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RECORDATION NO. **8014-G** FILED

JAN 22 '01 2-29 PM

TS
SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

January 22, 2001

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

Dear Secretary Williams:

I have enclosed three 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 January 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-G.

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 75 covered hopper cars numbered RAIX 60498-60572, inclusive.

A fee of \$ 27.00 is enclosed. Please return two originals to:

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

BALL JANIK LLP

Honorable Vernon A. Williams
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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 75 covered hopper cars numbered RAIX 60498-60572, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 8014-G FILED

JAN 22 '01 2-29 PM

INSTRUMENT OF PARTIAL LIEN RELEASE

SURFACE TRANSPORTATION BOARD

This INSTRUMENT OF PARTIAL LIEN RELEASE dated as of January 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 75 covered hopper cars numbered RAIX 60498-60572, inclusive (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 Service 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, as 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 A Notes under Trust No. 12 - 1993 Series Notes have been paid in full as of July 30, 2000.

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 January 17, 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

