

RECORDATION NO. 22198-L FILED

JAN 31 '01 10-09 AM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

January 31, 2001

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. 6 to Amended and Restated Security Agreement, dated as of January 31, 2001, 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:	Firststar Bank, N.A. (successor to Mercantile Bank National Association) One Mercantile Center St. Louis, Missouri 63101

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

178 railcars within the series SHPX 43232 - SHPX 464034

Mr. Vernon Williams
January 31, 2001
Page Two

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

Supplement No. 6 to the Amended and Restated Security Agreement between ACF Industries, Incorporated and Firststar Bank, N.A. (successor to Mercantile Bank) covering 178 railcars within the series SHPX 43232 - SHPX 464034.

Also enclosed is a check in the amount of \$27.00 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 22198-L FILED

JAN 31 '01 10-09 AM

SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. 6 TO
AMENDED AND RESTATED SECURITY AGREEMENT

This is Supplement No. 6 to the Amended and Restated Security Agreement dated as of November 10, 1999 (the "Agreement"), by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and FIRSTAR BANK, N.A., a successor to MERCANTILE BANK NATIONAL ASSOCIATION, AS AGENT (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 assigned, mortgaged, pledged, hypothecated, transferred and set over to the Bank, its successors and assigns, and does hereby assign, mortgage, pledge, hypothecate, transfer, set over 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 parts, attachments, accessions, accessories, equipment, appurtenances and additions that are at any time appertaining, attached, affixed or related thereto whether now owned or hereafter acquired, and all substitutions, renewals or replacements thereof and additions, improvements, accessions and accumulations thereto, wherever located, together with all records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom (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 any 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

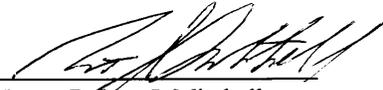
connection with any of the foregoing insofar, but only insofar, as such rights relate to the Equipment which is subject to such Equipment Leases, all records related to the Equipment Leases and all payments due and to become due under any Equipment Lease, whether as contractual obligations, damages, 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.

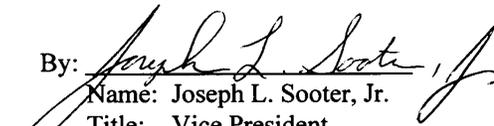
[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 31st day of January, 2001.

ACF INDUSTRIES, INCORPORATED

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

FIRSTAR BANK, N.A. AS A SUCCESSOR TO
MERCANTILE BANK NATIONAL
ASSOCIATION, AS AGENT

By: 
Name: Joseph L. Sooter, Jr.
Title: Vice President

[Signature Page to Supplement No. 6 to Amended and Restated Security Agreement]

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

On this 29th day of January, 2001, before me, personally appeared Joseph L. Sooter, Jr., to me known, who being by me duly sworn, says that he resides in St. Louis, Missouri and is Vice President of FIRSTAR BANK, 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.



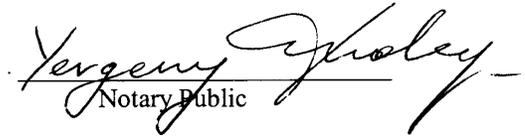
Tonie R. Hampton

Notary Public

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

On this 30th day of January, 2001, 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, 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.

YEVGENY FUNDLER
Notary Public, State of New York
No. 02FU6046929
Qualified in New York County
Commission Expires August 21, 2002


Notary Public

SCHEDULE A

<u>Lessee</u>	<u>Contract</u>	<u>Rptg Mark</u>	<u>Car Number</u>
AKZO NOBEL CHEMICALS INC	45100067	SHPX	220929
BASF CORPORATION	71140068	SHPX	458764
BASF CORPORATION	71140068	SHPX	458766
BASF CORPORATION	71140068	SHPX	458768
BASF CORPORATION	71140068	SHPX	458769
BASF CORPORATION	71140068	SHPX	458771
BASF CORPORATION	71140068	SHPX	458774
BASF CORPORATION	71140068	SHPX	458777
BASF CORPORATION	71140068	SHPX	458781
BASF CORPORATION	71140068	SHPX	458783
BASF CORPORATION	71140068	SHPX	458784
BASF CORPORATION	71140068	SHPX	458786
BASF CORPORATION	71140068	SHPX	458790
BASF CORPORATION	71140068	SHPX	458791
BASF CORPORATION	71140068	SHPX	458794
BASF CORPORATION	71140068	SHPX	458799
BASF CORPORATION	71140068	SHPX	458800
BASF CORPORATION	71140068	SHPX	458808
BASF CORPORATION	71140068	SHPX	458824
CYRO INDUSTRIES	75290002	SHPX	203561
CYRO INDUSTRIES	75290002	SHPX	203562
CYRO INDUSTRIES	75290002	SHPX	203563
CYRO INDUSTRIES	75290002	SHPX	203564
CYRO INDUSTRIES	75290002	SHPX	203565
CYRO INDUSTRIES	75290002	SHPX	203566
CYRO INDUSTRIES	75290002	SHPX	203567
CYRO INDUSTRIES	75290002	SHPX	203568
CYRO INDUSTRIES	75290002	SHPX	203569
CYRO INDUSTRIES	75290002	SHPX	203570
CYRO INDUSTRIES	75290002	SHPX	203571
CYRO INDUSTRIES	75290002	SHPX	203572
CYRO INDUSTRIES	75290002	SHPX	203573
CYRO INDUSTRIES	75290002	SHPX	203574
CYRO INDUSTRIES	75290002	SHPX	203575
CYRO INDUSTRIES	75290002	SHPX	203576
CYRO INDUSTRIES	75290002	SHPX	203577
CYRO INDUSTRIES	75290002	SHPX	203578
CYRO INDUSTRIES	75290002	SHPX	203579
ESSROC MATERIALS INC	7613	SHPX	432057
HUNTSMAN POLYMERS	75760002	SHPX	463907
HUNTSMAN POLYMERS	75760002	SHPX	463924
HUNTSMAN POLYMERS	75760002	SHPX	463933
HUNTSMAN POLYMERS	75760002	SHPX	463949
HUNTSMAN POLYMERS	75760002	SHPX	463950
HUNTSMAN POLYMERS	75760002	SHPX	463951
HUNTSMAN POLYMERS	75760002	SHPX	463952
HUNTSMAN POLYMERS	75760002	SHPX	463953
HUNTSMAN POLYMERS	75760002	SHPX	463954
HUNTSMAN POLYMERS	75760002	SHPX	463955

<u>Lessee</u>	<u>Contract</u>	<u>Rptg Mark</u>	<u>Car Number</u>
HUNTSMAN POLYMERS	75760002	SHPX	463956
HUNTSMAN POLYMERS	75760002	SHPX	463958
HUNTSMAN POLYMERS	75760002	SHPX	463959
HUNTSMAN POLYMERS	75760002	SHPX	463962
HUNTSMAN POLYMERS	75760002	SHPX	463963
HUNTSMAN POLYMERS	75760002	SHPX	463964
HUNTSMAN POLYMERS	75760002	SHPX	463965
HUNTSMAN POLYMERS	75760002	SHPX	463966
HUNTSMAN POLYMERS	75760002	SHPX	463967
HUNTSMAN POLYMERS	75760002	SHPX	463968
HUNTSMAN POLYMERS	75760002	SHPX	463969
HUNTSMAN POLYMERS	75760002	SHPX	463970
HUNTSMAN POLYMERS	75760002	SHPX	463971
HUNTSMAN POLYMERS	75760002	SHPX	463972
HUNTSMAN POLYMERS	75760002	SHPX	463973
HUNTSMAN POLYMERS	75760002	SHPX	463974
HUNTSMAN POLYMERS	75760002	SHPX	463975
HUNTSMAN POLYMERS	75760002	SHPX	463976
HUNTSMAN POLYMERS	75760002	SHPX	463977
HUNTSMAN POLYMERS	75760002	SHPX	463978
HUNTSMAN POLYMERS	75760002	SHPX	463979
HUNTSMAN POLYMERS	75760002	SHPX	463980
HUNTSMAN POLYMERS	75760002	SHPX	463981
HUNTSMAN POLYMERS	75760002	SHPX	463982
HUNTSMAN POLYMERS	75760002	SHPX	463983
HUNTSMAN POLYMERS	75760002	SHPX	463984
HUNTSMAN POLYMERS	75760002	SHPX	463985
HUNTSMAN POLYMERS	75760002	SHPX	463986
HUNTSMAN POLYMERS	75760002	SHPX	463987
HUNTSMAN POLYMERS	75760002	SHPX	463988
HUNTSMAN POLYMERS	75760002	SHPX	463989
HUNTSMAN POLYMERS	75760002	SHPX	463990
HUNTSMAN POLYMERS	75760002	SHPX	463991
HUNTSMAN POLYMERS	75760002	SHPX	463992
HUNTSMAN POLYMERS	75760002	SHPX	463993
HUNTSMAN POLYMERS	75760002	SHPX	463994
HUNTSMAN POLYMERS	75760002	SHPX	463995
HUNTSMAN POLYMERS	75760002	SHPX	463996
HUNTSMAN POLYMERS	75760002	SHPX	463997
HUNTSMAN POLYMERS	75760002	SHPX	463998
HUNTSMAN POLYMERS	75760002	SHPX	463999
HUNTSMAN POLYMERS	75760002	SHPX	464000
HUNTSMAN POLYMERS	75760002	SHPX	464001
HUNTSMAN POLYMERS	75760002	SHPX	464002
HUNTSMAN POLYMERS	75760002	SHPX	464003
HUNTSMAN POLYMERS	75760002	SHPX	464004
HUNTSMAN POLYMERS	75760002	SHPX	464005
HUNTSMAN POLYMERS	75760002	SHPX	464006
HUNTSMAN POLYMERS	75760002	SHPX	464007

Lessee	Contract	Rptg Mark	Car Number
HUNTSMAN POLYMERS	75760002	SHPX	464008
HUNTSMAN POLYMERS	75760002	SHPX	464009
HUNTSMAN POLYMERS	75760002	SHPX	464010
HUNTSMAN POLYMERS	75760002	SHPX	464011
HUNTSMAN POLYMERS	75760002	SHPX	464012
HUNTSMAN POLYMERS	75760002	SHPX	464013
HUNTSMAN POLYMERS	75760002	SHPX	464014
HUNTSMAN POLYMERS	75760002	SHPX	464015
HUNTSMAN POLYMERS	75760002	SHPX	464016
HUNTSMAN POLYMERS	75760002	SHPX	464017
HUNTSMAN POLYMERS	75760002	SHPX	464018
HUNTSMAN POLYMERS	75760002	SHPX	464019
HUNTSMAN POLYMERS	75760002	SHPX	464020
HUNTSMAN POLYMERS	75760002	SHPX	464021
HUNTSMAN POLYMERS	75760002	SHPX	464023
HUNTSMAN POLYMERS	75760002	SHPX	464024
HUNTSMAN POLYMERS	75760002	SHPX	464025
HUNTSMAN POLYMERS	75760002	SHPX	464026
HUNTSMAN POLYMERS	75760002	SHPX	464027
HUNTSMAN POLYMERS	75760002	SHPX	464028
HUNTSMAN POLYMERS	75760002	SHPX	464029
HUNTSMAN POLYMERS	75760002	SHPX	464030
HUNTSMAN POLYMERS	75760002	SHPX	464031
HUNTSMAN POLYMERS	75760002	SHPX	464032
HUNTSMAN POLYMERS	75760002	SHPX	464033
HUNTSMAN POLYMERS	75760002	SHPX	464034
MACINTYRE FUELS, INC	7584	SHPX	204029
MACINTYRE FUELS, INC	7584	SHPX	204030
MACINTYRE FUELS, INC	7584	SHPX	204031
MACINTYRE FUELS, INC	7584	SHPX	204032
P4 PRODUCTIONS, LLC	7566	SHPX	203821
P4 PRODUCTIONS, LLC	7566	SHPX	203824
P4 PRODUCTIONS, LLC	7566	SHPX	203826
P4 PRODUCTIONS, LLC	7566	SHPX	203828
P4 PRODUCTIONS, LLC	7566	SHPX	203829
P4 PRODUCTIONS, LLC	7566	SHPX	203830
P4 PRODUCTIONS, LLC	7566	SHPX	203831
P4 PRODUCTIONS, LLC	7566	SHPX	203832
P4 PRODUCTIONS, LLC	7566	SHPX	203833
P4 PRODUCTIONS, LLC	7566	SHPX	203834
P4 PRODUCTIONS, LLC	7566	SHPX	203835
P4 PRODUCTIONS, LLC	7566	SHPX	203836
P4 PRODUCTIONS, LLC	7566	SHPX	203837
P4 PRODUCTIONS, LLC	7566	SHPX	203838
P4 PRODUCTIONS, LLC	7566	SHPX	203839
P4 PRODUCTIONS, LLC	7566	SHPX	203840
P4 PRODUCTIONS, LLC	7566	SHPX	203841
P4 PRODUCTIONS, LLC	7566	SHPX	203842
P4 PRODUCTIONS, LLC	7566	SHPX	203843

Lessee	Contract	Rptg Mark	Car Number
P4 PRODUCTIONS, LLC	7566	SHPX	203844
P4 PRODUCTIONS, LLC	7566	SHPX	203845
P4 PRODUCTIONS, LLC	7566	SHPX	203846
P4 PRODUCTIONS, LLC	7566	SHPX	203847
P4 PRODUCTIONS, LLC	7566	SHPX	203848
P4 PRODUCTIONS, LLC	7566	SHPX	203849
P4 PRODUCTIONS, LLC	7566	SHPX	203850
P4 PRODUCTIONS, LLC	7566	SHPX	203851
P4 PRODUCTIONS, LLC	7566	SHPX	203852
P4 PRODUCTIONS, LLC	7566	SHPX	203853
P4 PRODUCTIONS, LLC	7566	SHPX	203854
P4 PRODUCTIONS, LLC	7566	SHPX	203855
P4 PRODUCTIONS, LLC	7566	SHPX	203856
P4 PRODUCTIONS, LLC	7566	SHPX	203857
P4 PRODUCTIONS, LLC	7566	SHPX	203858
P4 PRODUCTIONS, LLC	7566	SHPX	203859
P4 PRODUCTIONS, LLC	7566	SHPX	203860
P4 PRODUCTIONS, LLC	7566	SHPX	203862
P4 PRODUCTIONS, LLC	7566	SHPX	203863
P4 PRODUCTIONS, LLC	7566	SHPX	203864
P4 PRODUCTIONS, LLC	7566	SHPX	203866
P4 PRODUCTIONS, LLC	7566	SHPX	203868
P4 PRODUCTIONS, LLC	7566	SHPX	203869
PHIBRO-TECH, INC	7551	SHPX	240399
PROCTER AND GAMBLE MFG CO	96750403	SHPX	43232
PROCTER AND GAMBLE MFG CO	96750403	SHPX	43254
UNILEVER HPC NA	7580	SHPX	203889
UNILEVER HPC NA	7580	SHPX	203890
UNILEVER HPC NA	7580	SHPX	203893
UNILEVER HPC NA	7580	SHPX	203894
UNILEVER HPC NA	7580	SHPX	203898

178 Cars