

Buchanan Ingersoll

DEBORAH B. WALRATH
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PROFESSIONAL CORPORATION
ATTORNEYS

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July 6, 1992

RECORDATION CO 15527-A
FILED 1425

JUL 7 1992 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

2-189A009

By Hand

Mr. Sidney L. Stickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Recordation of Discharge of Security Agreement
by AMG Resources Corporation

Dear Mr. Stickland:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document is a Discharge of Security Agreement, a secondary document, dated June 9, 1992. The primary document to which this is connected is recorded under the Commission's Recordation No. 15527. The names and addresses of the parties to the document are as follows:

Grantor: AMG Resources Corporation
4100 Grand Avenue
Neville Island
Pittsburgh, PA 15225

Grantee: County NatWest Limited
Wellesley House
37 Waterloo Street
Birmingham, England, U.K. B2 5TJ

A description of the equipment covered by the document is railroad cars identified by serial, running or other identifying number as noted on Exhibit A attached hereto.

A fee of \$16.00 is enclosed herewith in payment of the recordation fee for this document. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

JUL 7 12 21 PM '92
MOTOR OPERATING UNIT

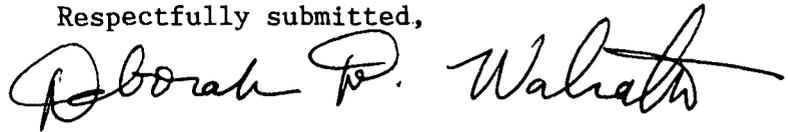
Counterparts - Supp. Info

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

Secondary Document - Discharge of Security Agreement between AMG Resources Corporation, as Grantor, and County NatWest Limited, as Grantee dated June 9, 1992 and terminating and discharging Security Agreement which covered railroad cars.

Should you have any questions or require anything further, please do not hesitate to contact the undersigned. Thank you.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Deborah B. Walrath". The signature is written in a cursive style with a large initial "D" and a long horizontal flourish at the end.

Deborah B. Walrath

DBW:pw

REGISTRATION NO. 15527-A FILED 14AM *gtr*
JUL 7 1992 -12:25PM

INTERSTATE COMMERCE COMMISSION

DISCHARGE OF SECURITY AGREEMENT

This Discharge of Security Agreement is made this 7th day of July, 1992 by and between County NatWest Limited, an English Company ("NatWest") and AMG Resources Corporation, a Delaware Corporation ("AMG").

Whereas, as of March 4, 1988 AMG executed and delivered to NatWest a certain Security Agreement covering railroad cars, locomotives, other rolling stock and other collateral which Security Agreement was recorded on March 8, 1988 in the Office of the Secretary of the Interstate Commerce Commission as instrument number 15527 (the "Security Agreement").

Whereas, AMG is no longer indebted to NatWest and NatWest desires to remove any lien it may have on the railroad cars, locomotives, other rolling stock and other collateral owned by AMG.

Now, therefore, NatWest and AMG agree as follows:

1. Any and all liens that NatWest has on the railroad cars, locomotives, other rolling stock and other collateral of AMG be and hereby are released, discharged, removed and cancelled.
2. The Security Agreement is terminated and discharged as of the date hereof.
3. The Office of the Secretary of the Interstate Commerce Commission is authorized to mark as satisfied the Security Agreement filed in its office as aforesaid.
4. If any further instruments are necessary to carry out the purposes of this Discharge of Security Agreement, the parties will execute them.

In witness whereof the parties have executed this Discharge of Security Agreement as of the day and year first above written intending to be legally bound hereby.

ATTEST:

ATTEST:
Ronald R. Zorn
Ronald R. Zorn, Secretary

COUNTY NATWEST LIMITED

By Graham Dewhirst
Graham Dewhirst, Director & Company Secretary
AMG RESOURCES CORPORATION
By Allan M. Goldstein
Allan M. Goldstein, President

London, England, United Kingdom

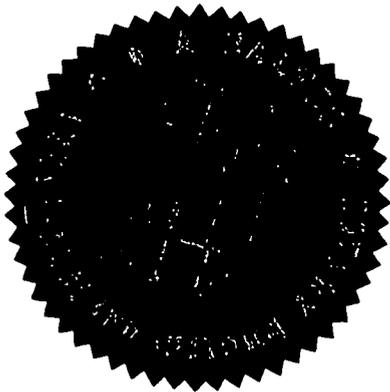
On this ^{9th} day of June, 1992 before me appeared GRAHAM DEWHIRST
to me personally known, who, being by me duly sworn,
did say that he is a director County NatWest Limited and that
he, as such officer, being authorised so to do, signed said
instrument in behalf of said company ~~and said~~
acknowledged said instrument to be the free
act and deed of said company.

WITNESS my hand the day and year aforesaid:


.....

Ref. 2592p/30

Notary Public
Leeds
England



COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF ALLEGHENY)

On this 30th day of June, 1992, before me appeared Allan M. Goldstein, to me personally known, who being by me duly sworn did say that he is the President of AMG RESOURCES CORPORATION, a Delaware corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Allan M. Goldstein acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the County and State aforesaid, the day and year first above written.

Florence E. Kaminski
Notary Public

My commission expires:

Nov. 30, 1992

Notarial Seal
Florence E. Kaminski, Notary Public
Neville Twp., Allegheny County
My Commission Expires Nov. 30, 1993
Member, Pennsylvania Association of Notaries

EXHIBIT A

1. The following-described railroad cars travel on the interstate railways and are identified by brief description and an affixed identification number. The identification numbers appear as (i) numbers only, such as 2001; or (ii) a combination of numbers and letters, such as VM2012, or VMXX 7071.

Gondola Scrap Metal 2001
 1958 RR Gondola 2005
 1958 RR Gondola 2007
 1958 RR Gondola 2008
 1958 RR Gondola 2009
 1958 RR Gondola 8081 A
 VM 2011 Used RR Gond
 VM 2012 Used RR Gond
 VM Used RR Gond 8081 A
 VM 2014 Used RR Gond
 VM 2015 Used RR Gond In Plant Use
 VM 2016 Used RR Gond
 VM 2017 Used RR Gond
 VM 2018 Used RR Gond
 VM 2019 Used RR Gond
 VM 2020 Used RR Gond
 R R Gondola Car 2021
 R R Gondola Car 2022
 R R Gondola Car 2023
 R R Gondola Car 2018
 R R Gondola Car 2025
 Hopper Car VMMX 7071 A
 Hopper Car VMMX 7071
 Hopper Car VMMX 7072
 Hopper Car VMMX 7073
 Hopper Car VMMX 7072 A
 Gondola Car VMMX 5027
 Gondola Car VMMX 5028
 Gondola Car VMMX 5029
 Frt. VMMX 5029
 Gondola Car VMMX 5030
 Frt. VMMX 5030
 Hopper Car VMMX 4031
 Hopper Car VMMX 4032

A indicates that two cars have been articulated; i.e., permanently joined.

Hopper Car VMMX 4033
Hopper Car VMMX 4048 A
Hopper Car VMMX 4035
Hopper Car VMMX 4036
Hopper Car VMMX 4037
Hopper Car VMMX 4038
Hopper Car VMMX 4039
Hopper Car VMMX 4044 A
Hopper Car VMMX 7075
Hopper Car VMMX 7076
Hopper Car VMMX 7075 A
Hopper Car VMMX 7076 A
Hopper Car VMXX 7078 A
Hopper Car VMMX 4041
Hopper Car VMMX 4042
Hopper Car VMMX 4043
Hopper Car VMMX 4044
Hopper Car VMMX 4048 A
Hopper Car VMMX 4046
Hopper Car VMMX 4041 A
Hopper Car VMMX 4048
Hopper Car VMMX 4049
Hopper Car VMMX 4046 A
Hopper Car VMMX 4042 A
Hopper Car VMMX 4052
Hopper Car VMMX 4052 A
Hopper Car VMMX 4054
Hopper Car VMMX 4055
Hopper Car VMMX 4056
Hopper Car VMMX 4057
Hopper Car VMMX 4058
Hopper Car VMMX 4059
Gond Car VMMX 8087 A
Gond Car VMMX 8082
Gond Car VMMX 8083
Gond Car VMMX 8083 A
Gond Car VMMX 8085
Gond Car VMMX 8085 A
Gond Car VMMX 8087
Gond Car VMMX 8089 A
Gond Car VMMX 8089
Gond Car VMMX 8091 A
Gond Car VMMX 8091
Add'l Freight
Gond Car VMMX 8095 A
Gond Car VMMX 8093

A indicates that two cars have been articulated; i.e., permanently joined.

Gond Car VMMX 8093 A
 Gond Car VMMX 8095
 Gondola Car VMMX6000
 Gondola Car VMMX6000
 Gondola Car VMMX6014
 Gondola Car VMMX6014
 Gondola Car VMMX6017
 Gondola Car VMMX6017
 Gondola Car VMMX6018
 Gondola Car VMMX6018
 Gondola Car VMMX6021
 Gondola Car VMMX6029
 Gondola Car VMMX6030
 Gondola Car VMMX6030
 Gondola Car VMMX6031
 Gondola Car VMMX6032
 Gondola Car VMMX6032
 Gondola Car VMMX6037
 Gondola Car VMMX6037
 Gondola Car VMMX6040
 Gondola Car VMMX6040

2. The following-described railroad cars are in service exclusively within the plant areas at the indicated locations, and are not used outside of such areas, and do not travel on the interstate railways.

<u>Description</u>	<u>Location</u>
3 Gondola Cars	Pittsburgh, Pennsylvania
70 Ton Gondola Car TP 613	Pittsburgh, Pennsylvania
70 Ton Gondola Car MKT 82	Pittsburgh, Pennsylvania
70 Ton Gondola Car OFC 83	Pittsburgh, Pennsylvania
70 Ton Gondola Car OFC 83	Pittsburgh, Pennsylvania
Gondola Car VMCX 10	Pittsburgh, Pennsylvania
Gondola Car ZGR 2138	Pittsburgh, Pennsylvania
Gondola Car ZGR 1954	Pittsburgh, Pennsylvania
Gondola Car VM 651	Pittsburgh, Pennsylvania
Gondola Car VM 652	Pittsburgh, Pennsylvania
R R Gondola Car	Gary, Indiana
R R Gondola Car	Gary, Indiana
Used Rail Cars	Gary, Indiana
Used Yard Rail Cars	Gary, Indiana
Hopper Car VMC 72138	Gary, Indiana
Hopper Car VMC 72095	Gary, Indiana

A indicates that two cars have been articulated; i.e., permanently joined.

Hopper Car VMC 72087	Gary, Indiana
Hopper Car VMC 72135	Gary, Indiana
Hopper Car VMC 72090	Gary, Indiana
Hopper Car VMC 72155	Gary, Indiana
Hopper Car VMC 72169	Gary, Indiana
Hopper Car, VMC 72128	Gary, Indiana
Gondola Car	Gary, Indiana