

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

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HOUSTON
WASHINGTON, D.C.
AUSTIN
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DALLAS
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LOS ANGELES
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LONDON
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March 20, 2002

Re: Secondary Document to Primary Document No. 18855

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street N.W., Suite 700
Washington, D.C. 20423

RECORDATION NO. 18855-M FILED
MAR 21 '02 3-00 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two counterpart originals of a Partial Release, dated as of March 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to a Trust Indenture and Security Agreement which was previously filed with the Board under Recordation Number 18855.

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

Indenture Trustee: Wilmington Trust Company
Goodwin Square
225 Asylum Street
Hartford, Connecticut 06103

A description of the railroad equipment covered by the enclosed documents is:

Railcars SMNX 336 and SMNX 368.

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

Partial Release.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board in payment of the required recordation fee.

Mr. Vernon A. Williams
March 20, 2002
Page 2

Please return a file-stamped copy of the enclosed document to the undersigned.

Very truly yours,



Jay Olmstead

Enclosures

RECORDATION NO. 18855-M FILED

MAR 21 2002 3-00 PM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE

(Solvay Minerals Equipment Trust 1994)

Dated as of March 1, 2002

Of

STATE STREET BANK AND TRUST COMPANY,
not in its individual capacity but solely
as trustee under the Trust Indenture and
Security Agreement (Solvay Minerals Equipment Trust 1994),
dated as of June 1, 1994, between the Owner Trustee
and the Indenture Trustee

Indenture Trustee

SMNX 336 and 368

FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT
TO 49.U.S.C. § 11301 ON _____, 2002, AT _____M. RECORDATION _____
AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA
PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT ON _____,
2002, AT _____M.

PARTIAL RELEASE
(Solvay Minerals Equipment Trust 1994)

PARTIAL RELEASE (Solvay Minerals Equipment Trust 1994) dated as of March 1, 2002 (this "Partial Release"), of STATE STREET BANK AND TRUST COMPANY (successor to Fleet National Bank, formerly known as Fleet National Bank of Connecticut, formerly known as Shawmut Bank Connecticut, National Association), as Indenture Trustee (herein called the "Indenture Trustee") under the Trust Indenture and Security Agreement (Solvay Minerals Equipment Trust 1994) dated as of June 1, 1994, between the Owner Trustee and the Indenture Trustee.

W I T N E S S E T H:

WHEREAS, the Trust Indenture and Security Agreement (Solvay Minerals Equipment Trust 1994) dated as of June 1, 1994 (including all supplements thereto, the "Indenture"), between the Owner Trustee and the Indenture Trustee was filed with the Surface Transportation Board (formerly the Interstate Commerce Commission) (the "STB") pursuant to 49 U.S.C. Section 11303 on June 22, 1994, and deposited with The Office of the Registrar General of Canada (the "Registrar") pursuant to Section 90 of the Railway Act of Canada on June 22, 1994;

WHEREAS, Indenture Supplement No. 1 (Solvay Minerals Equipment Trust 1994) by the Owner Trustee in favor of the Indenture Trustee was filed with the STB on June 22, 1994, and deposited with the Registrar on June 22, 1994;

WHEREAS, Indenture Supplement No. 2 (Solvay Minerals Equipment Trust 1994) by the Owner Trustee in favor of the Indenture Trustee was filed with the STB on April 18, 1996, and deposited with the Registrar on April 18, 1996;

WHEREAS, Indenture Supplement No. 3 (Solvay Minerals Equipment Trust 1994) by the Owner Trustee in favor of the Indenture Trustee was filed with the STB on July 16, 1998, and deposited with the Registrar on June 29, 1998;

WHEREAS, the Equipment described in Schedule 1 hereto (the "Lost Equipment") suffered an Event of Loss;

WHEREAS, Solvay Minerals, Inc. (the "Lessee") has paid the Stipulated Loss Value with respect to the Lost Equipment and fulfilled its SLV Obligations, as defined in the Lease; and

WHEREAS, pursuant to Sections 2.14(a)(i) and 10.01(a) of the Indenture and Section 28(c) of the Lease, the Indenture Trustee is required to release the Items of Lost Equipment from the Lien of the Indenture.

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RECORDATION NO. _____ FILED

MAR 21 '02 3-00 PM

SURFACE TRANSPORTATION BOARD

NOW, THEREFORE, the Indenture Trustee does agree and stipulate as follows, intending to be legally bound:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement, dated as of June 1, 1994, among the J.P. Morgan Interfunding Corp., Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, the Lessee, and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Partial Release.

2. The Indenture Trustee acknowledges receipt from the Lessee of the amount of \$113,237.65, constituting the Stipulated Loss Value of the Lost Equipment.

3. The Items of Lost Equipment are hereby released from the Lien of the Indenture, and the Indenture Trustee releases any and all claims in or to said Items of Lost Equipment, and the Indenture Trustee hereby authorizes the filing of a UCC financing statement amendment (which may be on form UCC3) to reflect the release of the Lost Equipment from the Lien of the Indenture.

4. THIS PARTIAL RELEASE SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE. This Partial Release may be executed by the Indenture Trustee in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

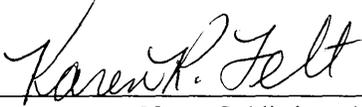
IN WITNESS WHEREOF, the Indenture Trustee has caused this Partial Release to be duly executed by one of its officers thereunto duly authorized on the day and year first above written.

STATE STREET BANK AND TRUST COMPANY,
not in its individual capacity but solely as Indenture Trustee

By Melissa A. DuMont
Name: **Melissa A. DuMont**
Title: **Assistant Vice President**

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

This instrument was acknowledged before me on March 19, 2002, by ~~State A. D. [unclear]~~, **Assistant Vice President** of State Street Bank and Trust Company, a Massachusetts bank and trust company.



Notary Public in and for
the State of Connecticut

KAREN R. FELT
NOTARY PUBLIC
MY COMMISSION EXPIRES 02/29/2004

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF CONNECTICUT §
 §
COUNTY OF HARTFORD §

On this 19th day of March, 2002, before me personally appeared ~~State A. D. [unclear]~~ to me personally known, being by me duly sworn, says that he/she is the **Assistant Vice President** of State Street Bank and Trust Company (the "Corporation"), and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on March 19, 2002 and he/she acknowledged that the execution of said instrument was the act and deed of the Corporation.



Notary Public in and for
the State of Connecticut

KAREN R. FELT
NOTARY PUBLIC
MY COMMISSION EXPIRES 02/29/2004

SCHEDULE 1
to Partial Release

DESCRIPTION OF LOST EQUIPMENT

Two Center Flow® covered hopper rail cars each of 4,650 cubic foot capacity, initialed SMNX and numbered 336 and 368, together with all parts, appurtenances and other equipment or property attached to said units of railroad equipment.