

RECORDATION NO. 22198 FILED A

AUG 19 '99

11-20AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

August 19, 1999

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. 1 to the Security Agreement, dated as of August 19, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 22198.

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

Debtor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Mercantile Bank National Association
One Mercantile Center
St. Louis, Missouri 63101

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

set forth on Schedule A attached hereto

Kimp. Bartman

Mr. Vernon A. Williams
August 19, 1999
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Also enclosed is a check in the amount of \$26.00 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 "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Schedule A

Lessee	Contract	Rptg Mark	Car Number
BIOPRODUCTS	7391	SHPX	202480
BIOPRODUCTS	7391	SHPX	202481
BIOPRODUCTS	7391	SHPX	202484
BIOPRODUCTS Count			3
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43018
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43019
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43020
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43021
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43022
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43023
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43024
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43025
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43026
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43027
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43028
DSM CHEMICALS NORTH AMERICA	7309	SHPX	43029
DSM CHEMICALS NORTH AMERICA Count			12
GRAIN PROCESSING CORP	7318	SHPX	202404
GRAIN PROCESSING CORP	7318	SHPX	202405
GRAIN PROCESSING CORP	7318	SHPX	202406
GRAIN PROCESSING CORP	7318	SHPX	202407
GRAIN PROCESSING CORP	7318	SHPX	202408
GRAIN PROCESSING CORP	7318	SHPX	202409
GRAIN PROCESSING CORP	7318	SHPX	202410
GRAIN PROCESSING CORP	7318	SHPX	202411
GRAIN PROCESSING CORP	7318	SHPX	202412
GRAIN PROCESSING CORP	7347	SHPX	201872
GRAIN PROCESSING CORP	7347	SHPX	201873
GRAIN PROCESSING CORP	7347	SHPX	201889
GRAIN PROCESSING CORP	7347	SHPX	201890
GRAIN PROCESSING CORP	7347	SHPX	201891
GRAIN PROCESSING CORP	7347	SHPX	201894
GRAIN PROCESSING CORP	7347	SHPX	201896
GRAIN PROCESSING CORP Count			16
OMYA INCORPORATED	73390001	SHPX	201855
OMYA INCORPORATED	73390001	SHPX	201857
OMYA INCORPORATED	73390001	SHPX	201858
OMYA INCORPORATED	73390001	SHPX	201859
OMYA INCORPORATED	73390001	SHPX	201860
OMYA INCORPORATED	73390001	SHPX	201861
OMYA INCORPORATED	73390001	SHPX	201862
OMYA INCORPORATED	73390001	SHPX	201863
OMYA INCORPORATED	73390001	SHPX	201865
OMYA INCORPORATED	73390001	SHPX	201870
OMYA INCORPORATED	73390001	SHPX	201962
OMYA INCORPORATED	73390001	SHPX	201964
OMYA INCORPORATED	73390001	SHPX	201966
OMYA INCORPORATED	73390001	SHPX	201967
OMYA INCORPORATED	73390001	SHPX	201968
OMYA INCORPORATED	73390001	SHPX	201981
OMYA INCORPORATED	73390001	SHPX	201983
OMYA INCORPORATED	73390002	SHPX	201866

Schedule A

Lessee	Contract	Rptg Mark	Car Number
OMYA INCORPORATED	73390002	SHPX	201869
OMYA INCORPORATED	73390002	SHPX	201871
OMYA INCORPORATED	73390002	SHPX	201957
OMYA INCORPORATED	73390002	SHPX	201958
OMYA INCORPORATED	73390002	SHPX	201959
OMYA INCORPORATED	73390002	SHPX	201960
OMYA INCORPORATED	73390002	SHPX	201963
OMYA INCORPORATED	73390002	SHPX	201965
OMYA INCORPORATED	73390002	SHPX	201972
OMYA INCORPORATED	73390002	SHPX	201973
OMYA INCORPORATED	73390002	SHPX	201974
OMYA INCORPORATED	73390002	SHPX	201977
OMYA INCORPORATED	73390002	SHPX	201979
OMYA INCORPORATED	73390002	SHPX	201980
OMYA INCORPORATED	73390002	SHPX	201982
OMYA INCORPORATED	73390002	SHPX	201984
OMYA INCORPORATED	73390002	SHPX	201986
OMYA INCORPORATED	73390002	SHPX	201988
OMYA INCORPORATED	73390002	SHPX	201989
OMYA INCORPORATED	73390002	SHPX	201991
OMYA INCORPORATED	73390002	SHPX	201992
OMYA INCORPORATED	73390002	SHPX	201993
OMYA INCORPORATED Count			40
Grand Count			71

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SUPPLEMENT NO. 1
SECURITY AGREEMENT

This is Supplement No. 1 to the Security Agreement dated as of June 18, 1999 (the "Agreement") by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and MERCANTILE BANK NATIONAL ASSOCIATION (the "Bank").

1. This Supplement is executed and delivered pursuant to the Agreement in order to more particularly identify certain of the Collateral which the Debtor has assigned and granted, or does hereby assign and grant, a security interest in and to the Bank, and to confirm the assignment under, and security interest created by, the Agreement with respect to such Collateral. Any term defined in the Agreement and used herein shall have the meaning as defined therein.

2. The Debtor has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Bank, its successors and assigns, and does hereby transfer, convey, warrant, mortgage, deliver, pledge, assign and grant to the Bank a security interest in, in each case pursuant to the Agreement and as collateral security for payment and performance of the Obligations (as such term is defined in the Agreement), all and singular of the Debtor's rights, title and interest in and to the following Collateral described in paragraphs 2(a), 2(b) and 2(c) hereof:

(a) All of the railroad rolling stock and standard gauge rolling stock listed on Schedule A hereto together with all accessories, accessions, equipment, parts, additions, attachments and appurtenances that are at any time appertaining, attached, affixed or related thereto, and all substitutions, renewals or replacements thereof and additions, improvements, accessions and accumulations thereto together with all records, rents, mileage credits earned, issues, income, profits and avails therefrom and the proceeds thereof (the "Equipment").

(b) All right, title, interest, claims and demands of the Debtor in, to and under each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) now or hereafter entered into relating to the Equipment but to and only to the extent relating to the Equipment (each such portion of such lease being an "Equipment Lease"), including any extensions of the term of every Equipment Lease, all of Debtor's rights under any

Equipment Lease to make determinations, to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to an Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of the Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to take any action which (in the opinion of the Secured Party) may be necessary or advisable in connection with any of the foregoing insofar, but only insofar, as such rights relate to the Equipment which is subject to such Equipment Leases, all records related to the Equipment Leases and all payments due and to become due under any Equipment Lease, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Equipment.

(c) All products and proceeds of any of the foregoing in whatever form, including (without limitation) insurance proceeds and any claims against third parties for loss or damage to or destruction of any or all of the foregoing and cash, negotiable instruments and other instruments for the payment of money, chattel paper, security agreements or other documents.

3. All provisions of the Agreement and the Revolving Credit Agreement dated June 18, 1999, among the Debtor, the other borrowers party thereto and the Bank (the "Credit Facility"), are hereby incorporated in this Supplement and made a part hereof. Schedule A hereto shall be deemed an addition to, and part of, Schedule A to the Agreement. By their execution and delivery of this Supplement, the parties hereto hereby reaffirm all of the provisions of the Agreement and the Credit Facility.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 19th day of August, 1999.

ACF INDUSTRIES, INCORPORATED

By: Umesh Choksi

Name: Umesh Choksi

Title: Treasurer

MERCANTILE BANK NATIONAL
ASSOCIATION

By: _____

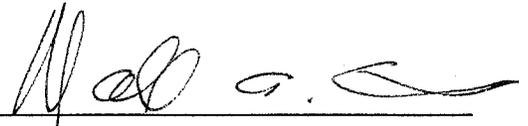
Name:

Title:

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

On this 17 day of August, 1999, before me, personally appeared ^{Umesh} Choksi, to me known, who being by me duly sworn, says that he resides in St. Louis, MO and is Treasurer of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation 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 corporation.





Notary Public

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

On this ____ day of August, 1999, before me, personally appeared _____, to me known, who being by me duly sworn, says that he resides in _____ and is _____ of MERCANTILE BANK NATIONAL ASSOCIATION; 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

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of this 19 day of August, 1999.

ACF INDUSTRIES, INCORPORATED

By: _____
Name: _____
Title: _____

MERCANTILE BANK NATIONAL
ASSOCIATION

By: Timothy W. Hassler
Name: Timothy W. Hassler
Title: Vice President

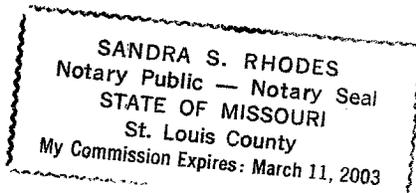
STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this ___ day of August, 1999, before me, personally appeared _____, to me known, who being by me duly sworn, says that he resides in _____ and is _____ of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation 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 corporation.

Notary Public

STATE OF MISSOURI)
) ss.:
CITY OF ST. LOUIS)

On this ___ day of August, 1999, before me, personally appeared Timothy W. Hassler, to me known, who being by me duly sworn, says that he resides in St. Louis County and is V.P. of MERCANTILE BANK NATIONAL ASSOCIATION; 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.



Sandra S. Rhodes
Notary Public

Schedule A

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OMYA INCORPORATED	73390002	SHPX	201979
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Grand Count			71