

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

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3-2734000

October 1, 1993

RECORDATION NO. 5671-C FILED 408

OCT 1 1993 - 10:10 AM

Recordation No. 5671-C

INTERSTATE COMMERCE COMMISSION

854.00 filing fees

Dear Mr. Strickland:

On behalf of United States Leasing International, Inc., I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Appointment of Successor Trustee Under Trust Agreement, dated as of September 28, 1993, which for filing purposes is in the nature of an assignment ("Appointment").

The parties to the enclosed Appointment are:

Union Bank, as Trustor, 350 California Street San Francisco, CA 94101-1118	-	FOR INDEXING, ASSIGNOR
Trust Company for USL, Inc., as Successor Trustee, United States Leasing Equipment Financing Group 2015 Spring Road, #720 Oak Brook, Illinois 60521	-	FOR INDEXING, ASSIGNEE
United States Leasing International, Inc., as Agent for Trustee, 615 Battery Street San Francisco, CA 94111	-	AGENT

The said Appointment acts, among other things, to appoint in that certain Lease of Railroad Equipment of April 1, 1970, recorded with the Interstate Commerce Commission ("ICC") under Recordation No. 5671, as Lessor, Trust Company for USL, Inc., Trustee, replacing the original Lessor, W.H. Ruskaup and Ben Maushardt, as Trustees, and should be recorded under the next available letter under Recordation No. 5671 which we believe is -C.

The equipment covered by the enclosed Appointment is as stated in the above-mentioned Lease of Railroad Equipment.

A short summary of the Appointment to appear in the ICC Index is as follows:

"Change in designated Lessor as result of appointment of successor trustee"

P. A. Harriman
W. H. Ruskaup

DONELAN, CLEARY, WOOD & MASER, P. C.

Letter to Mr. Strickland, Jr.
September 30, 1993
Page 2

Please index separately the name of the Successor Trustee ("Assignee"), Trust Company for USL, Inc., in the ICC "Vendee/Assignee" Index Books ("white pages"), as follows:

1. Index under Trust Company for USL, Inc. saying, "See Recordation No. 5671-C."

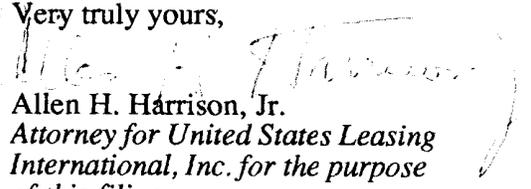
Please index separately the name of the Agent for Trustee, United States Leasing International, Inc., in the ICC "Vendor/Assignor" Index Books ("yellow pages"), as follows:

1. Index under United States Leasing International, Inc. saying, "See Recordation No. 5671-C."

Enclosed is a check in the amount of fifty four dollars (\$54.00) in payment of the filing fee and two indexing fees.

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 fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for United States Leasing
International, Inc. for the purpose
of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures
BY HAND
8349-020

Interstate Commerce Commission
Washington, D.C. 20423

10/1/93

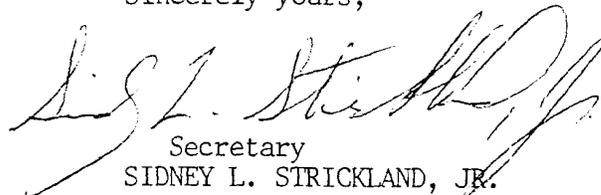
OFFICE OF THE SECRETARY

Allen H Harrison, Jr.
Donelan Cleary Wood & Maser
1275 K St N.W. Suite 850
Washington, D.C. 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 10/1/93 at 10:10am, and assigned
recordation number(s). 5671-C & 5749-G

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

UNION CARBIDE TRUST NO. 1

(RAILROAD EQUIPMENT)

FILED NO. 5671-C
1993-10 12 AM
INTERSTATE COMMERCE COMMISSION

APPOINTMENT OF SUCCESSOR TRUSTEE UNDER TRUST AGREEMENT

THIS AGREEMENT, dated as of September 28, 1993, among UNION BANK, as Trustor (the "Trustor"), TRUST COMPANY FOR UEL, INC., an Illinois Trust Company ("Trust Company"), as Successor Trustee (in such capacity, the "Successor Trustee") and UNITED STATES LEASING INTERNATIONAL, INC. ("USLI"), as agent (in such capacity, the "Agent").

W I T N E S S E T H

WHEREAS, Trustor is a party to that certain Trust Agreement ("Trust Agreement") dated as of April 1, 1970, with W.H. Ruskaup and Ben Maushardt as Trustees thereunder and USLI as Agent for the Trustees;

WHEREAS, it is in the best interest of the parties to the Trust Agreement that Trust Company, a wholly owned subsidiary of USLI, be appointed as Trustee under the Trust Agreement in the place of the above-named individual Trustees.

WHEREAS, Trust Company is willing to accept the duties and obligations of Trustee under the Trust Agreement and, as Successor Trustee, is willing to accept the duties and obligations as Lessor under the Lease of Railroad Equipment dated as of April 1, 1970, as supplemented, with Union Carbide Corporation, as lessee, as recorded with the Interstate Commerce Commission under Recordation No. 5671 (the "Lease") and the duties and obligations under the Security Agreement - Trust Deed, dated as of June 1, 1970, as supplemented, as recorded with the Interstate Commerce Commission under Recordation No. 5749 (the "Security Agreement"), and USLI is willing to continue to be the Agent for the Trustee under the Trust Agreement.

NOW, THEREFORE, effective as of the date hereof, the undersigned hereby agree as follows:

1. W.H. Ruskaup and Ben Maushardt are no longer Trustees under the Trust Agreement, and in their place, as Trustee, Trustor hereby appoints Trust Company as Trustee under the Trust Agreement, and pursuant to Section 1.2 of the Trust Agreement, Trust Company, as Trustee, is hereby invested with all rights, titles, powers, trusts, duties and obligations of the above-named individual Trustees, with the same effect as if Trust Company were originally named as Trustee under the Trust Agreement.

2. Trust Company hereby accepts the duties and assumes all of the obligations of the above-named individual Trustees under the

Trust Agreement in the same manner and with the same effect as if it were originally named as Trustee under the Trust Agreement.

3. USLI agrees that it is, and shall continue to be, the Agent of the Trustee under the Trust Agreement.

4. Except as set forth herein, all terms, conditions, covenants and indemnities of the Trust Agreement shall remain unchanged and in full force and effect.

5. This Agreement may be executed in any number of counterparts each of which shall be an original, but all of which shall constitute one document, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

UNION BANK,
as Trustor

By:

Its:

Henry B. Orin
Vice President

The undersigned, TRUST COMPANY FOR USL, INC., here accepts the foregoing appointment as Successor Trustee and agrees to the terms set forth above.

TRUST COMPANY FOR USL, INC.

By:

Jeannine S. Douglas
Trust Officer

The undersigned, UNITED STATES LEASING INTERNATIONAL, INC. hereby remains as the Agent for the Trustee under the Trust Agreement and agrees to the terms set forth above.

UNITED STATES LEASING
INTERNATIONAL, INC.

By:

Bruce E. Blossat
Vice President - Asset
Remarketing

CORPORATE ACKNOWLEDGMENT
(Union Bank)

State of California)

County of Los Angeles

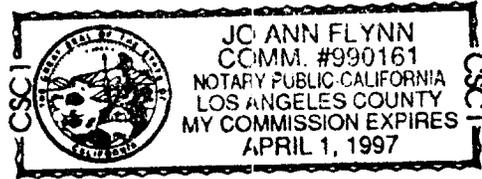
On September 28, 1993 before me, JoAnn Flynn personally appeared Leroy B. Onishi, personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

JoAnn Flynn
Notary Public

(Seal)



CORPORATE ACKNOWLEDGMENT
(United States Leasing International, Inc.)

State of California)

County of San Francisco

On September , 1993 before me, Kelly Eder, personally appeared Bruce E. Blossat, personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

Notary Public

(Seal)

CORPORATE ACKNOWLEDGMENT
[Trust Company for USL]

State of Illinois)

County of _____)

On _____, 1993 before me, _____ personally appeared Jeannine S. Douglas, personally known to me - (OR - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____
Notary Public

(Seal)

UNION CARBIDE TRUST NO. 1

(RAILROAD EQUIPMENT)

APPOINTMENT OF SUCCESSOR TRUSTEE UNDER TRUST AGREEMENT

THIS AGREEMENT, dated as of September 28, 1993, among UNION BANK, as Trustor (the "Trustor"), TRUST COMPANY FOR USL, INC., an Illinois Trust Company ("Trust Company"), as Successor Trustee (in such capacity, the "Successor Trustee") and UNITED STATES LEASING INTERNATIONAL, INC. ("USLI"), as agent (in such capacity, the "Agent").

W I T N E S S E T H

WHEREAS, Trustor is a party to that certain Trust Agreement ("Trust Agreement") dated as of April 1, 1970, with W.H. Ruskaup and Ben Maushardt as Trustees thereunder and USLI as Agent for the Trustees;

WHEREAS, it is in the best interest of the parties to the Trust Agreement that Trust Company, a wholly owned subsidiary of USLI, be appointed as Trustee under the Trust Agreement in the place of the above-named individual Trustees.

WHEREAS, Trust Company is willing to accept the duties and obligations of Trustee under the Trust Agreement and, as Successor Trustee, is willing to accept the duties and obligations as Lessor under the Lease of Railroad Equipment dated as of April 1, 1970, as supplemented, with Union Carbide Corporation, as lessee, as recorded with the Interstate Commerce Commission under Recordation No. 5671 (the "Lease") and the duties and obligations under the Security Agreement - Trust Deed, dated as of June 1, 1970, as supplemented, as recorded with the Interstate Commerce Commission under Recordation No. 5749 (the "Security Agreement"), and USLI is willing to continue to be the Agent for the Trustee under the Trust Agreement.

NOW, THEREFORE, effective as of the date hereof, the undersigned hereby agree as follows:

1. W.H. Ruskaup and Ben Maushardt are no longer Trustees under the Trust Agreement, and in their place, as Trustee, Trustor hereby appoints Trust Company as Trustee under the Trust Agreement, and pursuant to Section 11.2 of the Trust Agreement, Trust Company, as Trustee, is hereby invested with all rights, titles, powers, trusts, duties and obligations of the above-named individual Trustees, with the same effect as if Trust Company were originally named as Trustee under the Trust Agreement.

2. Trust Company hereby accepts the duties and assumes all of the obligations of the above-named individual Trustees under the

Trust Agreement in the same manner and with the same effect as if it were originally named as Trustee under the Trust Agreement.

3. USLI agrees that it is, and shall continue to be, the Agent of the Trustee under the Trust Agreement.

4. Except as set forth herein, all terms, conditions, covenants and indemnities of the Trust Agreement shall remain unchanged and in full force and effect.

5. This Agreement may be executed in any number of counterparts each of which shall be an original, but all of which shall constitute one document, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

UNION BANK,
as Trustor

By: _____

Its: _____

The undersigned, TRUST COMPANY FOR USL, INC., here accepts the foregoing appointment as Successor Trustee and agrees to the terms set forth above.

TRUST COMPANY FOR USL, INC.

By: *Jeannine S. Douglas*
Jeannine S. Douglas
Trust Officer

The undersigned, UNITED STATES LEASING INTERNATIONAL, INC. hereby remains as the Agent for the Trustee under the Trust Agreement and agrees to the terms set forth above.

UNITED STATES LEASING
INTERNATIONAL, INC.

By: _____
Bruce E. Blosat
Vice President - Asset
Remarketing

CORPORATE ACKNOWLEDGMENT
[Union Bank]

State of California)

County of _____)

On September ____, 1993 before me, _____ personally appeared _____, personally known to me -
OR - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within
instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her
signature on the instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____ (Seal)
Notary Public

CORPORATE ACKNOWLEDGMENT
[United States Leasing International, Inc.]

State of California)

County of San Francisco)

On September ____, 1993 before me, Kelly Eder, personally appeared Bruce E. Blosat, personally known to me - OR -
 proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument
and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the
instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____ (Seal)
Notary Public

CORPORATE ACKNOWLEDGMENT
[Trust Company for USL]

State of Illinois)

County of DuPage

On Sept. 30, 1993 before me, Theresa Ascariadis personally appeared Jeannine S. Douglas. personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature Theresa Ascariadis
Notary Public

(Seal)

UNION CARBIDE TRUST NO. 1

(RAILROAD EQUIPMENT)

APPOINTMENT OF SUCCESSOR TRUSTEE UNDER TRUST AGREEMENT

THIS AGREEMENT, dated as of September 28, 1993, among UNION BANK, as Trustor (the "Trustor"), TRUST COMPANY FOR USL, INC., an Illinois Trust Company ("Trust Company"), as Successor Trustee (in such capacity, the "Successor Trustee") and UNITED STATES LEASING INTERNATIONAL, INC. ("USLI"), as agent (in such capacity, the "Agent").

W I T N E S S E T H

WHEREAS, Trustor is a party to that certain Trust Agreement ("Trust Agreement") dated as of April 1, 1970, with W.H. Ruskaup and Ben Maushardt as Trustees thereunder and USLI as Agent for the Trustees;

WHEREAS, it is in the best interest of the parties to the Trust Agreement that Trust Company, a wholly owned subsidiary of USLI, be appointed as Trustee under the Trust Agreement in the place of the above-named individual Trustees.

WHEREAS, Trust Company is willing to accept the duties and obligations of Trustee under the Trust Agreement and, as Successor Trustee, is willing to accept the duties and obligations as Lessor under the Lease of Railroad Equipment dated as of April 1, 1970, as supplemented, with Union Carbide Corporation, as lessee, as recorded with the Interstate Commerce Commission under Recordation No. 5671 (the "Lease") and the duties and obligations under the Security Agreement - Trust Deed, dated as of June 1, 1970, as supplemented, as recorded with the Interstate Commerce Commission under Recordation No. 5749 (the "Security Agreement"), and USLI is willing to continue to be the Agent for the Trustee under the Trust Agreement.

NOW, THEREFORE, effective as of the date hereof, the undersigned hereby agree as follows:

1. W.H. Ruskaup and Ben Maushardt are no longer Trustees under the Trust Agreement, and in their place, as Trustee, Trustor hereby appoints Trust Company as Trustee under the Trust Agreement, and pursuant to Section 11.2 of the Trust Agreement, Trust Company, as Trustee, is hereby invested with all rights, titles, powers, trusts, duties and obligations of the above-named individual Trustees, with the same effect as if Trust Company were originally named as Trustee under the Trust Agreement.

2. Trust Company hereby accepts the duties and assumes all of the obligations of the above-named individual Trustees under the

Trust Agreement in the same manner and with the same effect as if it were originally named as Trustee under the Trust Agreement.

3. USLI agrees that it is, and shall continue to be, the Agent of the Trustee under the Trust Agreement.

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5. This Agreement may be executed in any number of counterparts each of which shall be an original, but all of which shall constitute one document, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

UNION BANK,
as Trustor

By: _____

Its: _____

The undersigned, TRUST COMPANY FOR USL, INC., here accepts the foregoing appointment as Successor Trustee and agrees to the terms set forth above.

TRUST COMPANY FOR USL, INC.

By: _____
Jeannine S. Douglas
Trust Officer

The undersigned, UNITED STATES LEASING INTERNATIONAL, INC. hereby remains as the Agent for the Trustee under the Trust Agreement and agrees to the terms set forth above.

UNITED STATES LEASING
INTERNATIONAL, INC.

By: Bruce E. Blossat
Bruce E. Blossat
Vice President - Asset
Remarketing

CORPORATE ACKNOWLEDGMENT
[Union Bank]

State of California)

County of _____)

On September ____, 1993 before me, _____ personally appeared _____, personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____ (Seal)
Notary Public

CORPORATE ACKNOWLEDGMENT
[United States Leasing International, Inc.]

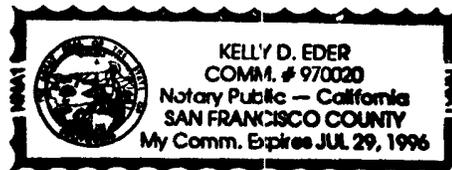
State of California)

County of San Francisco)

On September 28, 1993 before me, Kelly Eder, personally appeared Bruce E. Blosat, personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Kelly D. Eder (Seal)
Notary Public



CORPORATE ACKNOWLEDGMENT
[Trust Company for USL]

State of Illinois)

County of _____)

On _____, 1993 before me, _____ personally appeared Jeannine S. Douglas, personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the entity upon whose behalf on which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____
Notary Public

(Seal)