

REGISTRATION NO. 18816-000 FILED

JUL 14 '03 10:32 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

July 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. 10, dated as of July 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

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

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

137 railcars bearing ACFX and SHPX reporting marks and road numbers.

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

Supplement No. 10 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

RECORDATION NO. 18816-SS  
JUL 14 '03  
SURFACE TRANSPORTATION BOARD  
10-32 AM

SUPPLEMENT NO. 10 DATED AS OF July 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: Umesh Choksi  
Name: Umesh Choksi  
Title: Treasurer

CITIBANK, N.A.

By: \_\_\_\_\_  
Name:  
Title:

[Signature Page to Supplement No. 10]

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.

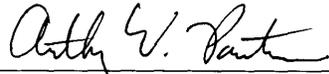
ACF INDUSTRIES LLC

By: \_\_\_\_\_

Name: Umesh Choksi

Title: Treasurer

CITIBANK, N.A.

By:  \_\_\_\_\_

Name: Anthony V. Pantina

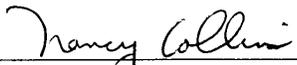
Title: Vice President

[Signature Page to Supplement No. 10]

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

On this 10<sup>th</sup> day of July, 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 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.

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NANCY COLLINS  
Notary Public - Notary Seal  
STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES 08/22/06  
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Notary Public

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

On this 10 day of July, 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

**KEL WARD CHRISTENSEN**  
Notary Public, State of New York  
No. 01CH6020364  
Qualified in New York County  
Commission Expires March 1, 2007

SCHEDULE A-1

[SCHEDULE OF ADDITIONAL UNITS]

Lessee	Contract	Rptg Mark	Car Number
A SCHULMAN INCORPORATED	8014	ACFX	41879
A SCHULMAN INCORPORATED	8014	ACFX	41882
A SCHULMAN INCORPORATED	8014	ACFX	68190
A SCHULMAN INCORPORATED	8014	ACFX	68198
A SCHULMAN INCORPORATED	8019	ACFX	41897
A SCHULMAN INCORPORATED	8019	ACFX	41916
A SCHULMAN INCORPORATED	8019	ACFX	67251
ADM TRANSPORTATION CO.	77310008	ACFX	45151
ATOFINA	58570045	ACFX	200548
ATOFINA	58570045	ACFX	200549
CELITE CORPORATION	77560004	ACFX	45129
CELITE CORPORATION	77560004	ACFX	45140
CHEMTRADE LOGISTICS	77410008	SHPX	206566
CHEMTRADE LOGISTICS	77410008	SHPX	206567
CHEMTRADE LOGISTICS	77410008	SHPX	206568
CHEMTRADE LOGISTICS	77410008	SHPX	206569
CHEMTRADE LOGISTICS	77410008	SHPX	206570
CHEMTRADE LOGISTICS	77410008	SHPX	206571
CHEMTRADE LOGISTICS	77410008	SHPX	206572
CHEMTRADE LOGISTICS	77410008	SHPX	206573
CHEMTRADE LOGISTICS	77410008	SHPX	206574
CHEMTRADE LOGISTICS	77410008	SHPX	206575
CHEMTRADE LOGISTICS	77410008	SHPX	206576
CHEMTRADE LOGISTICS	77410008	SHPX	206577
CHEMTRADE LOGISTICS	77410008	SHPX	206578
CHEMTRADE LOGISTICS	77410008	SHPX	206579
CHEMTRADE LOGISTICS	77410008	SHPX	206580
CHEMTRADE LOGISTICS	77410008	SHPX	206581
CHEMTRADE LOGISTICS	77410008	SHPX	206582
CHEMTRADE LOGISTICS	77410008	SHPX	206583
CHEMTRADE LOGISTICS	77410008	SHPX	206584
CHEMTRADE LOGISTICS	77410008	SHPX	206585
CHEMTRADE LOGISTICS	77410008	SHPX	206586
CHEMTRADE LOGISTICS	77410008	SHPX	206587
CHEMTRADE LOGISTICS	77410008	SHPX	206588
CHEMTRADE LOGISTICS	77410008	SHPX	206589
CHEMTRADE LOGISTICS	77410008	SHPX	206590
CHEMTRADE LOGISTICS	77410008	SHPX	206591
CHEMTRADE LOGISTICS	77410008	SHPX	206592
CHEMTRADE LOGISTICS	77410008	SHPX	206593
CHEMTRADE LOGISTICS	77410008	SHPX	206594
DEGUSSA CORPORATION	52300013	ACFX	200554
DEGUSSA CORPORATION	52300013	ACFX	200561
DEGUSSA CORPORATION	52300013	ACFX	200568
DEGUSSA CORPORATION	52300013	ACFX	200570
DEGUSSA CORPORATION	52300013	ACFX	200572
DEGUSSA CORPORATION	52300013	ACFX	200573
EAGLE-PICHER MINERALS,	77340002	ACFX	36334
EQUISTAR CHEMICALS, LP	53470084	ACFX	220420
EQUISTAR CHEMICALS, LP	53470084	ACFX	220427

Lessee	Contract	Rptg Mark	Car Number
EQUISTAR CHEMICALS, LP	53470084	ACFX	220430
EQUISTAR CHEMICALS, LP	53470084	ACFX	220435
EQUISTAR CHEMICALS, LP	53470084	ACFX	220447
EQUISTAR CHEMICALS, LP	53470084	ACFX	220456
EQUISTAR CHEMICALS, LP	53470084	ACFX	220471
IMERYS PIGMENTS AND ADD	56190054	ACFX	45127
IMERYS PIGMENTS AND ADD	56190054	ACFX	45130
IMERYS PIGMENTS AND ADD	56190054	ACFX	45132
IMERYS PIGMENTS AND ADD	56190054	ACFX	45133
IMERYS PIGMENTS AND ADD	56190054	ACFX	45134
IMERYS PIGMENTS AND ADD	56190054	ACFX	45135
LUZENAC AMERICA	8030	SHPX	450051
LUZENAC AMERICA	8030	SHPX	450052
LUZENAC AMERICA	8030	SHPX	450053
LUZENAC AMERICA	8030	SHPX	450054
MISSISSIPPI LIME	8015	SHPX	450032
MISSISSIPPI LIME	8015	SHPX	450033
MISSISSIPPI LIME	8015	SHPX	450034
MISSISSIPPI LIME	8015	SHPX	450035
MISSISSIPPI LIME	8015	SHPX	450036
MISSISSIPPI LIME	8015	SHPX	450037
MISSISSIPPI LIME	8015	SHPX	450038
MISSISSIPPI LIME	8015	SHPX	450039
MISSISSIPPI LIME	8015	SHPX	450040
MISSISSIPPI LIME	8015	SHPX	450041
MISSISSIPPI LIME	8015	SHPX	450042
MISSISSIPPI LIME	8015	SHPX	450043
MISSISSIPPI LIME	8015	SHPX	450044
MISSISSIPPI LIME COMPAN	7984	ACFX	58662
NEXEN CHEMICALS CANADA	63040009	SHPX	240327
NEXEN CHEMICALS CANADA	63040014	SHPX	240325
NEXEN CHEMICALS CANADA	63040014	SHPX	240326
NOVEON, INC.	77780008	ACFX	67250
OMYA INC	73390006	SHPX	206113
OMYA INC	73390006	SHPX	206114
OMYA INC	73390006	SHPX	206115
OMYA INC	73390006	SHPX	206116
OMYA INC	73390006	SHPX	206117
OMYA INC	73390006	SHPX	206118
OMYA INC	73390006	SHPX	206119
OMYA INC	73390006	SHPX	206120
OMYA INC	73390006	SHPX	206121
OMYA INC	73390006	SHPX	206122
OMYA INC	73390006	SHPX	206123
OMYA INC	73390006	SHPX	206124
OMYA INC	73390006	SHPX	206125
OMYA INC	73390006	SHPX	206126
OMYA INC	73390006	SHPX	206127
OMYA INC	73390006	SHPX	206128
OMYA INC	73390006	SHPX	206129

Lessee	Contract	Rptg Mark	Car Number
OMYA INC	73390006	SHPX	206130
OMYA INC	73390006	SHPX	206131
OMYA INC	73390006	SHPX	206132
OMYA INC	73390006	SHPX	206133
OMYA INC	73390006	SHPX	206134
OMYA INC	73390006	SHPX	206135
OMYA INC	73390006	SHPX	206136
OMYA INC	73390006	SHPX	206137
OMYA INC	73390006	SHPX	206138
OMYA INC	73390006	SHPX	206139
OMYA INC	73390006	SHPX	206140
OMYA INC	73390006	SHPX	206141
OMYA INC	73390006	SHPX	206142
OMYA INC	73390006	SHPX	206143
OMYA INC	73390006	SHPX	206144
OMYA INC	73390006	SHPX	206145
OMYA INC	73390006	SHPX	206146
OMYA INC	73390006	SHPX	206147
OMYA INC	73390006	SHPX	206148
OMYA INC	73390006	SHPX	206149
OMYA INC	73390006	SHPX	206150
PENFORD PRODUCTS CO.	5315	ACFX	42530
PENFORD PRODUCTS CO.	5315	ACFX	45150
PENFORD PRODUCTS CO.	5315	ACFX	45152
PIONEER AMERICAS LLC	46990034	SHPX	206556
PIONEER AMERICAS LLC	46990034	SHPX	206557
PIONEER AMERICAS LLC	46990034	SHPX	206558
PIONEER AMERICAS LLC	46990034	SHPX	206559
PIONEER AMERICAS LLC	46990034	SHPX	206560
PIONEER AMERICAS LLC	46990034	SHPX	206561
PIONEER AMERICAS LLC	46990034	SHPX	206562
UNIMIN SPECIALTY MINERA	72860004	ACFX	45136
UNIMIN SPECIALTY MINERA	72860004	ACFX	45137
UNIMIN SPECIALTY MINERA	72860004	ACFX	45138
UNIMIN SPECIALTY MINERA	72860004	ACFX	45139
W R GRACE AND COMPANY	7907	ACFX	45959
WESTERN LIME CORPORATIO	7875	SHPX	43843

137 Cars