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SUITE 301
WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1964)

20036

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February 27, 2013

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. 1 to Security Agreement, dated as of February 27, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 30565.

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

Borrower: Longtrain Leasing I, LLC
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, Ohio 45263

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

564 railcars: SHQX 5236, SHQX 5243, SHQX 5251 – SHQX 5369, SHQX 5380 – SHQZ 5394, SHQX 6224 – SHQX 6256, SHQX 6290 – SHQX 6323, SHQX 6344, SHQX 6350 – SHQX 6389, SHQX 6475 – SHQX 6514, SHQX 6525 – SHQX 6549, SHQX 6715 – SHQX 6851 and within the series SHQX 6859 – SHQX 7004 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. 1 to 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 TO SECURITY AGREEMENT
(ADDITIONAL UNITS AND ADDITIONAL LEASE AGREEMENTS)**

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT

SUPPLEMENT NO. 1 (this "*Supplement*") dated as of February 27, 2013 to the Security Agreement, dated as of December 20, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), by and between Longtrain Leasing I, LLC, a Delaware limited liability company (the "*Borrower*"), and Fifth Third Bank, as Secured Party, acting both on its own behalf as Administrative Agent and as the agent for and representative (within the meaning of Section 9-102(a)(72) of the Uniform Commercial Code) of the Lenders (the "*Secured Party*").

WHEREAS, the Security Agreement was recorded on December 20, 2012 with the STB, Recordation No. 30565, and deposited with the RGC, Recordation No. 22199.

Section 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.

Section 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 Lease Agreements (relating to the Equipment but to and only to the extent relating to the Equipment) 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 Borrower hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien (subject to Permitted Liens) on and security interest in all of the Borrower's right, title and interest in and to such Equipment and Lease Agreements relating to the Equipment and agrees that such Equipment and Lease Agreements shall constitute Collateral subject to the grant of security by the Borrower set forth in Section 2.1 of the Security Agreement. Each reference to Schedule A in the Security Agreement, and each reference to Schedule A to the Security Agreement in any other Loan Documents, shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto.

(b) Intentionally Omitted.

(c) It is hereby agreed that each reference to "this Security Agreement" in the Security Agreement, "hereunder", "hereof" or words of like import referring to the Security Agreement, and each reference to the Security Agreement in each of the other Loan Documents, shall be deemed to be a reference to the Security Agreement as amended and supplemented by this Supplement.

Section 3. Intentionally Omitted.

Section 4. Ratification. 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.

Section 5. 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.

Section 6. Governing Law; Binding Effect. IN ACCORDANCE WITH SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW, THIS SUPPLEMENT, INCLUDING THE VALIDITY THEREOF, SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO ITS OTHER CONFLICT OF LAWS PRINCIPLES. This Supplement shall be binding on the undersigned and its successors and permitted assigns and shall inure to the benefit of each of the Secured Party and the Borrower and its affiliates and their respective successors and assigns.

[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.

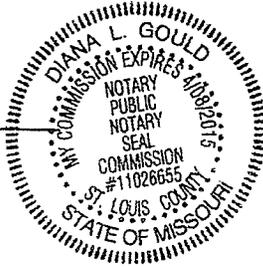
LONGTRAIN LEASING I, LLC, AS BORROWER

By: Dale C Davies
Name: Dale C DAVIES
Title: Sr VP CFO

Before me:

Diana L Gould
Notary Public

February 15, 2013



FIFTH THIRD BANK, AS SECURED PARTY

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

Before me:

Notary Public

February ____, 2013

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.

LONGTRAIN LEASING I, LLC, AS BORROWER

By: _____
Name: _____
Title: _____

Before me:

Notary Public

February __, 2013

FIFTH THIRD BANK, AS SECURED PARTY

By: *Thomas J. Merkle*
Name: THOMAS J. MERKLE
Title: Vice President

By: _____
Name: _____
Title: _____

Before me:

Elaine Ellis
Notary Public

February 16, 2013

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2017



Acknowledged and Agreed

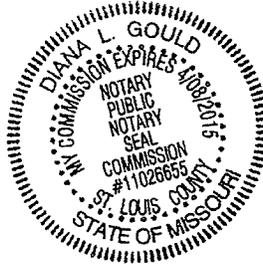
AMERICAN RAILCAR INDUSTRIES, INC.

By: James Cowan
Name: James Cowan
Title: President + CEO

Before me:

Diana L. Gould
Notary Public

February 15, 2013



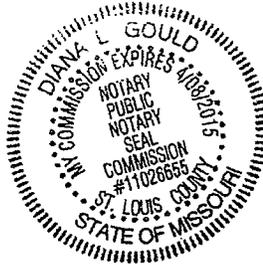
AMERICAN RAILCAR LEASING LLC

By: Steven Unger
Name: TREASURER STEVEN UNGER
Title: TREASURER

Before me:

Diana L. Gould
Notary Public

February 15, 2013



SCHEDULE A-1

SCHEDULE OF ADDITIONAL EQUIPMENT AND LEASE AGREEMENTS

See attached.

Car ID	Lessee Code	Contract
SHQX006224	1024	89790000
SHQX006225	1024	89790000
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SHQX006227	1024	89790000
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Car ID	Lessee Code	Contract
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Car ID	Lessee Code	Contract
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SHQX005368	1951	89920001
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SHQX005294	1951	89920001

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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: 2/27/13

Edward M Luria
Edward M. Luria