

RECORDATION NO. 19843-E
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SURFACE TRANSPORTATION BOARD

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August 6, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Amendment to Lease Intended for Security, a secondary document, dated as of July 27, 2015. The primary document to which this is connected is recorded under Recordation No. 19843. We request that this document be recorded under Recordation No. 19843-E.

The names and addresses of the parties to the Memorandum of Amendment to Lease Intended for Security are:

Lessor:

MassMutual Asset Finance LLC (f/k/a Winmark Equipment Finance, LLC)
2 Hampshire Street, Suite 101
Foxborough, MA 02035

Lessee:

Oxy Vinyls, LP, as successor in interest to Occidental Chemical Corporation
5005 LBJ Freeway
Dallas, TX 75244

A description of the equipment covered by the Memorandum of Amendment to Lease Intended for Security consists of 243 PVC Hopper Railcars numbered OCPX 62701-62762, inclusive, 62764-62835, inclusive, 62837-62862, inclusive, 62864-62870, inclusive, and 62872-62898, inclusive, 71208-71214, inclusive, and 70901-70903, inclusive, 70905-70919, inclusive, and 70921-70944, inclusive.

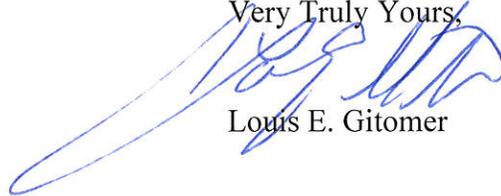
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Amendment to Lease Intended for Security between MassMutual Asset Finance LLC (f/k/a Winmark Equipment Finance, LLC), 2 Hampshire Street, Suite 101, Foxborough, MA 02035, and Oxy Vinyls, LP, as successor in interest to Occidental Chemical Corporation, 5005 LBJ Freeway, Dallas, TX 75244, covering 243 PVC Hopper Railcars numbered OCPX 62701-62762, inclusive, 62764-62835, inclusive, 62837-62862, inclusive, 62864-62870, inclusive, and 62872-62898, inclusive, 71208-71214, inclusive, and 70901-70903, inclusive, 70905-70919, inclusive, and 70921-70944, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF AMENDMENT TO LEASE INTENDED FOR SECURITY

This Memorandum of Amendment to Lease Intended for Security ("Memorandum") is made as of July 27, 2015 by and between MassMutual Asset Finance LLC (f/k/a Winmark Equipment Finance, LLC), as successor in interest to EntreCap Single Investor LLC, as successor in interest to EntreCap Financial Corporation (f/k/a Pitney Bowes Credit Corporation) ("Lessor"), and Oxy Vinyls, LP, as successor in interest to Occidental Chemical Corporation ("Lessee").

WITNESSETH

1. Pursuant to a Lease Intended for Security, dated as of December 21, 1995 (the "Lease"), between Lessee and Lessor, and a Lease Supplement, dated as of December 27, 1995, between Lessee and Lessor (collectively with the Lease, the "Lease Documents"), Lessor has leased to Lessee each of the rail cars described on Appendix A hereto (collectively, the "Units"). Pursuant to the Lease Documents, Lessee has granted to Lessor a security interest in all of the Units and in all proceeds thereof (including insurance proceeds), in each case, whether now owned or hereafter acquired, to secure the payment by Lessee of all sums due under the Lease Documents and under the documents related thereto and the performance of all other obligations of Lessee under the Lease Documents and such documents related thereto. In addition, pursuant to the Lease Documents and as collateral for Lessee's obligations under the Lease Documents, Lessee has pledged to Lessor all of Lessee's rights, title and interest in, to and under any agreement providing for the sublease, assignment or transfer of use of the Units.

2. A Memorandum of Lease with respect to the Lease was recorded with the Interstate Commerce Commission under Recordation Number 19843 on December 27, 1995 at 2:45 p.m.

3. As more particularly described in an Amendment dated as of July 21, 2015 between Lessor and Lessee, Lessee has been granted an additional option to renew the term of the Lease for five (5) year renewal term beginning on December 28, 2015 and ending on December 27, 2020, subject to the terms of the Lease Documents and such Amendment.

4. This Memorandum may be executed by the parties hereto in separate counterparts, each of which shall be an original, but all such counterparts shall constitute but one and the same original instrument.

(Remainder of page intentionally left blank; signature pages follow)

Appendix A: Description of Rail Cars

243 PVC Hopper Cars numbered as follows:

- OCPX 62701 through and including 62898, but excluding OPCX 62763, 62836, 62863 and 62871
- OCPX 71208 through and including 71214
- OCPX 70901 through and including 70944, but excluding OPCX 70904 and 70920