

RECORDATION NO 29613-C

FILED

September 21, 2012 09:30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

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

OF COUNSEL
URBAN A. LESTER

September 21, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Supplement No. 3 to Credit Agreement, Chattel Mortgage and Security Agreement, dated as of September 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Credit Agreement, Chattel Mortgage and Security Agreement previously filed with the Board under Recordation Number 29613.

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

Secured Party:	Sovereign Bank 551 Fifth Avenue New York, New York 10176
Debtor:	American Railcar Leasing LLC 620 North Second Street St. Charles, Missouri 63301
Co-Lead Arranger/ Equipment Co-Agent:	RBS Citizens, N.A. 1 Citizens Plaza Providence, RI 02903

Section Chief
September 21, 2012
Page 2

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

742 railcars: SHPX 94001 – SHPX 94200, WACX 151158 – WACX 151175 and within the series PVC 13510 - PVC 13609, IPBX 17100 – IPBX 17587, ACFX 41911 – ACFX 72909, SHPX 210800 – SHPX 210885, SHPX 222301 – SHPX 222424 and SHPX 450959 - SHPX 458990 as more particularly set forth in the attachment to the document.

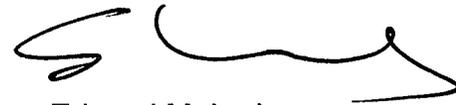
A short summary of the document to appear in the index is:

Supplement No. 3 to Credit Agreement, Chattel Mortgage and Security Agreement.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

SUPPLEMENT NO.3 DATED AS OF SEPTEMBER 21, 2012
TO

CREDIT AGREEMENT, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED AS OF JANUARY 14, 2011
AMONG
AMERICAN RAILCAR LEASING LLC ("DEBTOR"),
THE LENDERS IDENTIFIED THEREIN ("LENDERS"),
SOVEREIGN BANK, AS CO-LEAD ARRANGER AND AGENT ("SECURED PARTY")
AND RBS CITIZENS, N.A., AS CO-LEAD ARRANGER AND EQUIPMENT CO-AGENT

WHEREAS, Debtor and the Secured Party entered into a certain Credit Agreement, Chattel Mortgage and Security Agreement dated as of January 14, 2011 (as amended and supplemented through the date hereof, the "Credit Agreement") pursuant to which the Secured Party and the Lenders 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 Credit Agreement (the "Supplement"); and

WHEREAS, a Memorandum of the Credit Agreement was recorded on January 14, 2011 with the Surface Transportation Board, Recordation No. 29613, and with the Registrar General of Canada, Recordation No. 21248.

1. Definitions. Except as otherwise defined in this Supplement, terms defined in the Credit Agreement or by reference therein are used herein as defined therein.

2. Supplements. The Credit Agreement shall be amended and supplemented as follows:

(a) 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 Credit Agreement. Schedule A to the Credit 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 Credit Agreement. Each reference to Schedule A in the Credit 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 Credit 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.

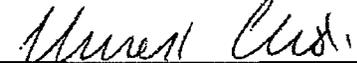
3. Ratification. Except as expressly amended and supplemented hereby, the Credit Agreement is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment or supplement in respect of any term or condition of the Credit Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Credit Agreement.

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.

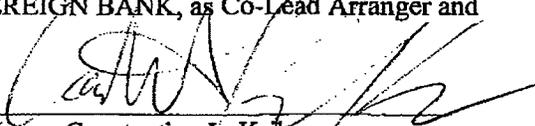
[signature page follows]

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.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Umesh Choksi
Title: President and Chief Executive Officer

SOVEREIGN BANK, as Co-Lead Arranger and Agent

By: 
Name: Constantine L. Krikos
Title: Vice President

RBS CITIZENS, N.A., as Co-Lead Arranger and Equipment Co-Agent

By: _____
Name: Paul Darrigo
Title: Senior Vice President

[Signature Page to Supplement No.3]

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.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi

Name: Umesh Choksi

Title: President and Chief Executive Officer

SOVEREIGN BANK, as Co-Lead Arranger and Agent

By: _____

Name: Constantine L. Krikos

Title: Vice President

RBS CITIZENS, N.A., as Co-Lead Arranger and Equipment Co-Agent

By: Paul Darrigo

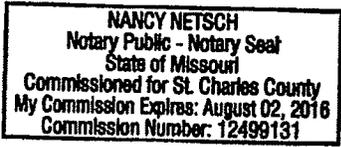
Name: Paul Darrigo

Title: Senior Vice President

[Signature Page to Supplement No.3]

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

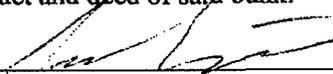
On this 20th day of September, 2012, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he resides in St. Louis County, Missouri and is President and Chief Executive Officer of AMERICAN RAILCAR LEASING LLC; that said instrument was signed on behalf of said company on the date hereof by authority of its governing body; and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Netsch
Notary Public

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

On this 20th day of September, 2012, before me, personally appeared Constantine L. Krikos, to me known, who being by me duly sworn, says that he resides in Chatham, NJ and is Vice President of SOVEREIGN BANK; that said instrument was signed on behalf of said bank, as agent, 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.

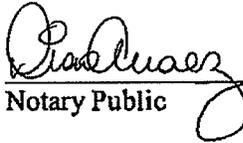


Notary Public

JORGE A. SAAVEDRA
Notary Public, State of New York
No. 41-5008454
Qualified in Queens County
Certificate Filed in New York County
Comission Expires Feb. 22 2015.

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

On this 20 day of September, 2012, before me, personally appeared Paul Darrigo, to me known, who being by me duly sworn, says that he resides in 101 Park Avenue, NYC and is Senior Vice President of RBS CITIZENS, N.A.; that said instrument was signed on behalf of said bank, as agent, 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

*Diana Alvarez
Notary Public, State of New York
no. 0166671379
Qualified in Queens County
Commission Expires July 23, 2015.*

SCHEDULE A-1

Lessee Code	Contract	Rptg Mark	Car Number
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Total Number of Cars:

742

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 9/21/12

Edward M Luria
Edward M. Luria