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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

March 21, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Lease and Partial Indenture Termination, dated as of August 2, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease and the Indenture previously filed with the Commission under Recordation Numbers 18974 and 18974-A.

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

Lessee: Occidental Chemical Corporation
Occidental Tower
5005 LBJ Freeway
Dallas, Texas 75244

Owner Trustee: Wells Fargo Bank Northwest, National
Association
(successor to Norwest Bank Minnesota,
National Association)
600 South 6th Street
Minneapolis, MN 55479

Indenture Trustee: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore Maryland 21201

Chief, Section of Administration
March 21, 2014
Page 2

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

164 railcars: ALAX 6311 – ALAX 6332, ALAX 47253 – ALAX 47342 (except ALAX 47277) and ALAX 47815 – ALAX 47869 (except ALAX 47821 and ALAX 47863).

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

Memorandum of Partial Lease and Partial Indenture Termination.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF PARTIAL LEASE AND PARTIAL INDENTURE TERMINATION

THIS MEMORANDUM OF PARTIAL LEASE AND PARTIAL INDENTURE TERMINATION, dated as of August 2, 2013, by and among OCCIDENTAL CHEMICAL CORPORATION ("Lessee"), WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor in interest to Norwest Bank, Minnesota), not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") under the Trust Agreement, dated as of September 1, 1994 (the "Trust Agreement"), and MANUFACTURERS AND TRADERS TRUST COMPANY, not in its individual capacity, but solely as Indenture Trustee (together with any successor indenture trustee, the "Indenture Trustee"), and together with Lessee and Owner Trustee, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Lease (defined below).

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain Equipment Lease Agreement, dated as of September 1, 1994 (as amended, modified and/or supplemented from time to time, the "Lease"), which was recorded with the Interstate Commerce Commission, predecessor to the Surface Transportation Board ("STB") on September 8, 1994 at 3:20 p.m. under Recordation No. 18974 covering the railroad equipment described therein;

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Trust Indenture and Security Agreement, dated as of September 1, 1994 (as amended, modified and/or supplemented from time to time, the "Indenture"), which was recorded on September 8, 1994, at 3:20 p.m. under Recordation No. 18974-A covering the railroad equipment described therein;

WHEREAS, effective the date hereof (i) the Lease, with respect to the railroad equipment described in Schedule A hereto (the "Terminated Units") is terminated and (ii) the Lien of the Indenture is released with respect to the Terminated Units;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid (i) termination of the Lease with respect to the Terminated Units and (ii) the termination and release of the Indenture with respect to the Terminated Units.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Partial Lease and Partial Indenture Termination with the STB pursuant to 49 USC Section 11301(a) and with the Registrar of Canada pursuant to Section 105 of the Canada Transportation Act.

This Memorandum of Partial Lease and Partial Indenture Termination may be executed in any number of counterparts, each executed counterpart consisting an original but all together only one such memorandum.

IN WITNESS WHEREOF, this Memorandum of Partial Lease and Partial Indenture Termination was executed as of the day and year first written above.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its individual
capacity, but solely as Owner Trustee

By: 
Name: Scott Rosevear
Title: Vice President

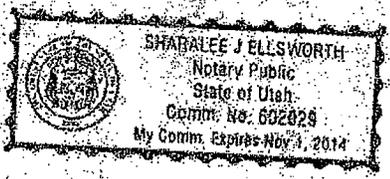
STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 2ⁿ day of August, 2013, before me personally appeared Scott Rosevear to me personally known, who by me being duly sworn, says that he/she is Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said national banking association by authority of its board of directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Notary Public

My commission expires



IN WITNESS WHEREOF, this Memorandum of Partial Lease and Partial Indenture Termination was executed as of the day and year first stated above.

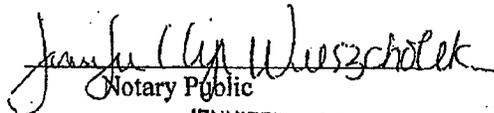
MANUFACTURERS AND TRADERS TRUST
COMPANY, not in its individual capacity, but
solely as Indenture Trustee

By: Maureen A. Auld
Name: Maureen A. Auld
Title: Assistant Vice President

Signature Page
Memorandum of Termination

STATE OF New York)
)
COUNTY OF Erie)

On this 1st day of August, 2013, before me personally appeared Maureen A. Auld, to me personally known, who by me being duly sworn, says that ~~he~~/she is Assistant Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, that the foregoing instrument was signed on behalf of said trust company, by authority of its board of directors and ~~he~~/she acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

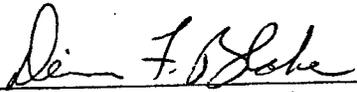

Notary Public

JENNIFER L. CYR
Notary Public, State of New York
Qualified in Erie County
Reg. No. 01CY602082
Commission Expires March 1, 2015

My commission expires

IN WITNESS WHEREOF, this Memorandum of Partial Lease and Partial Indenture Termination was executed as of the day and year first written above.

OCCIDENTAL CHEMICAL CORPORATION, as
Lessee

By: 

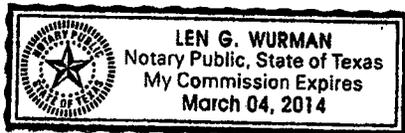
Name: Dennis F. Blake

Title: Senior Vice President - Business Analysis

Signature Page
Memorandum of Termination

STATE OF Texas)
COUNTY OF Dallas)

On this 2nd day of August, 2013, before me personally appeared Dennis F. Blake, to me personally known, who by me being duly sworn, says that he/she is Sr. Vice President - Business Analysis of OCCIDENTAL CHEMICAL CORPORATION, that the foregoing instrument was signed on behalf of said company by authority of its board of directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Len G. Wurman
Notary Public

My commission expires 3/4-2014

SCHEDULE A
To Memorandum of Partial Lease and Partial Indenture Termination

TERMINATED UNITS

Description	Quantity	Car Marks
5,800 cu. ft. Hopper Cars (Thrall RailCar)	142	ALAX 47253 - 47276 47278 - 47342 47815 - 47820 47822 - 47862 47864 - 47869
6,150 cu. ft. Hopper Cars (Trinity Industries)	22	ALAX 6311 - 6332

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: March 21, 2014

Edward M Luria

Edward M. Luria