

REGISTRATION NO. 18816-22 FILED

MAY 14 '03 7-53 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

May 14, 2003

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, dated as of May 14, 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, LLC (successor to 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:

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

Mr. Vernon A. Williams
May 14, 2003
Page Two

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

Supplement No. 6 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,



Robert W. Alvord

RWA/anr
Enclosures

REGISTRATION NO. 18816-22
MAY 14 03
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SUPPLEMENT NO. 6 DATED AS OF MAY 14, 2003
TO
AMENDED AND RESTATED LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED AS OF NOVEMBER 19, 2002
BETWEEN
ACF INDUSTRIES LLC
(SUCCESSOR TO ACF INDUSTRIES, INCORPORATED, "DEBTOR")
AND
CITIBANK, N.A. ("SECURED PARTY")

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

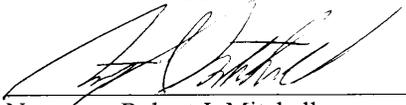
of the Loan Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Loan Agreement or any other Loan document.

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 LLC

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

CITIBANK, N.A.

By: _____
Name:
Title:

[Signature Page to Supplement No. 6]

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 LLC

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

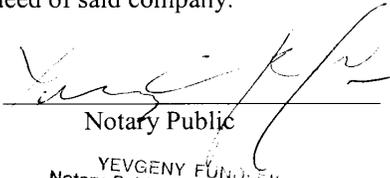
CITIBANK, N.A.

By: Anthony V. Pantina
Name: Anthony V. Pantina
Title: Vice President

[Signature Page to Supplement No. 6]

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

On this 9th day of May, 2003, before me, personally appeared Robert J. Mitchell to me personally known, who being by me duly sworn, says that he is the Senior Vice President of Finance of ACF Industries LLC, that the foregoing instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

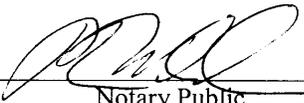


Notary Public

YEVGENY FUNDEEN
Notary Public State of New York
No. 02FU6046929
Qualified in New York County
Commission Expires August 21, 2006

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

On this 12 day of May, 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

PATRICIA WOODWARD
Notary Public, State of New York
No. 52-4526560
Qualified in Suffolk County
Commission Expires 06
May 31st, 20_____

SCHEDULE A-1

[SCHEDULE OF ADDITIONAL UNITS]

Lessee	Contract	Rptg Mark	Car Number
PCI CHEMICALS CANADA	52920032	SHPX	206547
PCI CHEMICALS CANADA	52920032	SHPX	206549
PCI CHEMICALS CANADA	52920032	SHPX	206546
PCI CHEMICALS CANADA	52920032	SHPX	206552
PCI CHEMICALS CANADA	52920032	SHPX	206548
PCI CHEMICALS CANADA	52920032	SHPX	206555
PCI CHEMICALS CANADA	52920032	SHPX	206551
PCI CHEMICALS CANADA	52920032	SHPX	206554
PCI CHEMICALS CANADA	52920032	SHPX	206550
PCI CHEMICALS CANADA	52920032	SHPX	206553
POTASH CORPORATION	79650001	SHPX	206489
POTASH CORPORATION	79650001	SHPX	206490
POTASH CORPORATION	79650001	SHPX	206491
POTASH CORPORATION	79650001	SHPX	206492
POTASH CORPORATION	79650001	SHPX	206493
POTASH CORPORATION	79650001	SHPX	206494
POTASH CORPORATION	79650001	SHPX	206495
POTASH CORPORATION	79650001	SHPX	206496
POTASH CORPORATION	79650001	SHPX	206497
POTASH CORPORATION	79650001	SHPX	206498
POTASH CORPORATION	79650001	SHPX	206499
POTASH CORPORATION	79650001	SHPX	206500
POTASH CORPORATION	79650001	SHPX	206501
POTASH CORPORATION	79650001	SHPX	206502
POTASH CORPORATION	79650001	SHPX	206503
POTASH CORPORATION	79650001	SHPX	206504
POTASH CORPORATION	79650001	SHPX	206505
POTASH CORPORATION	79650001	SHPX	206506
POTASH CORPORATION	79650001	SHPX	206507
POTASH CORPORATION	79650001	SHPX	206508
POTASH CORPORATION	79650001	SHPX	206509
POTASH CORPORATION	79650001	SHPX	206510
POTASH CORPORATION	79650001	SHPX	206511
POTASH CORPORATION	79650001	SHPX	206512
POTASH CORPORATION	79650001	SHPX	206513
POTASH CORPORATION	79650001	SHPX	206514
POTASH CORPORATION	79650001	SHPX	206515
POTASH CORPORATION	79650001	SHPX	206516
POTASH CORPORATION	79650001	SHPX	206517
POTASH CORPORATION	79650001	SHPX	206518
POTASH CORPORATION	79650001	SHPX	206519
POTASH CORPORATION	79650001	SHPX	206520
POTASH CORPORATION	79650001	SHPX	206521
POTASH CORPORATION	79650001	SHPX	206522
POTASH CORPORATION	79650001	SHPX	206523
POTASH CORPORATION	79650001	SHPX	206524
POTASH CORPORATION	79650001	SHPX	206525
POTASH CORPORATION	79650001	SHPX	206526
POTASH CORPORATION	79650001	SHPX	206527
POTASH CORPORATION	79650001	SHPX	206528

PCI CHEMICALS CANADA 52920032 SHPX 206547

Lessee	Contract	Rptg Mark	Car Number
POTASH CORPORATION	79650001	SHPX	206529
POTASH CORPORATION	79650001	SHPX	206530
POTASH CORPORATION	79650001	SHPX	206531
POTASH CORPORATION	79650001	SHPX	206532
POTASH CORPORATION	79650001	SHPX	206533
POTASH CORPORATION	79650001	SHPX	206534
POTASH CORPORATION	79650001	SHPX	206535
POTASH CORPORATION	79650001	SHPX	206536
POTASH CORPORATION	79650001	SHPX	206537
POTASH CORPORATION	79650001	SHPX	206538
POTASH CORPORATION	79650001	SHPX	206539
POTASH CORPORATION	79650001	SHPX	206540
POTASH CORPORATION	79650001	SHPX	206541
POTASH CORPORATION	79650001	SHPX	206542
POTASH CORPORATION	79650001	SHPX	206543
POTASH CORPORATION	79650001	SHPX	206544
POTASH CORPORATION	79650001	SHPX	206545
PROCTER & GAMBLE MFG CO	96750553	SHPX	205977
PROCTER & GAMBLE MFG CO	96750553	SHPX	205978
PROCTER & GAMBLE MFG CO	96750553	SHPX	205979
PROCTER & GAMBLE MFG CO	96750553	SHPX	205980
PROCTER & GAMBLE MFG CO	96750553	SHPX	205981
PROCTER & GAMBLE MFG CO	96750553	SHPX	205982
PROCTER & GAMBLE MFG CO	96750553	SHPX	205983
PROCTER & GAMBLE MFG CO	96750553	SHPX	205984
PROCTER & GAMBLE MFG CO	96750553	SHPX	205985
PROCTER & GAMBLE MFG CO	96750553	SHPX	205986
PROCTER & GAMBLE MFG CO	96750553	SHPX	205987
PROCTER & GAMBLE MFG CO	96750553	SHPX	205988
PROCTER & GAMBLE MFG CO	96750553	SHPX	205989
PROCTER & GAMBLE MFG CO	96750553	SHPX	205990
PROCTER & GAMBLE MFG CO	96750553	SHPX	205991
PROCTER & GAMBLE MFG CO	96750553	SHPX	205992
PROCTER & GAMBLE MFG CO	96750553	SHPX	205993
PETROMONT INC	7970	SHPX	221566
PETROMONT INC	7970	SHPX	221567
PETROMONT INC	7970	SHPX	221568
PETROMONT INC	7970	SHPX	221569
PETROMONT INC	7970	SHPX	221570
PETROMONT INC	7970	SHPX	221571
PETROMONT INC	7970	SHPX	221572
PETROMONT INC	7970	SHPX	221573
PETROMONT INC	7970	SHPX	221574
PETROMONT INC	7970	SHPX	221575
PPG INDUSTRIES	31260063	SHPX	221556
PPG INDUSTRIES	31260063	SHPX	221557
PPG INDUSTRIES	31260063	SHPX	221558
PPG INDUSTRIES	31260063	SHPX	221559
PPG INDUSTRIES	31260063	SHPX	221560
PPG INDUSTRIES	31260063	SHPX	221561

Lessee	Contract	Rptg Mark	Car Number
PPG INDUSTRIES	31260063	SHPX	221562
PPG INDUSTRIES	31260063	SHPX	221563
PPG INDUSTRIES	31260063	SHPX	221564
PPG INDUSTRIES	31260063	SHPX	221565
OCI CHEMICAL	79920001	SHPX	454366
OCI CHEMICAL	79920001	SHPX	454367
OCI CHEMICAL	79920001	SHPX	454368
OCI CHEMICAL	79920001	SHPX	454369
OCI CHEMICAL	79920001	SHPX	454370
OCI CHEMICAL	79920001	SHPX	454371
OCI CHEMICAL	79920001	SHPX	454372
OCI CHEMICAL	79920001	SHPX	454373
OCI CHEMICAL	79920001	SHPX	454374
OCI CHEMICAL	79920001	SHPX	454375
OCI CHEMICAL	79920001	SHPX	454376
OCI CHEMICAL	79920001	SHPX	454377
OCI CHEMICAL	79920001	SHPX	454378
OCI CHEMICAL	79920001	SHPX	454379
OCI CHEMICAL	79920001	SHPX	454380
OCI CHEMICAL	79920001	SHPX	454381
OCI CHEMICAL	79920001	SHPX	454382
OCI CHEMICAL	79920001	SHPX	454383
OCI CHEMICAL	79920001	SHPX	454384
OCI CHEMICAL	79920001	SHPX	454385
OCI CHEMICAL	79920001	SHPX	454386
OCI CHEMICAL	79920001	SHPX	454387
OCI CHEMICAL	79920001	SHPX	454388
OCI CHEMICAL	79920001	SHPX	454389
OCI CHEMICAL	79920001	SHPX	454390
OCI CHEMICAL	79920001	SHPX	454391
OCI CHEMICAL	79920001	SHPX	454392
OCI CHEMICAL	79920001	SHPX	454393
OCI CHEMICAL	79920001	SHPX	454394
OCI CHEMICAL	79920001	SHPX	454395
OCI CHEMICAL	79920001	SHPX	454396
OCI CHEMICAL	79920001	SHPX	454397
OCI CHEMICAL	79920001	SHPX	454398
OCI CHEMICAL	79920001	SHPX	454399
OCI CHEMICAL	79920001	SHPX	454400
OCI CHEMICAL	79920001	SHPX	454401
OCI CHEMICAL	79920001	SHPX	454402
OCI CHEMICAL	79920001	SHPX	454403
OCI CHEMICAL	79920001	SHPX	454404
OCI CHEMICAL	79920001	SHPX	454405
OCI CHEMICAL	79920001	SHPX	454406
OCI CHEMICAL	79920001	SHPX	454407
OCI CHEMICAL	79920001	SHPX	454408
OCI CHEMICAL	79920001	SHPX	454409
OCI CHEMICAL	79920001	SHPX	454410
OCI CHEMICAL	79920001	SHPX	454411

Pntn

Car

<u>Lessee</u>	<u>Contract</u>	<u>Rptg Mark</u>	<u>Car Number</u>
OCI CHEMICAL	79920001	SHPX	454412
OCI CHEMICAL	79920001	SHPX	454413
OCI CHEMICAL	79920001	SHPX	454414
OCI CHEMICAL	79920001	SHPX	454415

154 Cars