

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

November 12, 2003

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

RECORDATION NO. 18816-EEE FILED

NOV 12 '03 12:41 PM
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 a Supplement No. 11, dated as of November 12, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Loan, Chattel Mortgage and Security Agreement which was previously filed with the Commission under Recordation Number 18816-SS.

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

Secured Party: Citibank, N.A.
335 Madison Avenue
New York, New York 10017

Debtor: ACF Industries, LLC (successor to ACF
Industries, Inc.)
620 North Second Street
St. Charles, Missouri 63301

Mr. Vernon A. Williams
November 12, 2003
Page 2

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

163 cars, including (i) SHPX 464153 through SHPX 464203, and (ii) railcars within the series SHPX 206603 - SHPX 206836 and SHPX 450101 - SHPX 450156 as more particularly set forth in the equipment schedule attached to the document.

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

Supplement No. 11.

Also enclosed is a check in the amount of \$30.00 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/anm
Enclosures

RECORDATION NO. 18816-EEE
NOV 12 2003 12:41 PM
FILED
SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. 11 DATED AS OF NOVEMBER 12, 2003
TO
AMENDED AND RESTATED LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED AS OF NOVEMBER 19, 2002
BETWEEN
ACF INDUSTRIES LLC
SUCCESSOR TO ACF INDUSTRIES, INCORPORATED, "DEBTOR")
AND
CITIBANK, N.A. ("SECURED PARTY")

WHEREAS, Debtor and the Secured Party entered into a certain Amended and Restated Loan, Chattel Mortgage and Security Agreement dated as of November 19, 2002 (as amended and supplemented through the date hereof, the "Loan Agreement") pursuant to which the Secured Party 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 Loan Agreement (the "Supplement"); and

WHEREAS, a memorandum of the Loan Agreement was recorded on November 19, 2002 with the Surface Transportation Board, Recordation No. 18816-SS, and with the Registrar General of Canada, Recordation No. 14374.

1. Definitions. Except as otherwise defined in this Supplement, terms defined in the Loan Agreement or by reference therein are used herein as defined therein.
2. Supplements. The Loan Agreement shall be amended and supplemented as follows:

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 the Equipment and Leases (but only to the extent relating to the Equipment) more fully described on Schedule A-1 hereto and agrees that such Equipment and Leases (but only to the extent relating to the Equipment) shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 4 of the Loan Agreement. Schedule A to the Loan Agreement shall be amended and supplemented by Schedule A-1 hereto to include the Equipment and the 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 Loan Agreement. Each reference to Schedule A in the Loan Agreement shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to the Equipment or Leases in the Loan Agreement shall be deemed to include the Equipment and the Leases (but only to the extent relating to the Equipment) described on Schedule A-1 hereto.

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

ACF INDUSTRIES LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: Treasurer

CITIBANK, N.A.

By: _____
Name:
Title:

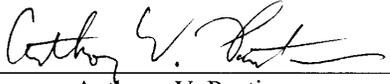
[Signature Page to Supplement No. 11]

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.

ACF INDUSTRIES LLC

By: _____
Name: Umesh Choksi
Title: Treasurer

CITIBANK, N.A.

By: 
Name: Anthony V. Pantina
Title: Vice President

[Signature Page to Supplement No. 11]

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

On this 7th day of November, 2003, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF Industries LLC, that the foregoing instrument was signed on the date hereof on behalf of said company 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.

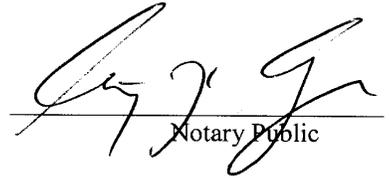


Notary Public



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

On this 6 day of November, 2003, before me, personally appeared Anthony V. Pantina, to me known, who being by me duly sworn, says that he resides in Queens, NY and is Vice President of CITIBANK, N.A; 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.



Notary Public

Anthony J. Cangelosi
Notary Public, State of New York
No. 01 CA0552219
Qualified in Richmond County
Commission Expires January 31, 2006

SCHEDULE A-1

[SCHEDULE OF ADDITIONAL UNITS]

| LESSEE | CONTRACT | RPTG MARK | CAR NUMBER |
|---------------------------|----------|--------------|---------------|
| PIONEER AMERICAS | 46990036 | SHPX | 206807 |
| PIONEER AMERICAS | 46990036 | SHPX | 206808 |
| PIONEER AMERICAS | 46990036 | SHPX | 206809 |
| PIONEER AMERICAS | 46990036 | SHPX | 206810 |
| PIONEER AMERICAS | 46990036 | SHPX | 206811 |
| PIONEER AMERICAS | 46990036 | SHPX | 206812 |
| PIONEER AMERICAS | 46990036 | SHPX | 206813 |
| PIONEER AMERICAS | 46990036 | SHPX | 206814 |
| PIONEER AMERICAS | 46990036 | SHPX | 206815 |
| PIONEER AMERICAS | 46990036 | SHPX | 206816 |
| PIONEER AMERICAS | 46990036 | SHPX | 206817 |
| PIONEER AMERICAS | 46990036 | SHPX | 206818 |
| PIONEER AMERICAS | 46990036 | SHPX | 206819 |
| PIONEER AMERICAS | 46990036 | SHPX | 206820 |
| PIONEER AMERICAS | 46990036 | SHPX | 206821 |
| PIONEER AMERICAS | 46990036 | SHPX | 206822 |
| PIONEER AMERICAS | 46990036 | SHPX | 206823 |
| PIONEER AMERICAS | 46990036 | SHPX | 206824 |
| PIONEER AMERICAS | 46990036 | SHPX | 206825 |
| PIONEER AMERICAS | 46990036 | SHPX | 206826 |
| PIONEER AMERICAS | 52920034 | SHPX | 206827 |
| PIONEER AMERICAS | 52920034 | SHPX | 206828 |
| PIONEER AMERICAS | 52920034 | SHPX | 206829 |
| PIONEER AMERICAS | 52920034 | SHPX | 206830 |
| PIONEER AMERICAS | 52920034 | SHPX | 206831 |
| PIONEER AMERICAS | 52920034 | SHPX | 206832 |
| PIONEER AMERICAS | 52920034 | SHPX | 206833 |
| PIONEER AMERICAS | 52920034 | SHPX | 206834 |
| PIONEER AMERICAS | 52920034 | SHPX | 206835 |
| PIONEER AMERICAS | 52920034 | SHPX | 206836 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206603 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206604 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206606 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206607 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206608 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206609 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206610 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206612 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206613 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206614 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206615 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206620 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206622 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206623 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206625 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206627 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206628 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206630 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206633 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206634 |

| LESSEE | CONTRACT | RPTG MARK | CAR NUMBER |
|---------------------------|----------|--------------|---------------|
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206636 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206641 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206644 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206645 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206647 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206648 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206649 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206650 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206652 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206653 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206654 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206657 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206660 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206661 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206662 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206665 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206666 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206668 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206669 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206670 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206671 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206672 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206673 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206674 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206675 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206677 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206679 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206680 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206681 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206682 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206688 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206689 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206690 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206691 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206692 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206693 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206694 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206695 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206697 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206698 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206702 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206703 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206704 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206706 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206707 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206708 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206709 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206710 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206711 |
| AVENTINE RENEWABLE ENERGY | 8074 | SHPX | 206712 |

| LESSEE | CONTRACT | RPTG MARK | CAR NUMBER |
|-------------------|----------|--------------|---------------|
| UTILITY SERVICE | 8045 | SHPX | 450152 |
| UTILITY SERVICE | 8045 | SHPX | 450153 |
| UTILITY SERVICE | 8045 | SHPX | 450154 |
| UTILITY SERVICE | 8045 | SHPX | 450155 |
| UTILITY SERVICE | 8045 | SHPX | 450156 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464154 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464155 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464156 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464157 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464158 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464159 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464160 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464161 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464162 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464163 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464164 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464165 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464166 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464167 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464168 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464169 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464170 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464171 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464172 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464173 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464174 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464175 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464176 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464177 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464178 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464179 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464180 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464181 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464182 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464183 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464184 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464185 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464186 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464187 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464188 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464189 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464190 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464191 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464192 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464193 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464194 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464195 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464196 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464197 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464198 |

| LESSEE | CONTRACT | RPTG MARK | CAR NUMBER |
|-----------------------------|----------|--------------|---------------|
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464199 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464200 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464201 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464202 |
| HUNTSMAN POLYMERS | 75760007 | SHPX | 464203 |
| CEREAL FOOD PROCESSOR, INC. | 8048 | SHPX | 450101 |
| CEREAL FOOD PROCESSOR, INC. | 8048 | SHPX | 450103 |
| CEREAL FOOD PROCESSOR, INC. | 8048 | SHPX | 450104 |
| CEREAL FOOD PROCESSOR, INC. | 8048 | SHPX | 450122 |
| CEREAL FOOD PROCESSOR, INC. | 8048 | SHPX | 450123 |
| CEREAL FOOD PROCESSOR, INC. | 8048 | SHPX | 450124 |
| CEREAL FOOD PROCESSOR, INC. | 8048 | SHPX | 450125 |
| CEREAL FOOD PROCESSOR, INC. | 8048 | SHPX | 450127 |

163 Cars