

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

April 22, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 18816-YY FILED

APR 22 '03 10:33 AM

SURFACE TRANSPORTATION BOARD

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. 5, dated as of April 22, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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

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: Citibank, N.A.
335 Madison Avenue
New York, New York 10017

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

169 railcars ADDED to the Security Agreement bearing ACFX and SHPX reporting marks and road numbers.

Mr. Vernon A. Williams
April 22, 2003
Page Two

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

Supplement No. 5 to Security Agreement

Also enclosed is a check in the amount of \$30.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

SUPPLEMENT NO. 5 DATED AS OF APRIL 22, 2003
TO
AMENDED AND RESTATED LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED AS OF NOVEMBER 19, 2002
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
CITIBANK, N.A. ("SECURED PARTY")

RECORDATION NO. 18816-YY
APR 22 '03 10:33 AM
SURFACE TRANSPORTATION BOARD

WHEREAS, Debtor and the Secured Party entered into a certain Amended and Restated Loan, Chattel Mortgage and Security Agreement dated as of November 19, 2002 (as amended and supplemented through the date hereof, the "Loan Agreement") pursuant to which the Secured Party agreed to lend certain sums to the Debtor (the "Loans"); and it is a condition precedent to the obligation of the Secured Party to make additional Loans to the Debtor that the Debtor execute and deliver to the Secured Party this Supplement to the Loan Agreement (the "Supplement"); and

WHEREAS, a memorandum of the Loan Agreement was recorded on November 19, 2002 with the Surface Transportation Board, Recordation No. 18816-SS, and with the Registrar General of Canada, Recordation No. 14374.

1. Definitions. Except as otherwise defined in this Supplement, terms defined in the Loan Agreement or by reference therein are used herein as defined therein.

2. Supplements. The Loan Agreement shall be amended and supplemented as follows:

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 the Equipment and Leases (but only to the extent relating to the Equipment) more fully described on Schedule A-1 hereto and agrees that such Equipment and Leases (but only to the extent relating to the Equipment) shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 4 of the Loan Agreement. Schedule A to the Loan Agreement shall be amended and supplemented by Schedule A-1 hereto to include the Equipment and the 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 Loan Agreement. Each reference to Schedule A in the Loan Agreement shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to the Equipment or Leases in the Loan Agreement shall be deemed to include the Equipment and the Leases (but only to the extent relating to the Equipment) described on Schedule A-1 hereto.

3. Ratification. Except as expressly amended and supplemented hereby, the Loan 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 Loan Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Loan 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 page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

ACF INDUSTRIES, INCORPORATED

By: Umesh Choksi
Name: Umesh Choksi
Title: Treasurer

CITIBANK, N.A.

By: _____
Name:
Title:

[Signature Page to Supplement No. 5]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the date first set forth above.

ACF INDUSTRIES, INCORPORATED

By: _____

Name: Umesh Choksi

Title: Treasurer

CITIBANK, N.A.

By: Anthony V. Pantina

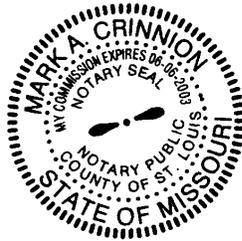
Name: Anthony V. Pantina

Title: Vice President

[Signature Page to Supplement No. 5]

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

On this 17 day of April, 2003, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF Industries, Incorporated, that the foregoing instrument was signed on the date hereof on behalf of said company by authority of the Board of Directors of ACF Industries, Incorporated; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

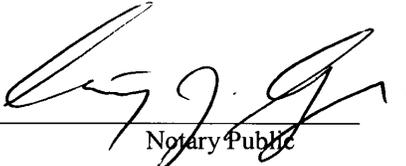




Notary Public

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

On this 18 day of April, 2003, before me, personally appeared Anthony V. Pantina, to me known, who being by me duly sworn, says that he resides in Queens, NY and is Vice President of CITIBANK, 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.



Notary Public
Anthony J. Cangelosi
Notary Public, State of New York
No. 01CA0552210
Qualified In Richmond County
Commission Expires January 31, 2006

SCHEDULE A-1

[SCHEDULE OF ADDITIONAL UNITS]

Lessee	Contract	Rptg Mark	Car Number
ADM MILLING	77310010	SHPX	450001
ADM MILLING	77310010	SHPX	450002
ADM MILLING	77310010	SHPX	450003
ADM MILLING	77310010	SHPX	450004
ADM MILLING	77310010	SHPX	450005
ADM MILLING	77310010	SHPX	450006
ADM MILLING	77310010	SHPX	450007
ADM MILLING	77310010	SHPX	450008
ADM MILLING	77310010	SHPX	450009
ADM MILLING	77310010	SHPX	450010
ADM MILLING	77310010	SHPX	450011
CEREAL FOOD PROCESSORS,	1190800	ACFX	59737
CEREAL FOOD PROCESSORS,	1190800	ACFX	59891
CEREAL FOOD PROCESSORS,	1190800	ACFX	59897
EASTMAN CHEMICAL COMPAN	6153	ACFX	59550
E-CRETE, LLC,	08000A	ACFX	45759
ENGELHARD CORPORATION	08000E	ACFX	59840
ENGELHARD CORPORATION	08000E	ACFX	59868
EQUISTAR CHEMICALS, LP	53470084	ACFX	220441
EQUISTAR CHEMICALS, LP	53470084	ACFX	220458
EQUISTAR CHEMICALS, LP	53470084	ACFX	220479
FMC CORPORATION	32220045	ACFX	42707
IMERYS PIGMENTS AND ADD	56190045	ACFX	45126
KAO SPECIALTIES	7958	SHPX	205971
KAO SPECIALTIES	7958	SHPX	205972
KAO SPECIALTIES	7958	SHPX	205973
KAO SPECIALTIES	7958	SHPX	205974
KAO SPECIALTIES	7958	SHPX	205975
KAO SPECIALTIES	7958	SHPX	205976
LEAMARK COMPANY	08000D	ACFX	87028
LIFELINE FOODS, LLC	78930002	ACFX	45131
LIGNOTECH (U. S.) INC.	08000B	ACFX	200731
LONZA INC.	7866	ACFX	79639
LWD, INC.	08000A	ACFX	79464
LWD, INC.	08000A	ACFX	79544
PACKERLAND COMPANY, INC	08000B	ACFX	79640
PACKERLAND COMPANY, INC	08000B	ACFX	79641
PCI CHEMICAL CANADA	52920031	SHPX	240442
PIONEER AMERICAS LLC	46990033	SHPX	205741
PIONEER AMERICAS LLC	46990033	SHPX	205742
PIONEER AMERICAS LLC	46990033	SHPX	205743
PIONEER AMERICAS LLC	46990033	SHPX	205744
PIONEER AMERICAS LLC	46990033	SHPX	205745
PIONEER AMERICAS LLC	46990033	SHPX	205746
PIONEER AMERICAS LLC	46990033	SHPX	205747
PIONEER AMERICAS LLC	46990033	SHPX	205748
PIONEER AMERICAS LLC	46990033	SHPX	205749

Lessee	Contract	Rptg Mark	Car Number
PIONEER AMERICAS LLC	46990033	SHPX	205750
PIONEER AMERICAS LLC	46990033	SHPX	205751
PIONEER AMERICAS LLC	46990033	SHPX	205752
PIONEER AMERICAS LLC	46990033	SHPX	205753
PIONEER AMERICAS LLC	46990033	SHPX	205754
PIONEER AMERICAS LLC	46990033	SHPX	205755
PIONEER AMERICAS LLC	46990033	SHPX	205756
PIONEER AMERICAS LLC	46990033	SHPX	205757
PIONEER AMERICAS LLC	46990033	SHPX	205758
PIONEER AMERICAS LLC	46990033	SHPX	205759
PIONEER AMERICAS LLC	46990033	SHPX	205760
POTASH CORPORATION	79650001	SHPX	206401
POTASH CORPORATION	79650001	SHPX	206402
POTASH CORPORATION	79650001	SHPX	206403
POTASH CORPORATION	79650001	SHPX	206404
POTASH CORPORATION	79650001	SHPX	206405
POTASH CORPORATION	79650001	SHPX	206406
POTASH CORPORATION	79650001	SHPX	206407
POTASH CORPORATION	79650001	SHPX	206408
POTASH CORPORATION	79650001	SHPX	206409
POTASH CORPORATION	79650001	SHPX	206410
POTASH CORPORATION	79650001	SHPX	206411
POTASH CORPORATION	79650001	SHPX	206412
POTASH CORPORATION	79650001	SHPX	206413
POTASH CORPORATION	79650001	SHPX	206414
POTASH CORPORATION	79650001	SHPX	206415
POTASH CORPORATION	79650001	SHPX	206416
POTASH CORPORATION	79650001	SHPX	206417
POTASH CORPORATION	79650001	SHPX	206418
POTASH CORPORATION	79650001	SHPX	206419
POTASH CORPORATION	79650001	SHPX	206420
POTASH CORPORATION	79650001	SHPX	206421
POTASH CORPORATION	79650001	SHPX	206422
POTASH CORPORATION	79650001	SHPX	206423
POTASH CORPORATION	79650001	SHPX	206424
POTASH CORPORATION	79650001	SHPX	206425
POTASH CORPORATION	79650001	SHPX	206426
POTASH CORPORATION	79650001	SHPX	206427
POTASH CORPORATION	79650001	SHPX	206428
POTASH CORPORATION	79650001	SHPX	206429
POTASH CORPORATION	79650001	SHPX	206430
POTASH CORPORATION	79650001	SHPX	206431
POTASH CORPORATION	79650001	SHPX	206432
POTASH CORPORATION	79650001	SHPX	206433
POTASH CORPORATION	79650001	SHPX	206434
POTASH CORPORATION	79650001	SHPX	206435
POTASH CORPORATION	79650001	SHPX	206436
POTASH CORPORATION	79650001	SHPX	206437
POTASH CORPORATION	79650001	SHPX	206438
POTASH CORPORATION	79650001	SHPX	206439

Lessee	Contract	Rptg Mark	Car Number
POTASH CORPORATION	79650001	SHPX	206440
POTASH CORPORATION	79650001	SHPX	206441
POTASH CORPORATION	79650001	SHPX	206442
POTASH CORPORATION	79650001	SHPX	206443
POTASH CORPORATION	79650001	SHPX	206444
POTASH CORPORATION	79650001	SHPX	206445
POTASH CORPORATION	79650001	SHPX	206446
POTASH CORPORATION	79650001	SHPX	206447
POTASH CORPORATION	79650001	SHPX	206448
POTASH CORPORATION	79650001	SHPX	206449
POTASH CORPORATION	79650001	SHPX	206450
POTASH CORPORATION	79650001	SHPX	206451
POTASH CORPORATION	79650001	SHPX	206452
POTASH CORPORATION	79650001	SHPX	206453
POTASH CORPORATION	79650001	SHPX	206454
POTASH CORPORATION	79650001	SHPX	206455
POTASH CORPORATION	79650001	SHPX	206456
POTASH CORPORATION	79650001	SHPX	206457
POTASH CORPORATION	79650001	SHPX	206458
POTASH CORPORATION	79650001	SHPX	206459
POTASH CORPORATION	79650001	SHPX	206460
POTASH CORPORATION	79650001	SHPX	206461
POTASH CORPORATION	79650001	SHPX	206462
POTASH CORPORATION	79650001	SHPX	206463
POTASH CORPORATION	79650001	SHPX	206464
POTASH CORPORATION	79650001	SHPX	206465
POTASH CORPORATION	79650001	SHPX	206466
POTASH CORPORATION	79650001	SHPX	206467
POTASH CORPORATION	79650001	SHPX	206468
POTASH CORPORATION	79650001	SHPX	206469
POTASH CORPORATION	79650001	SHPX	206470
POTASH CORPORATION	79650001	SHPX	206471
POTASH CORPORATION	79650001	SHPX	206472
POTASH CORPORATION	79650001	SHPX	206473
POTASH CORPORATION	79650001	SHPX	206474
POTASH CORPORATION	79650001	SHPX	206475
POTASH CORPORATION	79650001	SHPX	206476
POTASH CORPORATION	79650001	SHPX	206477
POTASH CORPORATION	79650001	SHPX	206478
POTASH CORPORATION	79650001	SHPX	206479
POTASH CORPORATION	79650001	SHPX	206480
POTASH CORPORATION	79650001	SHPX	206481
POTASH CORPORATION	79650001	SHPX	206482
POTASH CORPORATION	79650001	SHPX	206483
POTASH CORPORATION	79650001	SHPX	206484
POTASH CORPORATION	79650001	SHPX	206485
POTASH CORPORATION	79650001	SHPX	206486
POTASH CORPORATION	79650001	SHPX	206487
POTASH CORPORATION	79650001	SHPX	206488
SASKATCHEWAN MINERALS	7990	SHPX	432379

<u>Lessee</u>	<u>Contract</u>	<u>Rptg Mark</u>	<u>Car Number</u>
SASKATCHEWAN MINERALS	7990	SHPX	432380
SASKATCHEWAN MINERALS	7990	SHPX	432381
SASKATCHEWAN MINERALS	7990	SHPX	432382
SASKATCHEWAN MINERALS	7990	SHPX	432383
SHINTECH INCORPORATED	1379	ACFX	67567
SHINTECH INCORPORATED	1379	ACFX	68092
SHINTECH INCORPORATED	1379	ACFX	68134
SHINTECH INCORPORATED	1379	ACFX	68148
SHINTECH INCORPORATED	1379	ACFX	68194
SHINTECH INCORPORATED	1379	ACFX	68200
SHINTECH INCORPORATED	1379	ACFX	68201
SHINTECH INCORPORATED	1379	ACFX	68210
SHINTECH INCORPORATED	1379	ACFX	68212
SHINTECH INCORPORATED	1379	ACFX	68213
SHINTECH INCORPORATED	1379	ACFX	68214
STERLING PULP	78860002	SHPX	205994
STERLING PULP	78860002	SHPX	205995
STERLING PULP	78860002	SHPX	205996
STERLING PULP	78860002	SHPX	205997
STERLING PULP	78860002	SHPX	205998
UTILITY SERVICE COMPANY	08000A	ACFX	45122
W R GRACE AND COMPANY	7907	ACFX	42535

169 Cars