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2-015A020

January 15, 1992

The Honorable Sidney L. Strickland  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

11944-A  
JAN 15 1992 -2 05 PM  
INTERSTATE COMMERCE COMMISSION

JAN 15 1 47 PM '92  
MOTOR OPERATING UNIT

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are two original counterparts of Full Release, Satisfaction and Discharge of Indebtedness, given as of December 2, 1991, by Principal Mutual Life Insurance Company (formerly known as Bankers Life Company) (the "Lender"), a secondary document, relating to and completely terminating that certain Security Agreement, dated as of April 1, 1980, from Multifoods Transportation, Inc. to Lender, a primary document recorded under Recordation No. 11944.

It is my understanding that the recordation number to be assigned to this new document, as described in the preceding paragraph, will be: 11944-A.

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

RELEASING PARTY

AND LENDER: Principal Mutual Life Insurance Company  
711 High Street  
Des Moines, Iowa 50309

The undersigned is the attorney-in-fact for purposes of this filing. Please return the originals of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4078 or to the bearer hereof.

*C. Countryman*  
*John K. Maser*

DONELAN, CLEARY, WOOD & MASER, P. C.  
The Honorable Sidney L. Strickland  
January 15, 1992  
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A description of the equipment covered by the enclosed document is as follows:

No. of Cars	Type	Approximate Capacity per Car
50	Covered hopper rail cars bearing numbers IMTX 801001 to 801050, inclusive	4,750 cu. ft.

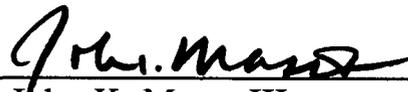
Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

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

**SECONDARY DOCUMENT:**

Full Release, Satisfaction and Discharge of Indebtedness, given as of December 2, 1991, by Principal Mutual Life Insurance Company (formerly known as Bankers Life Company), relating to and completely terminating that certain Security Agreement, dated as of April 1, 1980, and recorded under Recordation No. 11944, covering fifty (50) covered hopper rail cars bearing numbers IMTX 801001 to 801050, inclusive.

Respectfully submitted,

By   
John K. Maser III  
Attorney-In-Fact

Enclosures

2410-000

JAN 15 1992 -2 02 PM  
11944-A  
INTERSTATE COMMERCE COMMISSION

**FULL RELEASE, SATISFACTION AND DISCHARGE OF INDEBTEDNESS**

THIS FULL RELEASE, SATISFACTION AND DISCHARGE OF INDEBTEDNESS is given as of December 2, 1991 by PRINCIPAL MUTUAL LIFE INSURANCE COMPANY (formerly known as Bankers Life Company), an Iowa coproration (the "Lender").

WHEREAS, the Lender entered into a Loan Agreement dated as of April 1, 1980 (the "Loan Agreement"), providing for the commitment of the Lender to make a loan to Multifoods Transportation, Inc., a Delaware corporation (the "Borrower"), in the original principal amount of \$1,928,250 which loan was evidenced by a 13% Secured Note of Borrower to Lender (the "Note");

WHEREAS, the payment of the Note and all principal thereof and interest and premium, if any, thereon and certain additional amounts and other sums in connection therewith (the "Indebtedness") were secured pursuant to a Security Agreement dated as of April 1, 1980 from Borrower to Lender (the "Security Agreement") in which Borrower granted to Lender a security interest in the Collateral (as defined in the Security Agreement);

WHEREAS, pursuant to a letter agreement dated November 27, 1991 from Borrower and International Multifoods Corporation to Lender, the Indebtedness was paid in its entirety;

WHEREAS, the Security Agreement provides in Section 6.4 that the Lender will release the Security Agreement and the Security interest granted thereby upon presentation of satisfactory evidence that the Indebtedness has been fully paid or discharged; and

WHEREAS, the Security Agreement was filed with the Interstate Commerce Commission on June 27, 1980 and assigned recordation number 11944.

NOW, THEREFORE, the Lender, intending to be legally bound, hereby acknowledges that:

1. The Indebtedness has been paid.
2. The Indebtedness is hereby declared fully and completely satisfied and discharged effective November 27, 1991 and the Security Agreement is hereby declared to be terminated effective as of December 2, 1991.

IN WITNESS WHEREOF, the Lender has caused this instrument to be executed by an officer thereunto duly authorized as of the date first written above.

PRINCIPAL MUTUAL LIFE INSURANCE COMPANY

By Sarah J. Rvts  
Its SARAH J. RVTS  
Assistant Counsel

By Warren Shank  
Its WARREN SHANK  
COUNSEL

STATE OF IOWA )  
                  )ss.  
COUNTY OF POLK )

On this 30th day of December, 1991, before me personally appeared Sarah J. Pitts and Warren Shank, to me personally known to be the persons who executed the within instrument as the Assistant Counsel and Counsel, respectively, of Principal Mutual Life Insurance Company, an Iowa corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Renetta Chiodo  
Notary Public

My commission expires:

