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ELIAS C. ALVORD (1942)  
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October 15, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 18899-P FILED

OCT 15 '02 2-42 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of the Partial Release of Indenture Lien (Solvay Polymers Equipment Trust 1994), dated as of September 30, 2002, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Solvay Polymers Equipment Trust 1994 documents which were previously filed with the Board under Recordation Number 18899.

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

Indenture Trustee: State Street Bank and  
Trust Company  
225 Asylum Street  
Hartford, CT 06103

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

Railcar ELTX 3213 is removed from the Indenture.

Mr. Vernon A. Williams  
October 15, 2002  
Page Two

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

Partial Release of Indenture Lien (Solvay Polymers Equipment Trust 1994)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

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PARTIAL RELEASE  
OF INDENTURE LIEN

(Solvay Polymers Equipment Trust 1994)

RECORDATION NO. 18899-P FILED

Dated as of September 30, 2002

OCT 15 '02 2:42 PM

SURFACE TRANSPORTATION BOARD

of

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

**Indenture Trustee**

**ELTX 3213**

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FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. SECTION 11301 ON OCTOBER \_\_, 2002, AT \_\_\_\_\_.M. UNDER RECORDATION NUMBER \_\_\_\_\_ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT ON OCTOBER \_\_, 2002, AT \_\_\_\_\_.M.

PARTIAL RELEASE  
OF INDENTURE LIEN  
(Solvay Polymers Equipment Trust 1994)

THIS PARTIAL RELEASE OF INDENTURE LIEN dated as of September 30, 2002 (this "Partial Release"), of STATE STREET BANK AND TRUST COMPANY, a Massachusetts bank and trust company, not in its individual capacity, but solely as trustee ("Indenture Trustee") under the Trust Indenture and Security Agreement (Solvay Polymers Equipment Trust 1994) dated as of June 1, 1994 (the "Indenture"), between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee ("Owner Trustee") under the Trust Agreement (Solvay Polymers Equipment Trust 1994) dated as of June 1, 1994 and Indenture Trustee.

WITNESSETH:

WHEREAS, the Indenture was filed with the Surface Transportation Board, formerly known as the Interstate Commerce Commission (the "STB"), pursuant to 49 U.S.C. Section 11303 on July 15, 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 July 15, 1994;

WHEREAS, Indenture Supplement No. 1 (Solvay Polymers Equipment Trust 1994) by Owner Trustee in favor of Indenture Trustee was filed with the STB on July 15, 1994, and deposited with the Registrar on July 15, 1994;

WHEREAS, Indenture Supplement No. 2 (Solvay Polymers Equipment Trust 1994) by Owner Trustee in favor of Indenture Trustee was filed with the STB on September 15, 1994, and deposited with the Registrar on September 15, 1994;

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

WHEREAS, BP Solvay Polyethylene North America ("Lessee"), as successor in interest to Solvay Polymers, Inc., has paid the Stipulated Loss Value with respect to the Lost Equipment and otherwise fulfilled its SLV Obligations, as defined in the Lease, with respect thereto; and

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

NOW, THEREFORE, 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 Manufacturers Hanover Leasing International Corp. (the successor in interest to J.P. Morgan Interfunding Corp.), Wilmington Trust Company, in its individual capacity

and as Owner Trustee, 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. Indenture Trustee acknowledges receipt from Lessee of the amount of \$54,460.63 constituting the Stipulated Loss Value of the Lost Equipment.

3. The Item of Lost Equipment is hereby released from the Lien of the Indenture, and Indenture Trustee releases any and all claims in or to said Item of Lost Equipment.

4. Indenture Trustee authorizes lessee to file, in all applicable jurisdictions, an appropriate Uniform Commercial Code instrument of partial release with respect to the Item of Lost Equipment.

5. 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, 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



LOST EQUIPMENT

Description of the Lost Equipment:

One Center Flow® covered hopper railcar of 5,800 cubic foot capacity, initialed ELTX and numbered 3213, together with all parts, appurtenances and other equipment or property attached to said unit of railroad equipment.

#45214944v2 (ELTX 3213)

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