

RECORDATION NO. 15142-E FILED

DEC 29 '06 -11 15 PM

SURFACE TRANSPORTATION BOARD

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

December 29, 2006

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 two (2) copies of a Memorandum of Termination of Equipment Lease and Security Interest, dated as of December 27, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Numbers 15142 and 17091.

The names and addresses of the parties to the enclosed document are:

Lessor: Wachovia Financial Services, Inc
One First Union Center
Charlotte, NC 28288-0738

Lessee: Union Carbide Ethylene Oxide/Glycol
Company
39 Old Ridgebury Road
Danbury, CT 06817

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

125 tank cars within the series EOGX 4036 – EOGX 4175 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Termination of Equipment Lease and Security Interest.

Also enclosed is a check in the amount of \$34.00 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/sem
Enclosures

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**MEMORANDUM OF TERMINATION OF EQUIPMENT LEASE
AND SECURITY INTEREST
(US Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF EQUIPMENT LEASE AND SECURITY INTEREST (the "Memorandum"), is made and entered into as of the 27th day of December, 2006 by and between Wachovia Financial Services, Inc., as successor in interest to First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and Union Carbide Ethylene Oxide/Glycol Company ("Lessee"), a Delaware corporation.

WITNESSETH:

WHEREAS, Lessee has leased from Lessor one hundred twenty-five (125) tank cars bearing reporting markings set forth on Exhibit A attached hereto (the "Equipment") under a certain Equipment Lease dated as of December 15, 1986 (the "Lease") between Lessee and Lessor, as eventual successor in interest to Chrysler Capital Corporation, as further evidenced by the Bill of Sale dated November 7, 1990 from Chrysler Capital Corporation to First Union Commercial Corporation, and the Agreement and Assignment dated November 7, 1990 between First Union Commercial Corporation and Chrysler Capital Corporation, recorded with the former Interstate Commerce Commission, now known as the Surface Transportation Board, on November 29, 1990 at 2:55 p.m., under Recordation No. 17091; and

WHEREAS, a copy of the original Lease was filed with the Surface Transportation Board on December 31, 1986 at 10:00 a.m. under Recordation No. 15142-C, along with a copy of a corresponding Bill of Sale from Lessee to Chrysler Capital Corporation dated December 31, 1986 and filed on December 31, 1986 at 10:00 a.m. under Recordation No. 15142-A and a certain Guaranty from the Union Carbide Corporation to Chrysler Capital Corporation dated as of December 15, 1986 concerning Lessee's obligations as respects the Equipment (the "Guaranty"), a copy of which was filed on December 31, 1986 at 10:00 a.m. under Recordation No. 15142-D,

WHEREAS, Lessee has purchased the Equipment subject to the Lease and the parties have terminated the Lease and Guaranty and other related documents pursuant to the terms of a certain Termination Agreement dated December 27, 2006 (the "Termination Agreement"); and

WHEREAS, the parties wish to show for the public record the termination of the aforesaid Lease and Guaranty and other related documents, and the release of the security interest of the Lessor in the Equipment, and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

The parties do hereby give notice of the termination of the Lease and Guaranty and other related documents as provided for under the terms of the Termination Agreement. The Lessor hereby acknowledges (a) that all obligations of the Lessee under the Lease and Guaranty and other related documents have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease and Guaranty and other related documents except those terms of the Lease, the Guaranty and the other related documents that by their express terms survive termination and (b) release of all liens and security interests, if any, created by the above referenced filings with the Interstate Commerce Commission and/or United States Surface Transportation Board.

The parties do hereby authorize the filing and recording of this Memorandum with the United States Surface Transportation Board in order to give effect to the foregoing.

[SIGNATURE PAGES TO FOLLOW]

LESSOR:

WACHOVIA FINANCIAL SERVICES, INC.

Name: Richard F. Seymour

Title: Managing Director

Signature: Richard F. Seymour

STATE OF ILLINOIS }
COUNTY OF COOK } ss:

I, K. A. Dombrowski, a Notary Public of the State and County aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 26th day of December, 2006.

OFFICIAL SEAL
K. A. DOMBROWSKI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10-7-2009
My Commission Expires:

K. A. Dombrowski
Notary Public

10/7/2009

EXHIBIT A - MEMORANDUM OF TERMINATION OF EQUIPMENT LEASE
AND SECURITY AGREEMENT

EQUIPMENT DESCRIPTION

One hundred twenty-five (125), 20,000 Gallon Non-Pressure Tank Cars, built by Trinity

EOGX	004036	EOGX	004084	EOGX	004128
EOGX	004037	EOGX	004085	EOGX	004129
EOGX	004038	EOGX	004086	EOGX	004130
EOGX	004039	EOGX	004087	EOGX	004131
EOGX	004040	EOGX	004089	EOGX	004132
EOGX	004041	EOGX	004090	EOGX	004134
EOGX	004042	EOGX	004091	EOGX	004135
EOGX	004043	EOGX	004092	EOGX	004136
EOGX	004044	EOGX	004093	EOGX	004137
EOGX	004046	EOGX	004094	EOGX	004138
EOGX	004047	EOGX	004095	EOGX	004139
EOGX	004048	EOGX	004096	EOGX	004140
EOGX	004049	EOGX	004097	EOGX	004141
EOGX	004050	EOGX	004098	EOGX	004142
EOGX	004051	EOGX	004099	EOGX	004143
EOGX	004054	EOGX	004100	EOGX	004144
EOGX	004055	EOGX	004101	EOGX	004145
EOGX	004056	EOGX	004102	EOGX	004146
EOGX	004058	EOGX	004103	EOGX	004147
EOGX	004059	EOGX	004104	EOGX	004150
EOGX	004060	EOGX	004105	EOGX	004152
EOGX	004061	EOGX	004106	EOGX	004153
EOGX	004063	EOGX	004107	EOGX	004154
EOGX	004064	EOGX	004108	EOGX	004155
EOGX	004065	EOGX	004109	EOGX	004157
EOGX	004067	EOGX	004110	EOGX	004158
EOGX	004068	EOGX	004111	EOGX	004159
EOGX	004069	EOGX	004112	EOGX	004160
EOGX	004070	EOGX	004113	EOGX	004161
EOGX	004071	EOGX	004114	EOGX	004162
EOGX	004072	EOGX	004115	EOGX	004163
EOGX	004073	EOGX	004116	EOGX	004164
EOGX	004074	EOGX	004117	EOGX	004165
EOGX	004075	EOGX	004118	EOGX	004166
EOGX	004076	EOGX	004119	EOGX	004167
EOGX	004077	EOGX	004120	EOGX	004169
EOGX	004078	EOGX	004121	EOGX	004171
EOGX	004079	EOGX	004122	EOGX	004172
EOGX	004080	EOGX	004123	EOGX	004173
EOGX	004081	EOGX	004124	EOGX	004174
EOGX	004082	EOGX	004125	EOGX	004175
EOGX	004083	EOGX	004126		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

12/28/06



Robert W. Alvord