



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 21075-21 FILED
FEB 5 '99 1-55 PM

February 5, 1999

Recordation No. 21075 -U

Dear Mr. Williams:

On behalf of State Street Bank and Trust Company of Connecticut, National Association, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document entitled Lease Supplement No. 21 (Supplement") dated as of February 5, 1999.

The parties to the Supplement are:

State Street Bank and Trust Company of Connecticut, - LESSOR
National Association, not in its individual capacity,
but solely as trustee under a Trust Agreement dated
as of July 15, 1997.
225 Asylum Street
Goodwin Square
Hartford, CT 06103

The Dow Chemical Company - LESSEE
2030 Dow Center
Midland, MI 48674

The said Supplement covers, among other things, the leasing by the Lessor to the Lessee of 35 covered hopper cars.

The equipment covered in the Supplement is identified in Schedule A to the Supplement, a copy attached hereto.

A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Lease financing of added 35 DCLX covered hopper cars as identified in Schedule A to Lease Supplement No. 21."

Enclosed is a check in the amount of twenty-six dollars (\$26.00) in payment of the filing fee.

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Counterparts - J. Williams

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board, acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink that reads "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for State Street Bank and
Trust Company of Connecticut,
National Association, for the purpose
of this filing.*

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

Enclosures

BY HAND

2970-001

SCHEDULE A

Items of Equipment

SCHEDULE A

BOTM

D O W C O N F I D E N T I A L

01/26/99

DOW RAIL CARS IN ACTIVE SERVICE UNDER THE BOTM SYNTHETIC LEASE

SUPPL. NO. 21

BUILDER: NATIONAL STEEL CAR

RIDER: N1198

CARGROUP	CARMARK	ACQUIRE LOCATION	ACQUIRE DATE	LINING COST	CAR COST	TOTAL CAR COST
CHCS62L----	DCLX008144	FT SASKATCH,	BC 990112		0	
	DCLX008152	FT SASKATCH,	BC 990106		0	
	DCLX008155	FT SASKATCH,	BC 990106		0	
	DCLX008165	FT SASKATCH,	BC 990112		0	
	DCLX008166	FT SASKATCH,	BC 990112		0	
	DCLX008167	FT SASKATCH,	BC 990120		0	
	DCLX008168	FT SASKATCH,	BC 990112		0	
	DCLX008169	FT SASKATCH,	BC 990113		0	
	DCLX008170	FT SASKATCH,	BC 990112		0	
	DCLX008172	FT SASKATCH,	BC 990112		0	
	DCLX008173	FT SASKATCH,	BC 990112		0	
	DCLX008174	FT SASKATCH,	BC 990112		0	
	DCLX008176	FT SASKATCH,	BC 990112		0	
	DCLX008177	FT SASKATCH,	BC 990113		0	
	DCLX008178	FT SASKATCH,	BC 990112		0	
	DCLX008179	FT SASKATCH,	BC 990112		0	
	DCLX008180	FT SASKATCH,	BC 990112		0	
	DCLX008182	FT SASKATCH,	BC 990113		0	
	DCLX008183	FT SASKATCH,	BC 990112		0	
	DCLX008184	FT SASKATCH,	BC 990120		0	
	DCLX008185	FT SASKATCH,	BC 990112		0	
	DCLX008186	FT SASKATCH,	BC 990112		0	
	DCLX008187	FT SASKATCH,	BC 990112		0	
	DCLX008188	FT SASKATCH,	BC 990112		0	
	DCLX008189	FT SASKATCH,	BC 990112		0	
	DCLX008190	FT SASKATCH,	BC 990112		0	
	DCLX008191	FT SASKATCH,	BC 990112		0	
	DCLX008192	FT SASKATCH,	BC 990112		0	
	DCLX008193	FT SASKATCH,	BC 990113		0	
	DCLX008194	FT SASKATCH,	BC 990113		0	
	DCLX008195	FT SASKATCH,	BC 990118		0	
	DCLX008196	FT SASKATCH,	BC 990120		0	
	DCLX008197	FT SASKATCH,	BC 990120		0	
	DCLX008198	FT SASKATCH,	BC 990122		0	
	DCLX008199	FT SASKATCH,	BC 990120		0	

BUILDER: NATIONAL STEEL CAR

RIDER: N1198

TOTAL RAILCARS: 35

RECORDATION NO. 21075-21 FILED

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LEASE SUPPLEMENT NO. 21

This Lease Supplement is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions of, the Railcar Financing Lease Agreement dated as of December 1, 1997, between the undersigned State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but as trustee under a Trust Agreement dated as of July 15, 1997 ("Lessor"), and The Dow Chemical Company ("Lessee") as amended by the First Amendment to Railcar Financing Lease Agreement, Lease Supplements and Agency Agreement dated as of January 1, 1999 (herein, as amended and supplemented from time to time, called the "Lease"). Lessee hereby (a) acknowledges and certifies that (i) each Item of Equipment described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, Lessee, and is located at the location set forth below, (ii) Lessee has reviewed and approved the purchase order, supply contract or purchase agreement covering each such Item, and (iii) that as between Lessor and Lessee, each such Item is of a size, design, capacity and manufacture acceptable to and suitable for Lessee's purposes, has been installed to Lessee's satisfaction, and is in good working order, repair and condition; and (b) unconditionally and irrevocably accepts each such Item for lease under the Lease on the date hereof. Lessor and Lessee hereby agree that each Item of Equipment described below or on any Schedule attached hereto is hereby leased from Lessor to Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term of each such Item commences on the date hereof and that such date is the Acceptance Date thereof; and that the Acquisition Cost, Interim Term, Basic Term Commencement Date, Basic Term, Interim Rent, Basic Rent and Related Exhibit A for all Items of Equipment covered by this Lease Supplement is as set forth below. Lessee hereby agrees to pay the Rent for all Items of Equipment covered by this Lease Supplement in the amounts and at the times specified in Section 7 of the Lease and as specified below, reaffirms its acknowledgments and agreements in Section 8 of the Lease and certifies that its representations and warranties set forth in Section 21 of the Lease and in any related certificate delivered to Lessor are true and correct on the date hereof. All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Item(s) of Equipment (include make, model, serial number and quantity):
See Schedule A attached hereto.
2. Location: United States or Canada.
3. Acquisition Cost: See Schedule A attached hereto.
4. Interim Term: Commencing on February 5, 1999, and ending on December 31, 1999.
5. Basic Term Commencement Date: January 1, 2000.
6. Related Exhibit A: Exhibit A-4 to the Lease.
7. Certain Values:

Estimated Residual Values: See Schedule B attached hereto.

Maximum Lessee Risk: See Schedule C attached hereto.

Maximum Lessor Risk: See Schedule C attached hereto.

Casualty Loss Values: See Schedule D attached hereto.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

Signatures on following page

Dated: as of February 5, 1999.

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as trustee

(Lessor)

By: 

Name:

Title: **Alison Della Bella**
Assistant Vice President

THE DOW CHEMICAL COMPANY

(Lessee)

By: _____

Name:

Title:

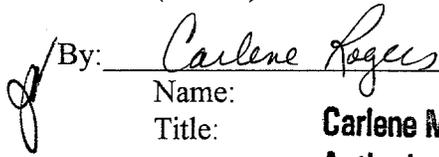
COUNTERPART NO. 5 OF 10 SERIALY NUMBERED MANUALLY EXECUTED
COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS DOCUMENT CONSTITUTES
CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY
INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND
POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

Dated: as of February 5, 1999.

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as trustee
(Lessor)

By: _____
Name:
Title:

THE DOW CHEMICAL COMPANY
(Lessee)

By:  _____
Name:
Title: **Carlene M. Rogers**
Authorized Representative

COUNTERPART NO. 5 OF 10 SERIALY NUMBERED MANUALLY EXECUTED
COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS DOCUMENT CONSTITUTES
CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY
INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND
POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF MICHIGAN)
) SS
COUNTY OF Midland)

On this 28 of ~~February~~^{January}, 1999, before me personally appeared in the City of Midland, State of Michigan, Carlene Rogers, to me personally known, who being by me duly sworn, says that she is the authorized representative of The Dow Chemical Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

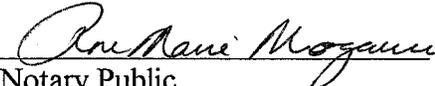
Connie Bolander
Notary Public

[NOTARIAL SEAL]

CONNIE BOLANDER
NOTARY PUBLIC, MIDLAND COUNTY, MICHIGAN
My commission expires MY COMMISSION EXPIRES NOVEMBER 30, 2002

COMMONWEALTH OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this 28 day of ^{January} ~~February~~, 1999, before me personally appeared in the City of Boston, Commonwealth of Massachusetts, ALISON DELLA BELLA, to me personally known, who being by me duly sworn, says that she is the ASSISTANT VICE PRESIDENT of State Street Bank and Trust Company of Connecticut, National Association, that the foregoing instrument was signed and sealed on behalf of said national association, as trustee as aforesaid, by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation, as trustee as aforesaid.


Notary Public

[NOTARIAL SEAL]

My commission expires: _____

ROSE MARIE MOGAURO
Notary Public
My Commission Expires January 14, 2005

SCHEDULE A

Items of Equipment

SCHEDULE A

BOTM

D O W C O N F I D E N T I A L

01/26/99

DOW RAIL CARS IN ACTIVE SERVICE UNDER THE BOTM SYNTHETIC LEASE

SUPPL. NO. 21

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RIDER: N1198

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	DCLX008199	FT SASKATCH, BC	990120	0		

BUILDER: NATIONAL STEEL CAR
RIDER: N1198
TOTAL RAILCARS: 35

Schedule B

Dow Chemical

The following schedules are based on 100% of Equipment Cost
assuming an Applicable Lease Rate of 5.15%:

<u>Period*</u>	<u>Estimated Residual Value</u>
12	100.540845%
24	100.405634%
36	100.270423%
48	100.135211%
60	100.000000%

* Refers to last day of the month indicated following Basic
Term Commencement Date.

Schedule C

Dow Chemical

The following schedules are based on 100% of Equipment Cost
assuming an Applicable Lease Rate of 5.15%:

<u>Period*</u>	<u>Maximum Lessee Risk</u>	<u>Maximum Lessor Risk</u>
12	88.881205%	11.659640%
24	89.389665%	11.015969%
36	89.389665%	10.880758%
48	89.389665%	10.745547%
60	89.374737%	10.625263%

* Refers to last day of the month indicated following Basic
Term Commencement Date.

Schedule D

Dow Chemical

The following schedules are based on 100% of Equipment Cost
assuming an Applicable Lease Rate of 5.15%:

<u>Period</u>	<u>Casualty Loss Value</u>
1	100.788732%
2	100.777465%
3	100.766197%
4	100.754930%
5	100.743662%
6	100.732394%
7	100.721127%
8	100.709859%
9	100.698592%
10	100.687324%
11	100.676056%
12	100.664789%
13	100.653521%
14	100.642254%
15	100.630986%
16	100.619718%
17	100.608451%
18	100.597183%
19	100.585915%
20	100.574648%
21	100.563380%
22	100.552113%
23	100.540845%
24	100.529577%
25	100.518310%
26	100.507042%
27	100.495775%
28	100.484507%
29	100.473239%
30	100.461972%
31	100.450704%
32	100.439437%
33	100.428169%
34	100.416901%
35	100.405634%
36	100.394366%
37	100.383099%
38	100.371831%
39	100.360563%
40	100.349296%
41	100.338028%
42	100.326761%

<u>Period</u>	<u>Casualty Loss Value</u>
43	100.315493 %
44	100.304225 %
45	100.292958 %
46	100.281690 %
47	100.270423 %
48	100.259155 %
49	100.247887 %
50	100.236620 %
51	100.225352 %
52	100.214085 %
53	100.202817 %
54	100.191549 %
55	100.180282 %
56	100.169014 %
57	100.157746 %
58	100.146479 %
59	100.135211 %
60	100.123944 %
61	100.112676 %
62	100.101408 %
63	100.090141 %
64	100.078873 %
65	100.067606 %
66	100.056338 %
67	100.045070 %
68	100.033803 %
69	100.022535 %
70	100.011268 %
71	100.000000 %

* Refers to last day of the month indicated starting with the Interim Term.