

BRACEWELL & PATTERSON

2900 SOUTH TOWER PENNZOIL PLACE
HOUSTON, TEXAS 77002-2781
713 223 2900
FAX 713 221 1212
TELEX 76 2141

2-147A004

100 CONGRESS AVENUE
AUSTIN, TEXAS 78701-4042
512 472 7800

4000 LINCOLN PLAZA
500 N AKARD
DALLAS, TEXAS 75201-3320
214 740 4000

2000 K STREET N W
WASHINGTON, D C 20006-1809
202 828 5800

43 BROOK STREET
LONDON W1Y 2BL
071 355 3330

May 12, 1992

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDED BY 16675-A FILED 1423
MAY 26 1992 -9 55 AM

Attention: Recorder of Documents INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation - Release and
Assignment of Rolling Stock

Dear Secretary:

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 Release, a secondary document, dated April 30, 1992. The Primary document to which this is connected is recorded under Recordation No. 16675-A. The names and addresses of the parties to the documents are as follows:

Grantor: Arcadian Corporation
2650 Thousand Oaks Blvd.
Suite 2220
Memphis, Tennessee 38118

Grantee: Texas Commerce Bank National Association,
as Agent
712 Main Street
Houston, Texas 77002

A description of the equipment covered by the document is listed on Exhibit A attached hereto. A fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Susan L. Culver
Bracewell & Patterson
711 Louisiana Street, Suite 2900
Houston, Texas 77002-2781

MAY 26 9 55 AM '92
RECORDING UNIT

BRACEWELL & PATTERSON

Secretary
Interstate Commerce Commission
May 12, 1992
Page 2

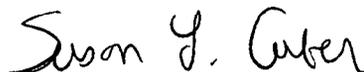
A short summary of the document to appear in the index follows:

Release dated April 30, 1992 of Rolling Stock Security Agreement with Recordation No. 16675 recorded on December 27, 1989.

If you require anything further, please call me at (713) 221-1434.

Very truly yours,

Bracewell & Patterson



Susan L. Culver
Legal Assistant

SLC/mam
Enclosures

SLC\04168\2012
10350577.LTR

BRACEWELL & PATTERSON

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071 355 3330

May 21, 1992

Ms. Mildred Lee
Interstate Commerce Commission
Room 2303
12th & Constitution Ave., NW
Washington, D.C. 20423

Re: Document #16675

Dear Ms. Lee:

Per your telephone conversation, I have enclosed a check for \$16.00 for the remaining filing fees for the above document.

Please let me know if you need anything further.

Very truly yours,

Bracewell & Patterson

Susan L. Culver

Susan L. Culver
Legal Assistant

Enclosure

SLC/04168/2012
10350598.LTR

5/28/92

Interstate Commerce Commission
Washington, D.C. 20423

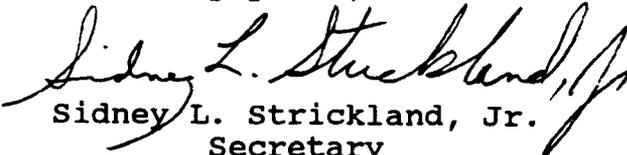
OFFICE OF THE SECRETARY

Susan L. Culver
Bracewell & Patterson
711 Louisiana Street Suite 2900
Houston, Texas 77002-2781

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/26/92 at 9:55am, and assigned recordation number(s). 16675-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RELEASE AND ASSIGNMENT OF ROLLING STOCK

RECORDED IN 16675-A
MAY 26 1992 -9 55 AM
STATE COMMERCE COMMISSION

For Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TEXAS COMMERCE BANK NATIONAL ASSOCIATION, as agent ("TCB"), hereby releases, discharges and disclaims any lien, security interest or collateral assignment in its favor created under that certain Rolling Stock Security Agreement dated as of December 20, 1989 between ARCADIAN CORPORATION, a Delaware corporation (the "Company"), and TCB, which agreement was filed with the Interstate Commerce Commission on December 27, 1989 under Recordation No. 16675, or otherwise, which burdens the Rolling Stock and Leased Rolling Stock described on Exhibit A attached hereto together with any and all accessions, appurtenances and parts installed on and additions thereto and replacements thereof and all Rolling Stock Leases and all products and proceeds thereof also described on the attached Exhibit A (collectively the "Property").

Further, TCB hereby grants, conveys, transfers and assigns to Company all of its right, title and interest, if any, in and to the Property which is held by TCB.

IN WITNESS WHEREOF, the undersigned has executed this instrument effective as of April 30, 1992.

TEXAS COMMERCE BANK
NATIONAL ASSOCIATION,
as agent

By [Signature]
Name MARTHA S. GURWIT
Title VICE PRESIDENT

COUNTY OF NEW YORK §
STATE OF NEW YORK §

This instrument was acknowledge before me on April 30, 1992, by MARTHA S. GURWIT, VICE PRESIDENT of TEXAS COMMERCE BANK NATIONAL ASSOCIATION, on behalf of such association.

[Signature]
Notary Public in and for the
State of ~~Texas~~ NEW YORK

My Commission Expires:

MARIANNA M. FURMAN
Notary Public, State of New York
No. 01FU4827074
Qualified in Nassau County
Commission Expires September 30, 1992

EXHIBIT A

OWNED ROLLING STOCK

1. G.E. Diesel Locomotive, Model B-D160/160 4GHN833-500;
Serial No. 18071
2. G.E. Diesel Locomotive, Model D50/50, G.E. 723/150;
Serial No. 3129
3. Clark CT50 Tug 2144640
4. Clark CT50 Tug 2154640
5. Clark CT50 Tug 82-5001
6. Railroad Tank Cars with an A.A.R. Mechanical Designation
of "T":

(a) Eighty-One Aluminum Tank Cars identified as follows:

CNCX10001	CNCX10002	CNCX10003	CNCX10004	CNCX10005
CNCX10006	CNCX10007	CNCX10008	CNCX10009	CNCX10010
CNCX10011	CNCX10012	CNCX10013	CNCX10014	CNCX10015
CNCX10016	CNCX10017	CNCX10018	CNCX10019	CNCX10020
CNCX10022	CNCX10023	CNCX10024	CNCX10025	CNCX10026
CNCX10027	CNCX10028	CNCX10029	CNCX10030	CNCX10031
CNCX10032	CNCX10033	CNCX10034	CNCX10035	CNCX10036
CNCX10037	CNCX10038	CNCX10039	CNCX10040	CNCX10041
CNCX10042	CNCX10044	CNCX10045	CNCX10046	CNCX10047
CNCX10048	CNCX10050	CNCX10051	CNCX10052	CNCX10053
CNCX10054	CNCX10055	CNCX10056	CNCX10057	CNCX10058
CNCX10059	CNCX10060	CNCX10061	CNCX10062	CNCX10063
CNCX10064	CNCX21001	CNCX21002	CNCX21003	CNCX21004
CNCX21005	CNCX21006	CNCX21007	CNCX21008	CNCX21009
CNCX21010	CNCX21011	CNCX21012	CNCX21013	CNCX21014
CNCX21015	CNCX21016	CNCX21017	CNCX21018	CNCX21019
CNCX21020				

(b) Twenty Aluminum Coiled Tank Cars identified as follows:

CNC20001	CNC20002	CNC20003	CNC20004	CNC20005
CNC20006	CNC20007	CNC20008	CNC20009	CNC20010
CNC20011	CNC20012	CNC20013	CNC20014	CNC20015
CNC20016	CNC20017	CNC20018	CNC20019	CNC20020

(c) Ten Stainless Steel Tank Cars identified as follows:

CNC30001	CNC30002	CNC30003	CNC30004	CNC30005
CNC30006	CNC30007	CNC30008	CNC30009	CNC30010

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ROLLING STOCK LEASES

1. Car Leasing Agreement No. 3408 dated June 6, 1985 between General Electric Railcar Services Corporation ("GERSCO") as lessor, and Hawkeye Chemical Company, Inc. ("Hawkeye"), as lessee; as amended and/or supplemented by:
 - (a) Rider No. 1 to Car Leasing Agreement No. 3408 dated November 5, 1985 between GERSCO and Hawkeye (assumed by PLM Railcar Management Services as lease assignee from GERSCO);
 - (b) Rider No. 4 to Car Leasing Agreement No. 3048 dated March 3, 1988 between GERSCO and Hawkeye.

2. Car Leasing Agreement No. 9344-83 dated January 20, 1989 between General Electric Rail Car Services Corporation ("GERSCO") as lessor, and Western Branch Holding Co., Inc. ("Nitrex"), as lessee, as supplemented by Rider No. 1 to Car Leasing Agreement No. 9344-83 dated January 20, 1989 between GERSCO and Nitrex.

3. Pullman Leasing Company Lease of Railroad Equipment dated February 22, 1989 between Pullman Leasing Company ("Pullman"), as lessor, and Western Branch Holding Company d/b/a Nitrex ("Nitrex") as lessee; as amended and/or supplemented by:
 - (a) Rider No. 1 to Lease No. WESBRI01A dated February 22, 1989 between Pullman and Nitrex, effective February 1, 1989;
 - (b) Rider No. 3 dated July 2, 1989 to Lease No. WESBRI03A dated February 22, 1989 between Pullman and Nitrex.

4. Car Service Agreement dated October 1, 1984 between Union Tank Car Company ("UTLX"), as lessor, and Columbia Nitrogen Corporation ("Columbia"), as lessee, as amended and/or supplemented by:
 - (a) Rider No. 7 to Car Service Agreement dated November 13, 1987 between UTLX and Columbia;

- (b) Rider No. 9 to Car Service Agreement dated December 1, 1988 between UTLX and Columbia; and
 - (c) All other riders to the Car Service Agreement, to the extent that the Car Service Agreement and the Riders thereto have been renewed and/or are effective as of the date hereof.
5. Union Tank Car Company Car Service Agreement dated January 1, 1961 between Union Tank Car Company ("UTLX"), as lessor, and Olin Mathieson Chemical Corporation ("Olin"), as lessee:
- (a) to the extent permission to grant a security interest was sought by that certain letter dated August 9, 1989 from Olin to UTLX; and
 - (b) for the fifty three (53) cars identified on the Exhibit A attached to that certain letter dated August 16, 1989 from UTLX to Olin as limited by the Section 4.04 labeled Subordination and attached thereto.
6. Car Service Contract dated June 13, 1985 between Union Tank Car Company ("UTLX"), as lessor, and Hawkeye Chemical Company ("Hawkeye"), as lessee; as amended and/or supplemented by:
- (a) Rider No. 7 dated June 1, 1988 to Car Service Agreement dated June 13, 1985 between UTLX and Hawkeye;
 - (b) Rider No. 8 dated February 1, 1989 to Car Service Agreement dated June 13, 1985 between UTLX and Hawkeye.

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