

RECORDATION NO. 18816-LL FILED

JUL - 5 '01 10-43 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 5, 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. 23, dated as of July 5, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Loan, Chattel Mortgage and Security Agreement previously filed with the Commission under Recordation Number 18816.

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: European American Bank
335 Madison Avenue
New York, New York 10017

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

Two hundred and ninety (290) railcars ADDED to the Security Agreement within the series SHPX 43422 - SHPX 462353

Mr. Vernon A. Williams
July 5, 2001
Page Two

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

Supplement No. 23 to Security Agreement between ACF Industries,
Incorporated, Debtor, and European American Bank, Secured Party.

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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 18816-22 FILED

JUL - 5 '01 10-43 AM

SUPPLEMENT NO. 23
TO
LOAN, CHATTEL MORTGAGE & SECURITY AGREEMENT
SURFACE TRANSPORTATION BOARD

SUPPLEMENT No. 23 dated as of July 5, 2001 (this "Supplement") to the Loan, Chattel Mortgage & Security Agreement dated as of May 24, 1994 (as amended, supplemented or modified from time to time, the "Security Agreement"), by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and EUROPEAN AMERICAN BANK (the "Secured Party").

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.

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 Equipment Leases 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 Debtor hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to such Equipment and Equipment Leases and agrees that such Equipment and Equipment Leases shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 2.01 of the Security Agreement. Each reference to "Schedule A" in the Security Agreement, and each reference to "Schedule A to the Security Agreement" in the Loan Agreement or any other Loan documents, shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to "Equipment" or "Equipment Lease" in the Loan Agreement or any other of Loan documents shall be deemed to include a reference to the Equipment and the Equipment Leases described on Schedule A-1 hereto.

(b) It is hereby agreed that each reference to the "Security Agreement" and "this Agreement" in the Security Agreement, and each reference to the "Security Agreement" in the Loan Agreement and each of the other Loan documents, shall be deemed to be a reference to the Security Agreement as amended and supplemented by this Supplement.

3. Ratification. 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.

4. 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.

[signature pages follow]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 5th day of July, 2001.

ACF INDUSTRIES, INCORPORATED

By: 
Name: Umesh Choksi
Title: Treasurer

EUROPEAN AMERICAN BANK

By: _____
Name: Mark Saeger
Title: Vice President

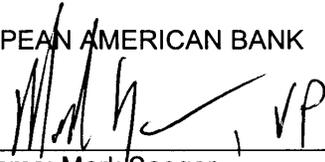
[Signature Page to Security Agreement Supplement-EAB]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 5th day of July, 2001.

ACF INDUSTRIES, INCORPORATED

By: _____
Name: Umesh Choksi
Title: Treasurer

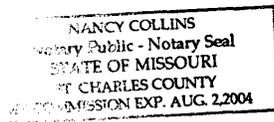
EUROPEAN AMERICAN BANK

By:  _____
Name: Mark Saeger
Title: Vice President

[Signature Page to Security Agreement Supplement-EAB]

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

On this 28th day of ^{June}~~July~~, 2001, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he resides in St. Louis county, Missouri 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.



Nancy Collins
Notary Public

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

On this ____ day of July, 2001, before me, personally appeared Mark Saeger, to me known, who being by me duly sworn, says that he resides in New York county, New York and is Vice President of EUROPEAN AMERICAN BANK; 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

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

On this _____ day of July, 2001, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he resides in _____ county, Missouri 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 29 day of ^{JUNE}~~July~~, 2001, before me, personally appeared Mark Saeger, to me known, who being by me duly sworn, says that he resides in New York county, New York and is Vice President of EUROPEAN AMERICAN BANK; 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

Anthony J. Cangelosi
Notary Public, State of New York
No. 01CA0552210
Qualified In Richmond County
Commission Expires January 31, 2002

SCHEDULE A-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
25	LYONDELL CHEMICAL WORLD	77320002	SHPX	204075
25	LYONDELL CHEMICAL WORLD	77320002	SHPX	204080
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
45	IMERYS PIGMENTS AND ADDITIVES	56190048	SHPX	43437
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
62	PREMCOR REFINING GROUP	7714	SHPX	221216
62	PREMCOR REFINING GROUP	7714	SHPX	221217
62	PREMCOR REFINING GROUP	7714	SHPX	221218
62	PREMCOR REFINING GROUP	7714	SHPX	221220
62	PREMCOR REFINING GROUP	7714	SHPX	221221
62	PREMCOR REFINING GROUP	7714	SHPX	221222
62	PREMCOR REFINING GROUP	7714	SHPX	221225
62	PREMCOR REFINING GROUP	7714	SHPX	221227
62	PREMCOR REFINING GROUP	7714	SHPX	221229
62	PREMCOR REFINING GROUP	7714	SHPX	221232
62	PREMCOR REFINING GROUP	7714	SHPX	221233
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221040
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221042
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221043
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221044
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221045
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221047
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221048
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221049
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221050
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221051
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221052
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221053

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221062
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221063
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221064
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221065
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221066
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221067
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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
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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221084
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450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221103
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221105
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221106
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221107
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221108
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221109
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221111
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221112
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221114
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221115
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43713
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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

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
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
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43729
464	PROCTER & GAMBLE MFG CO	96750552	SHPX	43730
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1021	ADM MILLING COMPANY	7732	SHPX	204457
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1021	ADM MILLING COMPANY	7732	SHPX	204460
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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

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1021	ADM MILLING COMPANY	77310003	SHPX	204496
1021	ADM MILLING COMPANY	77310003	SHPX	204497
1021	ADM MILLING COMPANY	77310003	SHPX	204498
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1021	ADM MILLING COMPANY	77310003	SHPX	204500
1021	ADM MILLING COMPANY	77310003	SHPX	204501
1021	ADM MILLING COMPANY	77310003	SHPX	204502
1021	ADM MILLING COMPANY	77310003	SHPX	204503
1021	ADM MILLING COMPANY	77310003	SHPX	204504
1021	ADM MILLING COMPANY	77310003	SHPX	204505
1021	ADM MILLING COMPANY	77310003	SHPX	204506
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1021	ADM MILLING COMPANY	77310003	SHPX	204510
1021	ADM MILLING COMPANY	77310003	SHPX	204511
1021	ADM MILLING COMPANY	77310003	SHPX	204512
1021	ADM MILLING COMPANY	77310003	SHPX	204513
1021	ADM MILLING COMPANY	77310003	SHPX	204514
1021	ADM MILLING COMPANY	77310003	SHPX	204515
1270	BASIN PERLITE COMPANY	7718	SHPX	43450
1391	INTERSTATE BRANDS	7694	SHPX	43367
1391	INTERSTATE BRANDS	7694	SHPX	43370
1391	INTERSTATE BRANDS	7694	SHPX	43633
1391	INTERSTATE BRANDS	7694	SHPX	43634
1391	INTERSTATE BRANDS	7694	SHPX	43635
1391	INTERSTATE BRANDS	7694	SHPX	43636
1391	INTERSTATE BRANDS	7694	SHPX	43637
1391	INTERSTATE BRANDS	7694	SHPX	43638
1391	INTERSTATE BRANDS	7694	SHPX	43639
1391	INTERSTATE BRANDS	7694	SHPX	43640
1391	INTERSTATE BRANDS	7694	SHPX	43641
1391	INTERSTATE BRANDS	7694	SHPX	43642
1391	INTERSTATE BRANDS	7694	SHPX	43643
1391	INTERSTATE BRANDS	7694	SHPX	43644
1391	INTERSTATE BRANDS	7694	SHPX	43645
1391	INTERSTATE BRANDS	7694	SHPX	43646
1391	INTERSTATE BRANDS	7694	SHPX	43647
1391	INTERSTATE BRANDS	7694	SHPX	43648
1391	INTERSTATE BRANDS	7694	SHPX	43649
1391	INTERSTATE BRANDS	7694	SHPX	43650
1401	MAGNESIUM CORPORATION O	7597	SHPX	220979
1446	MONSANTO COMPANY	7696	SHPX	454272
1446	MONSANTO COMPANY	7696	SHPX	454273
1446	MONSANTO COMPANY	7696	SHPX	454274
1446	MONSANTO COMPANY	7696	SHPX	454275
1446	MONSANTO COMPANY	7696	SHPX	454276
1446	MONSANTO COMPANY	7696	SHPX	454277
1446	MONSANTO COMPANY	7696	SHPX	454278

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1446	MONSANTO COMPANY	7696	SHPX	454279
1446	MONSANTO COMPANY	7696	SHPX	454280
1446	MONSANTO COMPANY	7696	SHPX	454281
1446	MONSANTO COMPANY	7696	SHPX	454282
1446	MONSANTO COMPANY	7696	SHPX	454283
1446	MONSANTO COMPANY	7696	SHPX	454284
1446	MONSANTO COMPANY	7696	SHPX	454285
1446	MONSANTO COMPANY	7696	SHPX	454286
1446	MONSANTO COMPANY	7696	SHPX	454287
1446	MONSANTO COMPANY	7696	SHPX	454288
1446	MONSANTO COMPANY	7696	SHPX	454289
1446	MONSANTO COMPANY	7696	SHPX	454290
1446	MONSANTO COMPANY	7696	SHPX	454291
1446	MONSANTO COMPANY	7696	SHPX	454292
1446	MONSANTO COMPANY	7696	SHPX	454293
1446	MONSANTO COMPANY	7696	SHPX	454294
1446	MONSANTO COMPANY	7696	SHPX	454295
1446	MONSANTO COMPANY	7696	SHPX	454296
1446	MONSANTO COMPANY	7696	SHPX	454297
1446	MONSANTO COMPANY	7696	SHPX	454298
1446	MONSANTO COMPANY	7696	SHPX	454299
1446	MONSANTO COMPANY	7696	SHPX	454300
1446	MONSANTO COMPANY	7696	SHPX	454301
1446	MONSANTO COMPANY	7696	SHPX	454302
1446	MONSANTO COMPANY	7696	SHPX	454303
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1446	MONSANTO COMPANY	7696	SHPX	454307
1446	MONSANTO COMPANY	7696	SHPX	454308
1446	MONSANTO COMPANY	7696	SHPX	454310
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1446	MONSANTO COMPANY	7696	SHPX	454312
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1446	MONSANTO COMPANY	7696	SHPX	454323
1446	MONSANTO COMPANY	7696	SHPX	454324
1446	MONSANTO COMPANY	7696	SHPX	454325
1446	MONSANTO COMPANY	7696	SHPX	454326
1446	MONSANTO COMPANY	7696	SHPX	454327
1446	MONSANTO COMPANY	7696	SHPX	454328
1446	MONSANTO COMPANY	7696	SHPX	454331

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1482	OMYA INCORPORATED	7592	SHPX	203907
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	204107
1482	OMYA INCORPORATED	7592	SHPX	204108
1482	OMYA INCORPORATED	7592	SHPX	204109
1482	OMYA INCORPORATED	7592	SHPX	204110
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
1482	OMYA INCORPORATED	7592	SHPX	204119
1482	OMYA INCORPORATED	7592	SHPX	204120
1482	OMYA INCORPORATED	7592	SHPX	204121
1482	OMYA INCORPORATED	7592	SHPX	204122
1482	OMYA INCORPORATED	7592	SHPX	204123
1482	OMYA INCORPORATED	7592	SHPX	204124
1482	OMYA INCORPORATED	7592	SHPX	204125
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
1482	OMYA INCORPORATED	7592	SHPX	204136
1504	RHODIA INC	71790005	SHPX	462353

290 Cars