

RECORDATION NO. 18816-1111 FILED

APR 29 '04 3:34 PM

SURFACE TRANSPORTATION BOARD

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

April 29, 2004

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. 14, dated as of April 29, 2004, 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 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,
Incorporated)
620 North Second Street
St. Charles, Missouri 63301

Mr. Vernon A. Williams
April 29, 2004
Page Two

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

177 railcars within the following series:

SHPX 206566 – SHPX 206594
SHPX 43980 – SHPX 43998
SHPX 450012 – SHPX 454436
SHPX 221472 – SHPX 221525

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

Supplement No. 14 to Security Agreement

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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

SUPPLEMENT NO. 14 DATED AS OF APRIL 29, 2004 APR 29 '04 3-34 PM
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:

Schedule A to the Loan Agreement shall be amended further by deleting therefrom the Equipment and the Leases (but only to the extent relating to the Equipment) more fully described on Schedule A-2 hereto. Each reference to Schedule A in the Loan Agreement shall be deemed to be a reference to Schedule A as amended by Schedule A-2 hereto, and each reference to the Equipment or Leases in the Loan Agreement shall no longer include the Equipment and the Leases (but only to the extent relating to the Equipment) described on Schedule A-2 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.

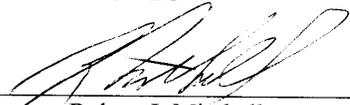
[signature page follows]

SCHEDULE A-2

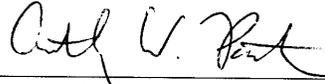
[SCHEDULE OF RELEASED EQUIPMENT]

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

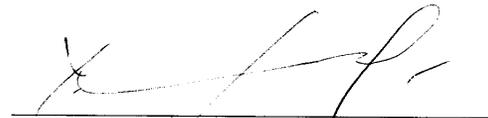
CITIBANK, N.A.

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

[Signature Page to Supplement No. 14]

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

On this 27th day of April, 2004, 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 LLC; that said instrument was signed on behalf of said company on the date hereof by authority of the Executive Committee of ACF Industries LLC; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

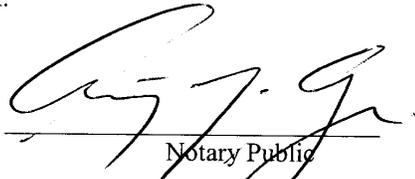


Notary Public

YEVGENY FUNDLER
Notary Public State of New York
No. 02FU6046929
Qualified in New York County
Commission Expires August 21, 2006

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

On this 21 day of April, 2004, 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. Leangelosi
Notary Public, State of New York
No. 01CA0552213
Qualified in Richmond County
Commission Expires January 31, 2006

Lessee	Contract	Rptg Mark	Car Number
CHEMTRADE LOGISTICS (US	77410008	SHPX	206566
CHEMTRADE LOGISTICS (US	77410008	SHPX	206567
CHEMTRADE LOGISTICS (US	77410008	SHPX	206568
CHEMTRADE LOGISTICS (US	77410008	SHPX	206569
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GRAIN PROCESSING CORP	7981	SHPX	43998
GRAIN PROCESSING CORP	7981	SHPX	450012
GRAIN PROCESSING CORP	7981	SHPX	450013

<u>Lessee</u>	<u>Contract</u>	<u>Rptg Mark</u>	<u>Car Number</u>
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Lessee	Contract	Rptg Mark	Car Number
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<u>Lessee</u>	<u>Contract</u>	<u>Rptg Mark</u>	<u>Car Number</u>
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TEXAS PETROCHEMICAL LP	65420040	SHPX	221525

177

Cars