BALL JANIK LLP

ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005
www.balljanik.com
TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532
lgitomer@bjllp.com

April 19, 2001

RECORDATION NO. 8014-H FILED
APR 19 '01 1:19 PM
SURFACE TRANSPORTATION BOARD

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

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Partial Lien Release, a secondary document, dated as of April 17, 2001. The primary document to which this is connected is recorded under Recordation No. 8014. We request that one copy of this document be recorded under Recordation No. 8014-H.

The name and address of the party to the Instrument of Partial Lien Release is:

Secured Party:

BNY Midwest Trust Company
209 W. Jackson Boulevard, Suite 700
Chicago, IL 60606

A description of the equipment covered by the Instrument of Partial Lien Release consists of eight tank cars numbered RAIX 700 and 2000-2006, inclusive, and 324 covered hopper cars numbered RAIX 57127-57219, inclusive, and 60573-60803, inclusive.

A fee of $ 28.00 is enclosed. Please return three originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

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A short summary of the document to appear in the index follows: an Instrument of Partial Lien Release by BNY Midwest Trust Company, 209 W. Jackson Boulevard, Suite 700, Chicago, IL 60606, covering eight tank cars numbered RAIX 700 and 2000-2006, inclusive, and 324 covered hopper cars numbered RAIX 57127-57219, inclusive, and 60573-60803, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

INSTRUMENT OF PARTIAL LIEN RELEASE

This INSTRUMENT OF PARTIAL LIEN RELEASE dated as of April 17, 2001 (the "Instrument") is made by BNY Midwest Trust Company ("BNY"), not in its personal or corporate capacity but solely as successor to Harris Trust and Savings Bank ("Harris Bank") with respect to certain Railcars more particularly described on Exhibit A hereto (the Units").

Recitals

A. The Trust Company for USL, Inc., as trustee (the "Trustee"), United States Leasing International, Inc., as Agent for the Trustee, and Chase Manhattan Services Corporation, as trustor (the "Trustor") entered that certain Trust Agreement dated as of March 1, 1975 (the "Trust Agreement").

B. The Trustee, as debtor, and Harris Bank, as secured party (the "Secured Party") entered into a Security Agreement-Trust Deed (U.C. Trust No. 12) dated as of March 1, 1975, (the "Security Agreement"), which was recorded at the Interstate Commerce Commission (the "ICC") on July 30, 1975 under Recordation Number 8014, whereby the Trustee granted to the Secured Party for security purposes all its estate, right, title and interest in and to (i) the Units and (ii) that certain Lease of Railroad Equipment dated as of March 1, 1975, between the Trustee and Union Carbide Corporation, the lessee, (the "Lessee"), as amended (the "Lease"); the Trustee and the Secured Party entered into the First Supplemental Security Agreement dated as of February 3, 1976 which was recorded at the ICC on February 3, 1976 under Recordation Number 8014-A; the Trustee and the Secured Party entered into the Second Supplemental Security Agreement dated as of August 3, 1976 which was recorded at the ICC on August 3, 1976 under Recordation Number 8014-B; the Trustee and the Secured Party entered into the Third Supplemental Security Agreement dated as of February 1, 1977 which was recorded at the ICC on February 1, 1977 under Recordation Number 8014-C; the Trustee and Secured Party entered into Amendment No. 1 to Security Agreement-Trust Deed dated as of August 30, 1993 which was recorded at the ICC on August 30, 1993 under Recordation Number 8014-D; and the Trustee and Secured Party entered into Amendment No. 2 to Security Agreement-Trust Deed dated as of August 30, 1993 which was recorded at the ICC on August 30, 1993 under Recordation Number 8014-E.

C. The Lease was recorded with the ICC on July 30, 1975 under Recordation Number 8013 and was subsequently amended by an Amendment No.1 to Lease dated as of August 30, 1993, which was recorded with the ICC on August 30, 1993 under Recordation Number 8013-A. The documents set forth in Recitals B and C are referred to as the "Recorded Documents".

D. The 1993 Group B Notes under Trust No. 12 - 1993 Series Notes have been paid in full as of January 30, 2001.

E. As of the date hereof, all obligations under the Security Agreement, as supplemented and amended, with respect to the Units have been satisfied in full, and the Secured Party does hereby reconvey and grant to Trustee all its estate, right, title and interest in and to the Units.

F. BNY, not in its personal or corporate capacity but solely as the Secured Party, desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights, interests and obligations to the Units under the Recorded Documents.

NOW, THEREFORE, in consideration of the premises, BNY, not in its personal or corporate capacity, but solely as the Secured Party, does hereby acknowledge and confirm the following:

1. Release of Lien. The Secured Party acknowledges and confirms for the public record the satisfaction and release of all of its security interest in and to the Units and the Recorded Documents.

2. Recording. This Instrument will be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, BNY, not in its personal or corporate capacity, but solely as the Secured Party, has caused this Instrument to be duly executed as of the day first above written.

BNY MIDWEST TRUST COMPANY, as
successor to Harris Bank and Savings Trust, as
Secured Party

By: _____

State of Illinois)
)
County of Cook)

On 4/17/01, 2001, before me, Linda E. Garcia,
Notary Public, personally appeared C. POTTER, 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 person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Linda Ellen Garcia

"OFFICIAL SEAL"
LINDA ELLEN GARCIA
Notary Public, State of Illinois
My Commission Expires

EXHIBIT A

No. Cars	Description	Car Marking
1	18,000 gal. Liquid Oxygen Tank Car	RAIX 700
7	20,000 gal. Non-coiled, Insulated Tank Cars	RAIX 2000-2006
93	5,701 cu.ft. Covered Hopper Cars	RAIX 57127-57219
231	5,250 cu.ft. Covered Hopper Cars	RAIX 60573-60803

Union Carbide (U.C. Trust No. 12)