

RECORDATION NO. 18816-MM FILED

JUL 17 '01 2:55 PM
TS
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 17, 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. 24, dated as of July 17, 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:

Ninety-nine (99) railcars ADDED to the Security Agreement within the series CCLX 52000 - CCLX 52120 and SHPX 221113- SHPX 221238

Mr. Vernon A. Williams
July 17, 2001
Page Two

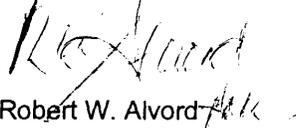
A short summary of the document to appear in the index follows:

Supplement No. 24 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-MM FILED

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SURFACE TRANSPORTATION BOARD

SUPPLEMENT NO. 24
TO
LOAN, CHATTEL MORTGAGE & SECURITY AGREEMENT

SUPPLEMENT No. 24 dated as of July 17, 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 ____ day of July, 2001.

ACF INDUSTRIES, INCORPORATED

By: 
Name: Umesh Choksi
Title: Treasurer

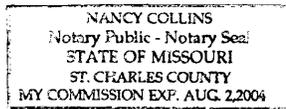
EUROPEAN AMERICAN BANK

By: _____
Name: Mark Saeger
Title: Vice President

[Signature Page to Security Agreement Supplement-EAB]

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

On this 11th day of 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.

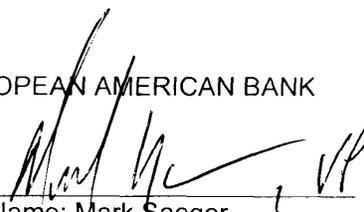
Notary Public

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

ACF INDUSTRIES, INCORPORATED

By: _____
Name: Umesh Choksi
Title: Treasurer

EUROPEAN AMERICAN BANK

By:  _____, VP
Name: Mark Saeger
Title: Vice President

[Signature Page to Security Agreement Supplement-EAB]

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 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.

Notary Public

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

On this 12 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.



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

Notary Public

SCHEDULE A-1

7/11/01 3:23 PM
Lessee

2

Code	Lessee	Contract	Rptg Mark	Car Number
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52070
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52071
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52072
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52073
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52074
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52075
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52076
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52077
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52078
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52079
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52080
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52081
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52082
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52083
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52084
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52085
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52086
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52087
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52088
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52089
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52090
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52091
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52092
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52093
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52094
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52097
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52098
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52104
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52106
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52107
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52114
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52115
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52118
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52119
120	CORN PRODUCTS	Dated June 1, 2001	CCLX	52120
62	PREMCOR REFINING GROUP	7714	SHPX	221230
62	PREMCOR REFINING GROUP	7714	SHPX	221231
62	PREMCOR REFINING GROUP	7714	SHPX	221234
62	PREMCOR REFINING GROUP	7714	SHPX	221228
62	PREMCOR REFINING GROUP	7714	SHPX	221235
62	PREMCOR REFINING GROUP	7714	SHPX	221219
62	PREMCOR REFINING GROUP	7714	SHPX	221226
62	PREMCOR REFINING GROUP	7714	SHPX	221224
62	PREMCOR REFINING GROUP	7714	SHPX	221238
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221113
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221118

99 Cars