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A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

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OUR FILE NUMBER
03710-3-294
ZAKAJS1041
F-311

RECORDATION NO. *12236-13* Filed 1425

January 14, 1988

JAN 15 1988 -10 15 AM

VIA COURIER

RECORDATION NO. *12236-13* Filed 1425

INTERSTATE COMMERCE COMMISSION

JAN 15 1988 -10 15 AM

Date *1-15-88*
Fee \$ *20.00*

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

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 each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The documents are:

(a) an Officer's Certificate, dated as of January 12, 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 ("OCPC") 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"); and

(b) an Assumption Agreement, dated as of December 23, 1987 (the "Assumption"), executed and delivered by OCC, relating to the assumption by OCC of the obligations of OCPC pursuant to that Equipment Lease Agreement between OCPC (under its prior name of "Hooker Chemical Properties

January 14, 1988

Page 2

("MDFC"), dated as of September 22, 1980, and recorded under Recordation No. 12233, as amended pursuant to that Lease Addendum No. 1 between OCPC and MDFC, dated as of September 22, 1980, and recorded under Recordation No. 12233-A.

Both the Certificate and the Assumption are secondary documents. The primary document to which each of the above documents is connected is recorded under Recordation No. 12288

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

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

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 documents is set forth in Schedule A attached to this letter and made a part hereof.

A fee of \$20.00 is enclosed. Please return the originals to the undersigned at 11377 West Olympic Blvd., 10th Floor, Los Angeles, California 90064.

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

(a) Officer's Certificate of Occidental Chemical Corporation, 360 Rainbow Boulevard South, Niagara Falls, New York 14303, Attn: Debt Compliance, dated January 12, 1988, relating to succession by merger of Occidental Chemical Corporation to rights of Occidental Chemical Properties Corporation as lessee under lease covering 34 railroad tank cars, and connected to Equipment Lease Agreement with Recordation No. 12233.

(b) Assumption Agreement executed and delivered by Occidental Chemical Corporation, 360 Rainbow Boulevard South, Niagara Falls, New York 14303, Attn: Debt

January 14, 1988

Page 3

Compliance, dated as of December 23, 1987, and covering 34
railroad tank cars, and connected to Equipment Lease
Agreement with Recordation No. 12233.

Sincerely,

A handwritten signature in black ink, appearing to read "Andrew J. Sutter". The signature is stylized with a long horizontal stroke extending to the right.

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.

ORIGINAL

F-311

REGISTRATION NO. 12233-6

OCCIDENTAL CHEMICAL CORPORATION

JAN 15 1988 - 10 15 AM

Officer's Certificate

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 that Equipment Lease Agreement, dated as of September 22, 1980, with MDFC Equipment Leasing Corporation, a Delaware corporation ("MDFC"), as lessor, which instrument was filed pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code ("Section 11303") and recorded under recordation no. 12233. Such lease was amended (such lease as so amended, the "Lease") pursuant to that Lease Addendum No. 1, dated as of September 22, 1980, between the Disappearing Corporation and MDFC, which amendment was filed pursuant to the provisions of Section 11303 and recorded under recordation no. 12233-A.

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 Lease.

C. Pursuant to that Assumption Agreement, dated as of December 23, 1987, executed and delivered by the Surviving Corporation, the Surviving Corporation assumed all the obligations of the Disappearing Corporation under the Lease. Such instrument is being filed pursuant to the provisions of Section 11303 concurrently herewith.

D. 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 Lease.

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.

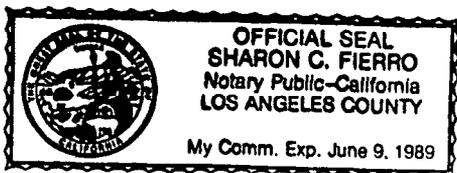
IN WITNESS WHEREOF, I have hereunto signed my name this 12th day of January, 1988.

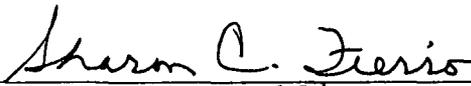


Ronald B. Casriel
Vice President and Treasurer

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On this 12th 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.:**

092539

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

C1

CERTIFICATE OF MERGER

C1

OF

OCCIDENTAL CHEMICAL PROPERTIES CORPORATION

INTO

OCCIDENTAL CHEMICAL CORPORATION

Under Section 905 of the
Business Corporation Law

582976

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

582976

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

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 23 1987

AMT. OF CHECK \$ 27
FILING FEE \$ 6
TAX \$
COUNTY FEE \$
COPY \$ 20
CERT \$
REFUND \$
SPEC HANDLE \$ 75

BY: [Signature]

20-

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
NY Co.

L-B572723-4

3,000 PV \$5,00

Hooker Electrochemical Corp

11/6/09

699-81

083833

AD

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

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BILLED

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