

RECORDATION NO. 23128 - W
FILED

JUL 07 '09 - 2 4 0 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 7, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Addition to Collateral, dated as of July 7, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23128.

The name and address of the party to the enclosed document are:

Company: Shippers Third LLC
by American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Trustee: U.S. Bank, National Association, not in its
individual capacity, but solely as Trustee
425 Walnut St.
Cincinnati, OH 45202]

Anne K. Quinlan, Esquire
July 7, 2009
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A description of the railroad equipment covered by the enclosed document is:

66 railcars ADDED within the series SHPX 221881 - SHPX 221961 as more particularly set forth in the attachment to the document.

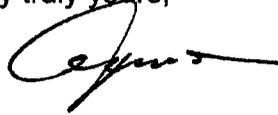
A short summary of the document to appear in the index is:

Addition to Collateral.

Also enclosed is a check in the amount of \$41.00 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,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUL 07 '09 -2 4 0 PM

SURFACE TRANSPORTATION BOARD

ADDITION TO COLLATERAL

This ADDITION TO COLLATERAL (this "*Amendment*") is made as of the 7th day of July, 2009, by SHIPPERS THIRD LLC, a Delaware limited liability company (the "*Company*"). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed thereto in the Indenture referred to below.

Recitals:

WHEREAS, the Company and U.S. Bank National Association, not in its individual capacity but solely as Trustee (the "*Trustee*") for the benefit of the Noteholders, are parties to the Indenture, dated as of September 28, 2000 (as amended, supplemented or otherwise modified and in effect from time to time, the "*Indenture*"), pursuant to which the Company granted to the Trustee a security interest in certain Equipment and Leases included in the Collateral;

WHEREAS, the Indenture was recorded on September 28, 2000, with the Surface Transportation Board, Recordation No. 23128, and the Indenture was deposited with the Registrar General of Canada, Recordation No. 12930; and

WHEREAS, the Company desires to (a) add certain Equipment to the Collateral, and (b) add certain Leases to the Collateral;

NOW, THEREFORE, the Company hereby agrees as follows:

1. Amendments. The Collateral under the Indenture shall be amended as follows:

The Company hereby Grants to the Trustee, for the benefit and security of the Noteholders, all of the Company's right, title and interest in and to the Equipment more fully described on Schedule 1 hereto (each such item of Equipment, "*Additional Equipment*"), and to the Leases relating to such Equipment (but only to the extent relating to such Equipment) (the "*Additional Leases*"), and agrees that the Additional Equipment and the Additional Leases shall constitute Collateral subject to the Grant of Lien by the Company set forth in the Indenture. The Collateral under the Indenture shall be amended and supplemented by Schedule 1 hereto to include the Additional Equipment more fully described on Schedule 1 hereto and the Additional Leases, and Schedule 1 hereto shall be deemed to be an addition to and part of the Collateral under the Indenture. Each reference to the Collateral in the Indenture shall be deemed to be a reference to the Collateral as amended and supplemented by Schedule 1 hereto, and each reference to the Equipment or Leases under the Indenture shall be deemed to include the Additional Equipment and the Additional Leases, respectively.

2. Ratification. Except as expressly amended, supplemented and modified hereby, the Indenture is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment, supplement or modification in respect of any term or condition of the Indenture hereby shall be deemed to be an amendment, supplement or modification in respect of any other term or condition contained in the Indenture. From and after the date of this Amendment, each and every reference in the Indenture or other Facilities

Documents to the "Indenture" is deemed for all purposes to reference the Indenture as amended, supplemented and modified pursuant to this Amendment.

3. **Governing Law.** This Amendment shall in all respects be governed by, and construed in accordance with, the laws of the State of New York (other than the conflict of law principles thereof (except for Section 5-1401 and Section 5-1402 of the New York General Obligations Law)) and shall be binding upon and inure to the benefit of the Company and each of its Affiliates, the Trustee, each Noteholder, and their respective successors and permitted assigns.

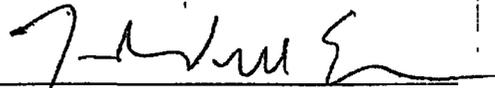
4. **Expenses.** The Company agrees to reimburse the Trustee upon demand for all expenses of the Trustee (including the reasonable and documented fees and expenses of its legal counsel) in connection with the filing of this Amendment with the United States Surface Transportation Board and the Registrar General of Canada.

[Signature pages follow.]

IN WITNESS WHEREOF, the Company has executed and delivered this Amendment as of the date first set forth above.

SHIPPERS THIRD LLC

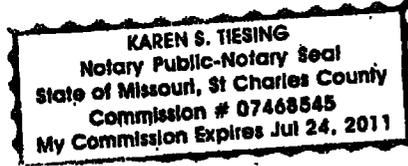
By: American Railcar Leasing LLC,
its managing member

By: 

Name: Todd Emro

Title: Chief Executive Officer

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



On this 7th of July, 2009, before me, personally appeared Todd Emro to me personally known, who being by me duly sworn, says that he is Chief Executive Officer of AMERICAN RAILCAR LEASING LLC, the managing member of SHIPPERS THIRD LLC, that said instrument was signed on the date hereof on behalf of said limited liability 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 limited liability company.



Notary Public

Description of Additional Equipment and Additional Leases

Attached

LESSEE CODE	CONTRACT	RPTG MARK	CAR NUMBER
303	86010002	SHPX	221936
303	86010002	SHPX	221935
303	86010002	SHPX	221934
303	86010002	SHPX	221933
303	86010002	SHPX	221932
303	86010002	SHPX	221931
303	86010002	SHPX	221929
303	86010002	SHPX	221928
303	86010002	SHPX	221927
303	86010002	SHPX	221926
303	86010002	SHPX	221925
303	86010002	SHPX	221924
303	86010002	SHPX	221923
303	86010002	SHPX	221922
303	86010002	SHPX	221921
303	86010002	SHPX	221920
303	86010002	SHPX	221919
303	86010002	SHPX	221918
303	86010002	SHPX	221917
303	86010002	SHPX	221916
303	86010002	SHPX	221915
303	86010002	SHPX	221914
303	86010002	SHPX	221913
303	86010002	SHPX	221912
303	86010002	SHPX	221911
303	86010002	SHPX	221910
303	86010002	SHPX	221909
303	86010002	SHPX	221908
303	86010002	SHPX	221907
303	86010002	SHPX	221906
303	86010002	SHPX	221905
303	86010002	SHPX	221904
303	86010002	SHPX	221903
303	86010002	SHPX	221902
303	86010002	SHPX	221901
303	86010002	SHPX	221900
303	86010002	SHPX	221899
303	86010002	SHPX	221898
303	86010002	SHPX	221897
303	86010002	SHPX	221896
303	86010002	SHPX	221895
303	86010002	SHPX	221894
303	86010002	SHPX	221893
303	86010002	SHPX	221892
303	86010002	SHPX	221891

LESSEE CODE	CONTRACT	RPTG MARK	CAR NUMBER
303	86010002	SHPX	221881
303	86010002	SHPX	221937
303	86010003	SHPX	221961
303	86010003	SHPX	221960
303	86010003	SHPX	221959
303	86010003	SHPX	221958
303	86010003	SHPX	221956
303	86010003	SHPX	221955
303	86010003	SHPX	221954
303	86010003	SHPX	221957
303	86010003	SHPX	221953
303	86010003	SHPX	221952
303	86010003	SHPX	221951
303	86010003	SHPX	221950
303	86010003	SHPX	221949
303	86010003	SHPX	221948
303	86010003	SHPX	221947
303	86010003	SHPX	221946
303	86010003	SHPX	221945
303	86010003	SHPX	221943
303	86010003	SHPX	221942

Total Number of Cars: 66

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/7/09



Robert W. Alvord