

November 7, 2012 05:45 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW

SURFACE TRANSPORTATION BOARD

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 7, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Security Agreement Release, dated as of February 14, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Security Agreement- previously filed with the Commission under Recordation Number 17918.

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

Lender:- Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, Massachusetts 01111

[Debtor: BP Amoco Chemical Company
(successor to BP Solvay Polymers North America)
150 West Warrenville Road
Naperville, Illinois 60563]

Chief, Section of Administration
November 7, 2012
Page 2

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

375 cars: ELTX 2000 - ELTX 2374.

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

Security Agreement Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Edward M. Luria

EML/bhs
Enclosures

SECURITY AGREEMENT RELEASE
(NONRECOURSE SECURED NOTES DUE FEBRUARY 13, 2012)
dated as of February 14, 2012

WHEREAS, Massachusetts Mutual Life Insurance Company and MML Pension Insurance Company, as Lenders and Connecticut National Bank ((predecessor to U. S. Bank National Association), not in its individual capacity but solely as Trustee), as Debtor and Lessor entered into a Security Agreement dated as of August 1, 1992, as amended or supplemented by (i) Security Agreement Supplement No. 1 dated August 17, 1992, and (ii) Security Agreement Supplement No. 2 dated October 8, 1992 (collectively, the "Security Agreement"), whereby the Lenders retain a security interest in, and mortgage lien on, the Collateral (as defined therein) which includes, among other things, the Lease (as defined below), and 375 railroad Hopper Cars as more fully described on the attached Schedule A;

WHEREAS, Massachusetts Mutual Life Insurance Company acquired the rights, title and interest of MML Pension Insurance Company in and to the Nonrecourse Secured Notes on December 31, 1994 and accordingly, Massachusetts Mutual Life Insurance Company is the sole Lender;

WHEREAS, to evidence liens and interests under the Security Agreement, each of the three above described security documents was recorded or deposited, as the case may be, in the period August 17, 1992 to October 8, 1992, at (i) the Interstate Commerce Commission (predecessor to the Surface Transportation Board) (the "STB") under recordation numbers: 17918-A, 17918-C and 17918-F and (ii) the Registrar General of Canada (the "RGC") with document keys: 9034, 9035 and 9036;

WHEREAS, the Trustee and Solvay Polymers, Inc., (predecessor in interest to BP Amoco Chemical Company) as Lessee entered into a Master Equipment Lease Agreement dated as of August 1, 1992, as amended or supplemented by (i) Lease Schedule No. 1 dated August 17, 1992, and (ii) Lease Schedule No. 2 dated October 8, 1992 (collectively, the "Lease") covering 375 railroad Hopper Cars originally marked ELTX 2000 through 2374 (railroad Hopper Cars no ELTX 2371, 2191, and 2284 have since been destroyed);

WHEREAS, to evidence liens and interests under the Lease, each of the three above described lease documents was recorded or deposited, as the case may be, in the period August 17, 1992 to October 8, 1992, at (i) the STB under recordation numbers: 17918, 17918-B and 17918-E and (ii) the RGC with document keys: 9037, 9038 and 9039; and

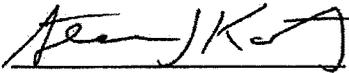
WHEREAS, as of February 14, 2012, the Trustee has fully discharged and satisfied its obligations under the Security Agreement in respect of the repayment of the

Nonrecourse Secured Notes (as defined therein) due and payable as of February 13, 2012, relating to the Collateral .

NOW, THEREFORE, the Lender hereby (i) releases and discharges, in favor of the Trustee, all its estate, right, title and interest in the Collateral containing the Lease and the 375 railroad Hopper Cars and (ii), for greater certainty, releases all of its security interests of record in such Hopper Cars.

IN WITNESS WHEREOF, the Lender has caused this Security Agreement Release (Nonrecourse Secured Notes Due February 13, 2012) to be executed, by its officer thereunto duly authorized, on October 18, 2012.

MASSACHUSETTS MUTUAL LIFE
INSURANCE COMPANY

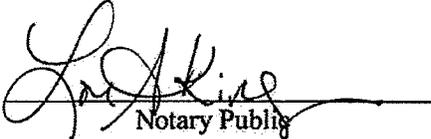
By: 

Name: Steven J. Katz

Title: Managing Director & Senior Counsel,
Babson Capital Management LLC, as
Investment Advisor to Massachusetts
Mutual Life Insurance Company

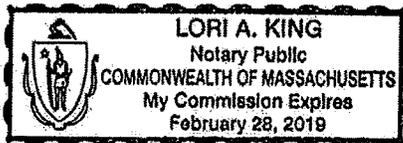
STATE OF MASSACHUSETTS)
) ss:
)
HAMPDEN COUNTY

On this 18th day of October, 2012, before me personally appeared Steven J. Katz, to me personally known, who, being by me duly sworn, says that he is a Managing Director and Senior Counsel of Babson Capital Management LLC, the Investment Adviser to Massachusetts Mutual Life Insurance Company, that the foregoing instrument was signed on behalf of said Massachusetts Mutual Life Insurance Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing release was the free act and deed of said company.


Notary Public

My commission expires: 2/28/2019

[Notarial Seal]



SCHEDULE A

375 ACF Industries Incorporated 5800 cu. ft. plastic pellet covered hopper railroad cars, identified as follows:

ELTX 2011	ELTX 2000-2010
2128	2012-2127
2132	2129-2131
2152	2133-2151
2167	2153-2166
2201	2168-2190
2220	2192-2200
2236-2237	2202-2219
2239	2221-2235
2244	2238
2248	2240-2243
2252	2245-2247
2257	2249-2251
2264	2253-2256
2266	2258-2263
2269	2265
2274	2267-2268
2278-2279	2270-2273
2281	2275-2277
2283	2280
2288-2289	2282
2292-2370	2285-2287
2372-2374	2290-2291

Car Nos. ELTX 2371, 2191 and 2284 have been destroyed.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11-7-12

Edward M. Luria

Edward M. Luria