

SECURITIES AND EXCHANGE COMMISSION

FORM 424B2

Prospectus filed pursuant to Rule 424(b)(2)

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FILER

USL CAPITAL CORP/

CIK: **101679** | IRS No.: **941360891** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **424B2** | Act: **33** | File No.: **033-56839** | Film No.: **95546616**
SIC: **6172** Finance lessors

Business Address
733 FRONT ST
SAN FRANCISCO CA 94111
4156279000

(To Prospectus Supplement dated January 17, 1995,
including the Prospectus dated December 21, 1994)

\$900,000,000
USL CAPITAL CORPORATION
MEDIUM-TERM NOTES, SERIES D
Due from Nine Months to 30 Years from Date of Issue

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<CAPTION>		
<S>	<C>	<C>
Floating Rate Note /X/	% Fixed Rate Note / /	Global Security: /X/ Yes / / No
Principal Amount: \$25,000,000		
Settlement Date: 6/14/95	Maturity Date: 6/16/97	Redemption Date(s): N/A
Interest Accrual Date: 6/14/95	New Maturity Date(s): N/A	Redemption Price(s): N/A
Issue Price: 100%	Notice of Renewal Date(s):N/A	Authorized Denominations (of other than denominations of \$1,000 and integral multiples of \$1,000 in excess thereof in U.S. Dollars): N/A
Specified Currency: U.S. Dollars		
Exchange Rate Agent: N/A		
Historical Exchange Rate: N/A		Interest Payment Period: Quarterly
Repayment Date(s): N/A Repayment Price(s): N/A (Only applicable to Floating Rate Notes):		Interest Payment Dates: 16th day of June, September, December, March
Initial Interest Rate: To be calculated as if 6/14/95 were an Interest Reset Date		Trade Date: Friday, June 9, 1995
		Name of Agent: Merrill Lynch
		Agent's Discount or Commission: \$43,750
Index Maturity: 3-Month		Net Proceeds to Company: \$24,956,250
Base Rate(s): Libor		
If LIBOR, Designated LIBOR Page: / / LIBOR Reuters /X/ LIBOR Telerate		/ / Agent is Acting as Agent for the Sale of Notice by the Company at a Price to the Public of
Index Currency:		/ / 100% of Principal Amount
Interest Reset Period: Quarterly		/ / % of Principal Amount
Interest Reset Dates: 16th day of June, September, December, March		/X/ Agent is Purchasing Notes from the Company as Principal for Resale to Investors and Other Purchasers at
Spread (plus or minus): +.01%		/ / a fixed initial public offering price of 100% of the Principal Amount
Spread Multiplier: N/A		/ / a fixed initial public offering price of ___% of the Principal Amount
Maximum Interest Rate: N/A		
Minimum Interest Rate: N/A		/X/ varying prices relating to prevailing market prices at time of resale to be determined by Agent
Calculation Agent: As provided in the Prospectus Supplement		
Original Issue Discount Note: / / Yes /X/ No		
(Only applicable to Original Issue Discount Notes): Initial Accrual Period OID:		
Total Amount of OID:	Method to Determine Yield to Maturity and Initial Accrual Period OID:	Cusip Number: 90330QA7
Yield to Maturity:		
Additional Terms:		
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