

RECORDATION NO. 20568-S FILED

DEC 15 '00 3-39 PM

TS
SURFACE TRANSPORTATION BOARD

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

December 15, 2000

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 two (2) copies of an Amendment to Supplement No. 3 to ACF Loan Security Agreement, dated as of September 1, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the ACF Loan Security Agreement which as previously filed with the Board under Recordation Number 20568-C.

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

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

Grantor: Railcar Leasing, L.L.C.
P.O. Box 98135
Las Vegas, Nevada 89193

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

One railcar ACFX 57980

Mr. Vernon Williams
December 15, 2000
Page Two

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

Amendment to Supplement No. 3 to ACF Loan Security Agreement
Agreement, between ACF Industries, Incorporated, Secured Party,
Railcar Leasing, L.L.C., Grantor, correcting one railcar ACFX 57980.

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 copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**Amendment To
Supplement No. 3
To ACF Loan Security Agreement
dated as of June 15, 2000**

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WHEREAS that certain Supplement No. 3 to ACF Loan Security Agreement dated as of June 15, 2000 between Railcar Leasing, L.L.C., as grantor, and ACF Industries, Incorporated, as secured party, was filed with the Registrar General of Canada and the U.S. Surface Transportation Board on August 30, 2000 ("ACF Supplement");

WHEREAS the ACF Supplement identified the reporting mark of a certain unit of railroad equipment listed in Schedule 1A thereto as being "ACFX 59780" (the "Misidentified Unit"); and

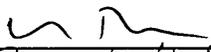
WHEREAS the correct reporting mark of the Misidentified Unit is "ACFX 57980".

NOW, THEREFORE, IT IS HEREBY AGREED that in order to show for the public record the correct reporting mark of the Misidentified Unit, Schedule 1A to the ACF Supplement is correspondingly amended.

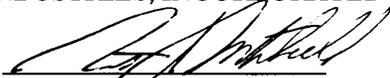
IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized as of September 1, 2000.

RAILCAR LEASING, L.L.C.,

**By: AARDVARK RAILCAR, INC., solely in its
capacity as Administrative Manager**

By: 
Name: Robert H. Tucker
Title: Executive Vice President

ACF INDUSTRIES, INCORPORATED

By: 
Name: Robert Mitchell
Title: Senior V.P.

STATE OF NY)
) SS
COUNTY OF NY)

On this 30 day of November, 2000 before me personally appeared Robert Mitchell, who being duly sworn, says that he/she is the Senior V.P. of **ACF INDUSTRIES, INCORPORATED**, that the foregoing instrument was signed on behalf of the Corporation, and acknowledged that the execution of said instrument was his/her free act and deed.

Keith Schaffkin
Notary Public

My Commission Expires:

KEITH SCHAFFKIN
Notary Public, State of New York
No. 02SC5023655
Qualified in Westchester County
Commission Expires February 14, 2002

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 28th day of September, 2000 before me personally appeared Robert H. Tucker, who being duly sworn, says that he is the Executive Vice President of **AARDVARK RAILCAR, INC.**, Administrative Manager of Railcar Leasing, L.L.C., that the foregoing instrument was signed on behalf of the Corporation, and acknowledged that the execution of said instrument was his free act and deed.

Lynda Clayton
Notary Public

My Commission Expires:

4/9/01

