RECORDATION NO. 9797-K FILED

MAY 31 '05 3-22 PM

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 26, 2005

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Partial Termination of Lease, dated as of May 24, 2005 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment, as amended, which was previously filed with the Commission under Recordation Number 9797.

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

Lessor: The Bank of New York
(successor to Trust Company
for USL, Inc.)
10161 Centurion Parkway
Jacksonville, FL 32256

[Lessee: Union Carbide Corporation
2020 Dow Center
Midland, MI 48674]

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

9 covered hopper railcars within the series RAIX 057220 – RAIX 057343

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

Partial Termination of Lease

Also enclosed is a check in the amount of $33.00 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,

Robert W. Alvord

RWA/anm
Enclosures

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PARTIAL TERMINATION OF LEASE

The undersigned, The Bank of New York, successor to Trust Company for USL, Inc., not in its individual capacity, but solely as Trustee under the Trust Agreement (U.C. Trust No. 16) dated as of March 1, 1978 ("Lessor") and Union Carbide Corporation, a Delaware corporation ("Lessee"), publishes this notice that the Lease of Railroad Equipment, dated as of July 1, 1978, as amended (the "Lease"), between The Bank of New York Trust Company, N.A., successor to Trust Company for USL, Inc., as Trustee under U.C. Trust No. 16, Lessor, and Union Carbide Corporation, Lessee, has been terminated, in part, with respect to rail cars identified in Schedule A attached hereto.

The Lease, as amended, was duly filed with the Surface Transportation Board under Recordation Numbers 9797, 9797A, D, E, and H.

IN WITNESS WHEREOF, The Bank of New York, N.A., has caused this instrument to be executed by its officer thereunto duly authorized this 24 day of May, 2005.

THE BANK OF NEW YORK,
not in its individual capacity, but solely as Trustee

By: [signature]

Name: William A. Lamm

Title: Agent

STATE OF Florida)
) ss.
COUNTY OF Duval)

On this 24 day of May, 2005, before me, Barbara Salls
(Notary Name and Title)
personally appeared William A. Lamm personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Barbara Salls
Signature

My Commission Expires:

BARBARA SALLS
MY COMMISSION # DD 031544
EXPIRES: June 5, 2005
Bonded Thru Notary Public Underwriters

Schedule A
9 Center Flow Covered Hopper Railcars

RAIX 057220
RAIX 057262
RAIX 057306
RAIX 057287
RAIX 057283
RAIX 057313
RAIX 057299
RAIX 057343
RAIX 057292