

RECORDATION NO. 22198-9 FILED

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MAY 23 '01 19-89 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

May 23, 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. 9 to Amended and Restated Security Agreement, dated as of May 23, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Security Agreement previously filed with the Board under Recordation Number 22198-C.

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:

164 railcars within the series SHPX 43422 - SHPX 221080

Mr. Vernon Williams
May 23, 2001
Page Two

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

Supplement No. 9 to the Amended and Restated Security Agreement
between ACF Industries, Incorporated and Firststar Bank, N.A. (successor
to Mercantile Bank).

Also enclosed is a check in the amount of \$28.00 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

SUPPLEMENT NO. 9 TO
AMENDED AND RESTATED SECURITY AGREEMENT

This is Supplement No. 9 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

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SURFACE TRANSPORTATION BOARD

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.

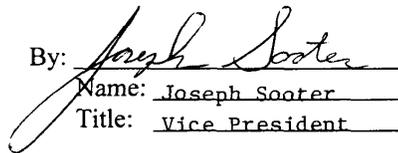
[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 23rd day of May, 2001.

ACF INDUSTRIES, INCORPORATED

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

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

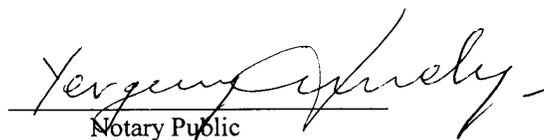
By: 
Name: Joseph Sooter
Title: Vice President

[Signature Page to Supplement No. 9 to Amended and Restated Security Agreement]

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

On this 21st day of May, 2001, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that she 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

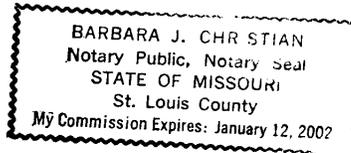
YEVGENY FUNDLER
Notary Public, State of New York
No. 02FU6046929
Qualified in New York County
Commission Expires August 21, 2002



Notary Public

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

On this 18th day of May, 2001, before me, personally appeared Joseph Sooter , to me known, who being by me duly sworn, says that he resides in 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.



Barbara J. Christian
Notary Public

SCHEDULE A

5/21/01 3:51 PM

1

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
5	AG PROCESSING	56650032	SHPX	204549
5	AG PROCESSING	56650032	SHPX	204550
5	AG PROCESSING	56650032	SHPX	204551
5	AG PROCESSING	56650032	SHPX	204552
5	AG PROCESSING	56650032	SHPX	204553
5	AG PROCESSING	56650032	SHPX	204554
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43422
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43423
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43424
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43425
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43426
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43427
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43428
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43429
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43430
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43431
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43432
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43433
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43436
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45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43441
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43444
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43446
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43447
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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221042
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221043
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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221047
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221048
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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221065
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221066

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221068
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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221072
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221073
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221074
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221075
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221076
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221077
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221078
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221079
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221080
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464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43714
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43715
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43716
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43717
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43718
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43719
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43720
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43721
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43722
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43723
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43724
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43725
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43726
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43727
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43728
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464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43730
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1021	ADM MILLING COMPANY	7732	SHPX	204460
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1021	ADM MILLING COMPANY	7732	SHPX	204469
1021	ADM MILLING COMPANY	7732	SHPX	204470
1021	ADM MILLING COMPANY	7732	SHPX	204471
1021	ADM MILLING COMPANY	7732	SHPX	204472

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
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1021	ADM MILLING COMPANY	7732	SHPX	204475
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1021	ADM MILLING COMPANY	7732	SHPX	204478
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1021	ADM MILLING COMPANY	7732	SHPX	204480
1021	ADM MILLING COMPANY	7732	SHPX	204481
1021	ADM MILLING COMPANY	7732	SHPX	204482
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1021	ADM MILLING COMPANY	7732	SHPX	204484
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1021	ADM MILLING COMPANY	7732	SHPX	204486
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1021	ADM MILLING COMPANY	7732	SHPX	204489
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1021	ADM MILLING COMPANY	7732	SHPX	204492
1021	ADM MILLING COMPANY	7732	SHPX	204493
1021	ADM MILLING COMPANY	7732	SHPX	204494
1021	ADM MILLING COMPANY	7732	SHPX	204495
1401	MAGNESIUM CORPORATION O	7597	SHPX	220979
1482	OMYA INCORPORATED	7592	SHPX	204023
1482	OMYA INCORPORATED	7592	SHPX	204025
1482	OMYA INCORPORATED	7592	SHPX	204026
1482	OMYA INCORPORATED	7592	SHPX	204097
1482	OMYA INCORPORATED	7592	SHPX	204098
1482	OMYA INCORPORATED	7592	SHPX	204099
1482	OMYA INCORPORATED	7592	SHPX	204100
1482	OMYA INCORPORATED	7592	SHPX	204101
1482	OMYA INCORPORATED	7592	SHPX	204102
1482	OMYA INCORPORATED	7592	SHPX	204103
1482	OMYA INCORPORATED	7592	SHPX	204104
1482	OMYA INCORPORATED	7592	SHPX	204105
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1482	OMYA INCORPORATED	7592	SHPX	204111
1482	OMYA INCORPORATED	7592	SHPX	204112
1482	OMYA INCORPORATED	7592	SHPX	204113
1482	OMYA INCORPORATED	7592	SHPX	204114
1482	OMYA INCORPORATED	7592	SHPX	204115
1482	OMYA INCORPORATED	7592	SHPX	204116
1482	OMYA INCORPORATED	7592	SHPX	204117
1482	OMYA INCORPORATED	7592	SHPX	204118

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
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1482	OMYA INCORPORATED	7592	SHPX	204121
1482	OMYA INCORPORATED	7592	SHPX	204122
1482	OMYA INCORPORATED	7592	SHPX	204123
1482	OMYA INCORPORATED	7592	SHPX	204124
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1482	OMYA INCORPORATED	7592	SHPX	204126
1482	OMYA INCORPORATED	7592	SHPX	204127
1482	OMYA INCORPORATED	7592	SHPX	204128
1482	OMYA INCORPORATED	7592	SHPX	204129
1482	OMYA INCORPORATED	7592	SHPX	204130
1482	OMYA INCORPORATED	7592	SHPX	204131
1482	OMYA INCORPORATED	7592	SHPX	204132
1482	OMYA INCORPORATED	7592	SHPX	204133
1482	OMYA INCORPORATED	7592	SHPX	204134
1482	OMYA INCORPORATED	7592	SHPX	204135

164 Cars