

December 30, 1992

Ra No 15496 - P

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

REGISTRATION NO 15496-2 FILED 1425

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INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. 11303 are four original counterparts of a Partial Termination and Release of Security Interest dated as of December 30, 1992 (the "Release"), a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 C.F.R. §1177. The primary documents to which the enclosed Partial Release is connected are (i) that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 by WCL Railcars, Inc. ("Railcars") in favor of The Bank of New York (formerly known as Irving Trust Company) ("BNY") (Recordation Number 15336; Recorded on October 20, 1987), as amended and restated pursuant to that certain Amended and Restated Security Agreement (Equipment Mortgage and Assignment of Leases) dated November 23, 1992 by Railcars in favor of BNY, as agent (Recordation Number 15336-F; Recorded on December 10, 1992); and (ii) that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of January 11, 1988 by Railcars in favor of BNY (Recordation Number 15496; Recorded on February 4, 1988).

One original counterpart Partial Release should be placed in the proper recordation files relating to the agreements filed under Recordation Number 15336 and 15336-F, and one original counterpart Partial Release should be placed in the proper recordation files relating to the agreement filed under Recordation Number 15496.

The name and address of the party to the enclosed Partial Release is as follows:

Secured Party: The Bank of New York
 One Wall Street
 New York, New York 10286

The property covered by the enclosed Partial Release includes solely the railroad cars identified on attached Schedule I.

Please return any stamped original counterparts of the enclosed Partial Release not required for your files to Charles Kappler, Alvord & Alvord, 200 World Trade Center Building, 918 Sixteenth Street, N.W., Washington, D.C. 20006-2973.

Enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the recordation fee.

John

C. Alvord

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A short summary of the equipment covered by the enclosed secondary document to appear in the Interstate Commerce Commission's files is as follows:

50 rebuilt plate B 70-ton boxcars bearing WC road numbers and 20 rebuilt 70-ton flatcars bearing WC road numbers in the 35000 series.

The Bank of New York

By: *Leslie V. Godridge*

SCHEDULE I

	OLD NUMBER	NEW NUMBER	DATE RELEASED
1.	MC 18230	MC 26553	09/09/92
2.	MC 18224	MC 26550	09/21/92
3.	MC 18156	MC 26524	11/16/92
4.	MC 18106	MC 26505	09/30/92
5.	MC 18086	MC 26476	10/08/92
6.	MC 18050	MC 26485	10/15/92
7.	MC 18028	MC 26476	10/14/92
8.	MC 18006	MC 26465	10/05/92
9.	MC 18002	MC 26463	10/19/92
10.	MC 17950	MC 26440	10/20/92
11.	MC 17942	MC 26436	10/16/92
12.	MC 17914	MC 26425	10/22/92
13.	MC 17912	MC 26424	10/21/92
14.	MC 17490	MC 26417	11/10/92
15.	MC 17428	MC 26396	10/20/92
16.	MC 17408	MC 26390	10/30/92
17.	MC 17406	MC 26389	11/06/92
18.	MC 17382	MC 26381	11/02/92
19.	MC 17374	MC 26380	11/12/92
20.	MC 17360	MC 26375	11/05/92
21.	MC 17326	MC 26362	11/23/92
22.	MC 17302	MC 26355	11/10/92
23.	MC 17294	MC 26351	
24.	MC 17262	MC 26343	11/16/92
25.	MC 17256	MC 26340	11/13/92
26.	MC 17238	MC 26335	12/02/92
27.	MC 17204	MC 26328	11/19/92
28.	MC 17198	MC 26326	11/24/92
29.	MC 17182	MC 26320	12/04/92
30.	MC 17172	MC 26317	12/01/92
31.	MC 17162	MC 26316	
32.	MC 17144	MC 26310	
33.	MC 16822	MC 26242	
34.	MC 16820	MC 26241	
35.	MC 16816	MC 26240	
36.	MC 16750	MC 26229	
37.	MC 16744	MC 26224	
38.	MC 16728	MC 26219	
39.	MC 16714	MC 26216	
40.	MC 16710	MC 26215	
41.	MC 16664	MC 26199	
42.	MC 16614	MC 26185	
43.	MC 17444	MC 26402	11/04/92
44.	MC 18096	MC 26501	10/26/92
45.	MC 18150	MC 26525	09/29/92
46.	MC 18196	MC 26538	11/30/92
47.	MC 18194	MC 26537	
48.	MC 17224	MC 26334	
49.	MC 18220	MC 26540	
50.	MC 17126	MC 26303	

EDM

NEW CAR NUMBER**OLD CAR NUMBER****ORIGINAL SOO NUMBER**

WC 35600
WC 35601
WC 35602
WC 35603
WC 35604
WC 35605
WC 35606
WC 35607
WC 35608
WC 35609
WC 35610
WC 35611
WC 35612
WC 35613
WC 35614
WC 35615
WC 35616
WC 35617
WC 35618
WC 35619

WC 5765
WC 5766
WC 5767
WC 5768
WC 5769
WC 5770
WC 5771
WC 5772
WC 5773
WC 5774
WC 5775
WC 5776
WC 5777
WC 5778
WC 5779
WC 5780
WC 5781
WC 5784
WC 5792
WC 5798

SOO 5765
SOO 5766
SOO 5767
SOO 5768
SOO 5769
SOO 5770
SOO 5771
SOO 5772
SOO 5773
SOO 5774
SOO 5775
SOO 5776
SOO 5777
SOO 5778
SOO 5779
SOO 5780
SOO 5781
SOO 5784
SOO 5792
SOO 5798

15496-D

**PARTIAL TERMINATION AND RELEASE
OF SECURITY INTEREST**

DEC 30 1992-8 4 PM
INTERSTATE COMMERCE COMMISSION

The undersigned, The Bank of New York (formerly known as Irving Trust Company) ("BNY"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its security interest, lien, chattel mortgage and other interest in and to the railway cars and other rolling stock specifically identified on attached Schedule I to this Partial Termination and Release (the "Equipment"), which security interests were granted pursuant to the following agreements, previously recorded with the Interstate Commerce Commission ("ICC"):

(i) that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 by WCL Railcars, Inc. ("Railcars") in favor of BNY (Recordation Number 15336; Recorded on October 20, 1987), as amended and restated pursuant to that certain Amended and Restated Security Agreement (Equipment Mortgage and Assignment of Leases) dated November 23, 1992 by Railcars in favor of The Bank of New York, as agent for the certain banks (Recordation Number 15336-F; Recorded on December 10, 1992); and

(ii) that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of January 11, 1988 by Railcars in favor of BNY (Recordation Number 15496; Recorded on February 4, 1988).

The security interest, chattel mortgage and other interests being terminated and released pertain solely to the Equipment; BNY's security interest, chattel mortgage and other interests granted pursuant to the agreements referred to in subparts (i) and (ii) above, with respect to collateral other than the specified Equipment, otherwise remain intact and unaffected by this partial termination and release.

Executed as of this 29th day of December, 1992.

The Bank of New York

By: *Dodie V. Godridge*
Its: *Senior Vice President*

State of New York)
) ss:
County of New York)

On this 29th day of December, 1992, before me personally appeared Leslie V. Galdrick to me personally known, who, being by me duly sworn, says that (s)he is a Sr. Vice President of The Bank of New York, that (s)he is duly authorized to sign the foregoing instrument on behalf of The Bank of New York, and that said instrument was signed on behalf of The Bank of New York, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of The Bank of New York.

Angelica Suarez
Notary Public

ANGELICA SUAREZ
Notary Public, State of New York
No. 31-4961813
Qualified in New York County
Commission Expires Jan. 5, 1994

(Notarial Seal)

My Commission Expires: 2/5/94

SCHEDULE I
TO
PARTIAL TERMINATION
AND RELEASE
OF
SECURITY INTEREST

	OLD NUMBER	NEW NUMBER	DATE RELEASED
1.	NC 18230	NC 26553	09/09/92
2.	NC 18224	NC 26550	09/21/92
3.	NC 18156	NC 26524	11/16/92
4.	NC 18106	NC 26505	09/30/92
5.	NC 18086	NC 26496	10/08/92
6.	NC 18050	NC 26485	10/15/92
7.	NC 18028	NC 26476	10/14/92
8.	NC 18006	NC 26463	10/03/92
9.	NC 18002	NC 26463	10/19/92
10.	NC 17950	NC 26440	10/20/92
11.	NC 17942	NC 26436	10/16/92
12.	NC 17914	NC 26425	10/22/92
13.	NC 17912	NC 26424	10/21/92
14.	NC 17490	NC 26417	11/10/92
15.	NC 17428	NC 26396	10/28/92
16.	NC 17408	NC 26390	10/30/92
17.	NC 17406	NC 26389	11/06/92
18.	NC 17382	NC 26381	11/02/92
19.	NC 17374	NC 26380	11/12/92
20.	NC 17360	NC 26375	11/05/92
21.	NC 17326	NC 26362	11/23/92
22.	NC 17302	NC 26355	11/18/92
23.	NC 17294	NC 26351	
24.	NC 17262	NC 26343	11/16/92
25.	NC 17256	NC 26340	11/13/92
26.	NC 17238	NC 26335	12/02/92
27.	NC 17204	NC 26328	11/19/92
28.	NC 17198	NC 26326	11/24/92
29.	NC 17182	NC 26320	12/04/92
30.	NC 17172	NC 26317	12/01/92
31.	NC 17162	NC 26316	
32.	NC 17144	NC 26310	
33.	NC 16822	NC 26242	
34.	NC 16820	NC 26241	
35.	NC 16816	NC 26240	
36.	NC 16758	NC 26229	
37.	NC 16744	NC 26224	
38.	NC 16728	NC 26219	
39.	NC 16714	NC 26216	
40.	NC 16710	NC 26215	
41.	NC 16664	NC 26199	
42.	NC 16614	NC 26185	
43.	NC 17444	NC 26402	11/04/92
44.	NC 18896	NC 26501	10/26/92
45.	NC 18158	NC 26525	09/29/92
46.	NC 18196	NC 26538	11/30/92
47.	NC 18194	NC 26537	
48.	NC 17224	NC 26334	
49.	NC 18220	NC 26548	
50.	NC 17126	NC 26303	

EDH

NEW CAR NUMBER**OLD CAR NUMBER****ORIGINAL SOO NUMBER**

WC	35600	WC	5765	800	5765
WC	35601	WC	5766	800	5766
WC	35602	WC	5767	800	5767
WC	35603	WC	5768	800	5768
WC	35604	WC	5769	800	5769
WC	35605	WC	5770	800	5770
WC	35606	WC	5771	800	5771
WC	35607	WC	5772	800	5772
WC	35608	WC	5773	800	5773
WC	35609	WC	5774	800	5774
WC	35610	WC	5775	800	5775
WC	35611	WC	5776	800	5776
WC	35612	WC	5777	800	5777
WC	35613	WC	5778	800	5778
WC	35614	WC	5779	800	5779
WC	35615	WC	5780	800	5780
WC	35616	WC	5781	800	5781
WC	35617	WC	5784	800	5784
WC	35618	WC	5792	800	5792
WC	35619	WC	5798	800	5798