

16685-C

#60 New Number

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INTERSTATE COMMERCE COMMISSION
ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

LAW OFFICES

16685 A

ALVORD AND ALVORD

FILED 1425 OF COUNSEL
URBAN A LESTER

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
RICHARD N BAGENSTOS
JAMES C MARTIN, JR*

290 WORLD CENTER BUILDING

DEC 28 1989 - 10 05 AM

818 SIXTEENTH STREET, N.W.

ABLE ADDRESS
'ALVORD

WASHINGTON, D.C.

INTERSTATE COMMERCE COMMISSION

TELEX
340367 A AND A

20008-2973

(202) 393-2286

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

TELEFAX
(202) 393-2156

DEC 28 1989 - 10 05 AM

December 28, 1939

9-362A027

16685

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

16685
RECORDATION NO FILED 1425

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INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) fully executed original copies * each of four (4) related primary documents described as 1) Assignment and Purchase Agreement (1939) dated as of December 2, 1989 ("Assignment") 2) Memorandum of Trust Indenture and Security Agreement dated as of December 2, 1989 ("Security Agreement"), 3) Memorandum of Trust Agreement dated as of December 2, 1989 ("Trust Agreement") and 4) Memorandum of Equipment Lease dated as of December 2, 1989 ("Lease").

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

Assignment

Assignor: Oxy Petrochemicals Inc.
Five Greenway Plaza
Suite 2500
Houston, TX 77046

Assignee: The Connecticut National Bank
777 Main Street
Hartford, CT 06115

Security Agreement:

Owner Trustee: The Connecticut National Bank
777 Main Street, MSN 238
Hartford, CT 06115

Indenture Trustee: Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, MD 21201

* Two Copies of document 1).

Vertical handwritten notes on the left margin, including a signature.

Ms. Noreta R. McGee
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Trust Agreement:

Trustor: Ford Motor Credit Company
c/o United States Capital Equipment
Fairlane Plaza South, Suite 700
330 Town Center Drive
Dearborn, MI 48126

Trustee: The Connecticut National Bank
777 Main Street, MSN 238
Hartford, CT 06115

Lease

Lessor: The Connecticut National Bank, as Owner Trustee
777 Main Street, MSN 238
Hartford, CT 06115

Lessee: Oxy Petrochemicals, Inc.
Five Greenway Plaza
Suite 2500
Houston, TX 77046

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$60 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

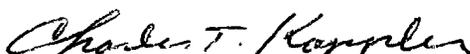
Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

Ms. Noreta R. McGee
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A short summary of the enclosed documents to appear in the Commission's Index is:

Assignment and Purchase Agreement (1989) between Oxy Petrochemicals, Inc. ("Oxy"), Assignor, and The Connecticut National Bank, Owner Trustee ("CNB"), Memorandum of Trust Indenture and Security Agreement between "CNB" and Mercantile-Safe Deposit and Company, Indenture Trustee; Memorandum of Trust Agreement between Ford Motor Credit Company, Trustor, and CNB; and Memorandum of Equipment Lease between CNB, Lessor, and OXY, Lessee, each dated as of December 2, 1989, covering railcars.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

REGISTRATION NO

16685

FILED 1425

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF EQUIPMENT LEASE

THIS MEMORANDUM OF EQUIPMENT LEASE is made and entered into as of the 2nd day of December, 1989 by and between The Connecticut National Bank ("Lessor"), having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115, and Oxy Petrochemicals Inc. ("Lessee"), having its principal offices at Five Greenway Plaza, Suite 2500, Houston, Texas 77046:

WITNESSETH:

Pursuant to an Equipment Lease Agreement dated as of December 2, 1989, Lessor has leased to Lessee all equipment described in Appendix A hereto and Lessee has granted a security interest in all subleases of all such equipment.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity
but solely as Owner Trustee,
as Lessor

By: 

Name: W. R. Munroe
Trust Officer

Title: _____

OXY PETROCHEMICALS INC.,
as Lessee

By: 

Name: R. B. Casriel

Title: Vice President and Treasurer

State of New York)
)
County of New York) ss.

BEFORE ME, the undersigned notary, on this day personally appeared W. P. [unclear], to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a Trust Officer of The Connecticut National Bank ("Lessor"), that the above Memorandum of Equipment Lease was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease was the free act and deed of said Lessor.

15 GIVEN UNDER MY HAND AND SEAL OF OFFICE, this day of December, 1989.



NOTARY PUBLIC

[SEAL]

My Commission Expires: DANIEL RIOS
Notary Public, State of New York
No. 43-4917456
Qualified in Richmond County
Commission Expires Jan 10, 1990

Date

State of California)
County of Los Angeles) ss.

BEFORE ME, the undersigned notary, on this day personally appeared R. B. Casriel, to me personally known or so proven to be, who, being by me duly sworn, says that he is the Vice Pres. & Treasurer of Oxy Petrochemicals Inc., a Delaware corporation ("Lessee"), that the above Memorandum of Equipment Lease was signed on behalf of the Lessee by authority of the Board of Directors of Lessee and he acknowledged that the execution of the foregoing Memorandum of Equipment Lease was the free act and deed of said Lessee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this
12th day of December, 1989.





NOTARY PUBLIC

My Commission Expires:

July 16, 1993
Date

SCHEDULE A

400 Rail Cars as follows:

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>
400	Union Tank Car Company	ALAX 61001 - ALAX 61400