	SHPX	220919
PREMCO REFINING GROUP	7525	SHPX	220920
PREMCO REFINING GROUP	7525	SHPX	220921
PREMCO REFINING GROUP	7525	SHPX	220923
PREMCO REFINING GROUP	7525	SHPX	220924
PREMCO REFINING GROUP	7525	SHPX	220925
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17400
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17401
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17402
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17403
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17404
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17405
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17406
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17407
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17408
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17409
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17410
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17411
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17412
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17413
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17414
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17415
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17416
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17417
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17418
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17419
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17420
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17421
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17422
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17423
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17424
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17425
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17426
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17427
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17428
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17429
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17430
RHODIA INC	Lease Agreement dated 12/20/00	RPEX	17431



Lessee	Contract	Rptg Mark	Car Number
RHODIA INC	Lease Agreement dated 12/20/00	RP3X	17481
RHODIA INC	Lease Agreement dated 12/20/00	RP3X	17482
RHODIA INC	Lease Agreement dated 12/20/00	RP3X	17483
RHODIA INC	Lease Agreement dated 12/20/00	RP3X	17484
RHODIA INC	Lease Agreement dated 12/20/00	RP3X	17485

250 Cars