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MITCHELL, SILBERBERG & KNUPP

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

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WRITER'S DIRECT NUMBER

(213)

OUR FILE NUMBER 312-3210

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REC. DATE NO. 13814-353L  
FILED 1423

January 14, 1988

JAN 15 1988 10 15 AM

INTERSTATE COMMERCE COMMISSION

Date 1-15-88

Room 10, 00

100 Washington, D. C.

VIA COURIER

Secretary,  
Interstate Commerce Commission  
Washington, D.C. 20423  
Attn: Ms. Mildred Lee, Room 2303

Dear Ms. Lee:

Enclosed are a fully executed and acknowledged original and a fully executed and acknowledged counterpart of an Officer's Certificate, dated as of January 14, 1988, executed by the Vice President and Treasurer of Occidental Chemical Corporation ("OCC"), and attached to which is a certified copy of the Certificate of Merger filed with the Department of State of the State of New York in connection with the merger of Occidental Chemical Properties Corporation with and into OCC (with OCC as the surviving corporation), which merger became effective on December 23, 1987 (such Officer's Certificate, including the attachment thereto, the "Certificate"). The Certificate is to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The Certificate is a secondary document. The primary document to which it is connected is recorded under Recordation No. 13814.

We request that the Certificate, which evidences an assignment by operation of law, be cross-indexed.

The name and address of the party to the Certificate are as follows:

January \_\_, 1988  
Page 2

Lessee: Occidental Chemical Corporation  
360 Rainbow Boulevard South  
Niagara Falls, New York 14303  
Attn: Debt Compliance

A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

A fee of \$10.00 is enclosed. Please return the original to the undersigned at 11377 West Olympic Blvd., 10th Floor, Los Angeles, California 90064.

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

Officer's Certificate of Occidental Chemical Corporation, 360 Rainbow Boulevard South, Niagara Falls, New York 14303, Attn: Debt Compliance, dated January 14, 1988, relating to succession by merger of Occidental Chemical Corporation to rights of Occidental Chemical Properties Corporation as lessee under lease covering 334 railroad tank cars, and connected to Trust Indenture and Security Agreement with Recordation No. 13814.

Sincerely,



Andrew J. Sutter  
for

MITCHELL, SILBERBERG & KNUPP  
Attorneys for Occidental Chemical Corporation

AJS:jaa

Enclosures

cc: John M. Nanos, Esq.  
H. Wayne Taylor, Esq.  
Eric E. Freedman, Esq.

## SCHEDULE A

1. One hundred (100) 90 ton (17,360 gallon) chlorine tank cars, having A.A.R. Mechanical Designation DOT 105A00W, and bearing reporting marks: HOKX007701 through HOKX007757, HOKX007800 through HOKX007809, HOKX007811 through HOKX007819, HOKX007900 through HOKX007917, HOKX007919 through HOKX007922, HOKX007925 and HOKX007926.

2. Thirty-one (31) 16,000 gallon caustic soda/sodium chlorate R2 solution tank cars, having A.A.R. Mechanical Designation DOT 111A100W, and bearing reporting marks HOKX008026, HOKX008028, HOKX008030, HOKX008032, HOKX008047, HOKX008075, HOKX008076, HOKX008090, HOKX008091, HOKX008093, HOKX008096, HOKX008099 through HOKX008101, HOKX008106, HOKX008108, HOKX008111, HOKX008112, HOKX008150 through HOKX008154, HOKX008167, HOKX008168, HOKX008170, HOKX008173, HOKX008174, HOKX008176, HOKX008177 and HOKX008179.

3. Sixty-three (63) 16,327 gallon caustic soda/sodium chlorate R2 solution tank cars, having A.A.R. Mechanical Designation DOT 111A100W, and bearing reporting marks HOKX008180, HOKX008182 through HOKX008189, HOKX008191 through HOKX008207, HOKX008209 through HOKX008211, HOKX008213, HOKX008215 through HOKX008218, HOKX008221 through HOKX008229, HOKX008231 through HOKX008237, HOKX008239 through HOKX008245, HOKX008247, and HOKX008249 through HOKX008253.

4. Fifteen (15) 90 ton (17,360 gallon) chlorine tank cars, having A.A.R. Mechanical Designation DOT 105A500W, bearing reporting marks HOKX017501 through HOKX017515.

5. One hundred twenty-five (125) 100 ton, CF5701 center flow covered hopper cars, having A.A.R. Mechanical Designation Car type code L254, bearing reporting marks FPCX70001 through FPCX70125.

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Andrew J. Sutter  
Mitchell, Silberberg & Knupp  
Trident Center  
11377 West Olympic Blvd.  
Los Angeles, CA 90064

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 1/15/88 at 10:15AM, and assigned recordation number(s).

13064-E, 13814-E & 13220-I 9247-F & G, 9248-E & F, 12288-A & B, 12834-C & D  
Sincerely yours,

*Nesta L. McEwen*

Secretary

Enclosure(s)

ORIGINAL

F-353L

OCCIDENTAL CHEMICAL CORPORATION

Officer's Certificate

REGISTRATION NO. 13814-E  
JAN 18 1988 - 10 15 AM  
INTERSTATE COMMERCE COMMISSION

This certificate is executed and delivered with reference to the following facts:

A. Occidental Chemical Properties Corporation, a California corporation (the "Disappearing Corporation"), was the lessee (under its prior name of "Hooker Chemical Properties Corporation") under those two Equipment Lease Agreements, each dated October 15, 1982, with Equilease Railchem Corporation, a New York corporation ("ERC"), which instruments were filed pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code ("Section 11303") and recorded under recordation nos. 13814-A and 13814-B, respectively. Such leases were amended (such leases as so amended, the "Leases") pursuant to (i) those two Supplemental Agreements, each dated October 15, 1982 (the "Supplements"), between the Disappearing Corporation and ERC, and (ii) that First Amendment to Equipment Lease Agreements, dated as of June 30, 1987, by and between the Disappearing Corporation and ERC, which amendment, together with the Supplements, was filed pursuant to the provisions of Section 11303 and recorded under recordation no. 13814-C. The Leases were entered into in connection with that Trust Indenture and Security Agreement, dated as of October 1, 1982, between ERC and United States Trust Company of New York, which instrument was filed pursuant to the provisions of Section 11303 and recorded under recordation no. 13814.

B. Pursuant to the merger, effective December 23, 1987 (the "Merger"), of the Disappearing Corporation with and into Occidental Chemical Corporation, a New York corporation (the "Surviving Corporation"), the Surviving Corporation succeeded by operation of law to, among other things, all of the Disappearing Corporation's right, title and interest in, to and under the Leases.

C. The Surviving Corporation desires to evidence on the records of the Interstate Commerce Commission its succession to the Disappearing Corporation's right, title and interest in, to and under the Leases.

The undersigned, Vice President and Treasurer of the Surviving Corporation, does hereby certify that attached hereto is a certified copy of the Certificate of Merger filed with the Department of State of the State of New York,

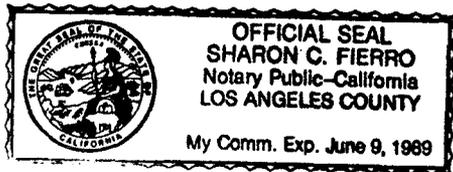
which Certificate of Merger was so filed, and was also filed with the Secretary of State of the State of California, in order to consummate the Merger.

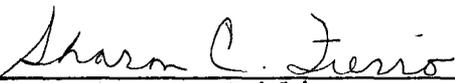
IN WITNESS WHEREOF, I have hereunto signed my name this 14<sup>th</sup> day of January, 1988.

  
\_\_\_\_\_  
Ronald B. Casriel  
Vice President and Treasurer

STATE OF CALIFORNIA        )  
  )   SS  
COUNTY OF LOS ANGELES    )

On this 14<sup>th</sup> day of January, in the year 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ronald B. Casriel, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as Vice President and Treasurer of the corporation therein named and acknowledged to me that he executed it.



  
\_\_\_\_\_  
Notary Public

My Commission Expires June 9, 1989

**State of New York }  
Department of State } ss.**

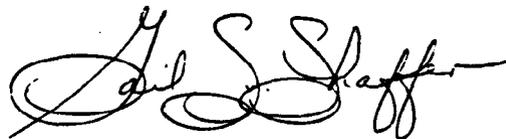
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*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the*

*same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

DEC 23 1987



**Secretary of State**

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CERTIFICATE OF MERGER

OF

OCCIDENTAL CHEMICAL PROPERTIES CORPORATION

INTO

OCCIDENTAL CHEMICAL CORPORATION

-----  
Under Section 905 of the  
Business Corporation Law  
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Pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, the undersigned hereby certify:

FIRST: The name of the constituent subsidiary corporation is Occidental Chemical Properties Corporation, a corporation organized and existing under the laws of the State of California, and the name of the constituent parent and surviving corporation is Occidental Chemical Corporation, a corporation organized and existing under the laws of the State of New York. Occidental Chemical Properties Corporation was formed under the name Hooker Chemical Properties Corporation and Occidental Chemical Corporation was formed under the name Hooker Electrochemical Company.

SECOND: The designation and number of outstanding shares of Occidental Chemical Properties Corporation is 1,000 Common shares, all of which are owned by Occidental Chemical Corporation. None of such shares is subject to change prior to the effective date of the merger.

THIRD: The certificate of incorporation of Occidental Chemical Corporation was filed in the Office of the Department of State of the State of New York on the 6th day of November, 1909.

FOURTH: Occidental Chemical Properties Corporation was incorporated under the laws of the State of California on the 27th day of March, 1975. Its application for authority to do business in the State of New York was filed by the Department of State of the State of New York on the 24th day of July, 1975, and it does not use a fictitious name in New York pursuant to article thirteen of the Business Corporation Law of the State of New York.

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FIFTH: The merger of the subsidiary corporation into the surviving corporation is permitted by the laws of the state of incorporation of the subsidiary corporation and is in compliance therewith.

SIXTH: The surviving corporation owns all of the outstanding shares of the subsidiary corporation to be merged.

SEVENTH: The merger will be effective on December 23, 1987.

EIGHTH: The plan of merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 16th day of December, 1987 and the statements contained herein are affirmed as true under penalties of perjury.

OCCIDENTAL CHEMICAL CORPORATION

By:   
Paul C. Hebner, Vice President

By:   
Stephen P. Parise, Assistant Secretary

C1

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 23 1987

AMT. OF CHECK \$ 27  
FILING FEE \$ 2  
TAX \$ \_\_\_\_\_  
COUNTY FEE \$ \_\_\_\_\_  
COPY \$ 20  
CERT \$ \_\_\_\_\_  
REFUND \$ \_\_\_\_\_  
SPEC HANDLE \$ 25

BY: 3

3

CERTIFICATE OF MERGER

OF

① OCCIDENTAL CHEMICAL PROPERTIES CORPORATION

INTO

② OCCIDENTAL CHEMICAL CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

*hen*

① ASS'D 12/2/82

702-CA-Niagara Co

L-B318017-2

Hooker Chemical Properties Corp  
7-24-75

# A249400-5

② ASS'D 4-1-82  
Niagara

L-B572122-4  
3,000 PV \$5,00

Hooker Electrochemical Corp

11/6/89

# 690-21

083833

*AD*

John W. Alden, Assoc. Gen Csl  
Occidental Petroleum Corporation  
10889 Wilshire Blvd.  
Los Angeles CA 90024

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BILLER

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