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REGISTRATION NO. 15368-A FILED 1425

SEP 15 1992 9 50 AM

INTERSTATE COMMERCE COMMISSION

September 9, 1992

BY FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2303
12th and Constitution, N.W.
Washington, D.C. 20423

Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed agreement.

I have enclosed two original counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The document is a secondary document. The document is:

Partial Release, dated as of August 31, 1992.

The primary document to which this is connected is a Fixed and Floating Charge Demand Debenture between S & P Canada II, Inc. and the Bank of Montreal, as agent for certain lenders, filed with the Commission under Recordation Number 15368.

The names and addresses of the parties of this document are as follows:

Agent:

Bank of Montreal
First Bank Tower
First Canadian Place
P.O. Box 1
Toronto, Ontario M5X 1A1 CANADA

SEP 15 9 50 AM '92
INTERSTATE COMMERCE COMMISSION

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

Mr. Sidney L. Strickland, Jr.

September 9, 1992

A description of the equipment covered by the document is as follows:

100 4750 cubic foot capacity covered hopper cars bearing marks and numbers WCFX 4500 through 4599 (inclusive)

A fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number to:

Richard Demarest Yant
Seyfarth, Shaw, Fairweather & Geraldson
Suite 4200
55 East Monroe Street
Chicago, Illinois 60603

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

Partial Release by Bank of Montreal covering 100 covered hopper cars, WCFX 4500 through 4599 (inclusive).

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY:lm

encl.

cc: William L. Dimitroff (w/encl.)
Philip Dabice

Interstate Commerce Commission
Washington, D.C. 20423

9/15/92

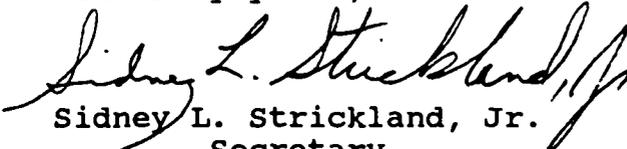
OFFICE OF THE SECRETARY

Richard Demarest Yant
Seyfarth, Shaws, Fairweather & Geraldson
55 East Monroe Street-Ste. 4200
Chicago, Illinois 60603

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/15/92 at 9:50AM, and assigned recordation number(s). 15368-A and 15369-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 15368-A FILED 1992

PARTIAL RELEASE

SEP 15 1992 9 50 AM

INTERSTATE COMMERCE COMMISSION

THIS RELEASE is executed by Bank of Montreal, individually and as agent on behalf of certain other banks ("Agent") as of August 31, 1992.

RECITALS:

A. S & P Canada II, Inc. ("S&P") granted to Agent a security interest in certain railroad rolling stock bearing marks and numbers WCFX 4500 through 4599 (inclusive) (the "Cars") pursuant to a Fixed and Floating Charge Demand Debenture, which was filed with the United States Interstate Commerce Commission (the "ICC") on November 5, 1987 under Recordation No. 15368 and a Fixed and Floating Charge Demand Debenture, which was filed with the ICC on November 5, 1987 under Recordation No. 15369.

B. Agent desires to release all of its interest in the Cars.

NOW THEREFORE, Agent, for itself and as agent for certain other banks represents that it has not assigned the aforesaid interest in the Cars and hereby releases any and all right, title, interest, claim, mortgage, pledge, charge or security interest it may now have or may have had at any time in, to or relating to any of the Cars. Bank further authorizes any person to file or record this Release in any office appropriate and agrees to execute such further documents as may be necessary to evidence the intent of this Release.

(Seal)

BANK OF MONTREAL

Attest:

[Signature]

By: *Steve Kelly*
Printed Name: Steve Kelly
Title: Account Manager

ACKNOWLEDGMENT

PROVINCE OF Ontario)
COUNTY OF York) SS

On this 31st day of August 1992 before me personally appeared, Stephen Kelly, to me personally known, who being by me duly sworn, says that (s)he is the Account Manager of Bank of Montreal, that ~~the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.~~

LCH
LCH

L. C. W. A. M.

Notary Public

(SEAL)