

LAW OFFICES
MITCHELL, SILBERBERG & KNUPP
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

LONDON OFFICE
DENNING HOUSE
90 CHANCERY LANE
LONDON WC2A 1EU
TELEPHONE: 01-242-7485
NIGHT SERVICE: 01-242-2684
CABLE ADDRESS SILMITCH LONDON WC2
TELEX: 263567 BURGIN G

TRIDENT CENTER
11377 WEST OLYMPIC BOULEVARD
LOS ANGELES, CALIFORNIA 90064-1683
(213) 312-2000
CABLE ADDRESS: SILMITCH
TELEX: 69-1347
OMNIFAX: (213) 312-3100/3200

WRITER'S DIRECT NUMBER

(213)
312-3210
OUR FILE NUMBER

03710-3-294
ZAKAJS1053
F-202L No. 2

January 14, 1988

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 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 Lease of Railroad Equipment (No. 2) between OCPC (under its prior name of "Hooker Chemical Properties Corporation") and First Security State Bank as

RECORDATION NO. 9248-F Filed 1426

JAN 15 1988 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9248-E Filed 1426

JAN 15 1988 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

Date: 1-15-88
Fee: 20.00

OCC Washington D.C.

January 14, 1988
Page 2

Trustee ("FSSB"), dated as of January 1, 1978, and recorded under Recordation No. 9248-B, as such lease was amended pursuant to that Amendment Agreement No. 2, between FSSB and First Security Bank of Utah, N.A., dated as of July 1, 1978, and recorded under Recordation No. 9248-D.

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. 9248.

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 214 railroad tank cars, and connected to Conditional Sale Agreement with Recordation No. 9248.

(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 214
railroad tank cars, and connected to Conditional Sale
Agreement with Recordation No. 9248.

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. Forty-eight (48) ton, roller bearing, 17,360 gallons, non-coil insulated chloride tank cars, having A.A.R. Mechanical Designation DOT 105A500W, bearing consecutive serial numbers HOKX 7820 through HOKX 7839, and HOKX 7872 through HOKX 7899
2. Thirty-four (34) 100 ton, roller bearing, 17,300 gallons, non-insulated chloride tank cars, having A.A.R. Mechanical Designation DOT 105A500W, bearing serial numbers HOKX 7918, HOKX 7923, HOKX 7924, HOKX 7929, HOKX 7930, HOKX 7932, HOKX 7934, HOKX 7945, HOKX 7956, HOKX 7962, and HOKX 7964 through HOKX 7987.
3. Fourteen (14) 100 ton, roller bearing, 16,327 gallons, exterior header heaters, caustic soda tank cars, having A.A.R. Mechanical Designation DOT 111A100W1, bearing serial numbers HOKX 8181, HOKX 8190, HOKX 8208, HOKX 8212, HOKX 8214, HOKX 8230, HOKX 8238, HOKX 8246, HOKX 8248, and HOKX 8254 through HOKX 8258.
4. One Hundred Eighteen (118) 16,000 gallon, roller bearing caustic soda tank cars, having A.A.R. Mechanical Designation DOT 111A100W1, bearing serial numbers HOKX 8000 through HOKX 8004, HOKX 8008, HOKX 8009, HOKX 8023, HOKX 8024, HOKX 8027, HOKX 8034, HOKX 8037, HOKX 8039 through HOKX 8046, HOKX 8048 through HOKX 8061, HOKX 8070 through HOKX 8074, HOKX 8077 through HOKX 8089, HOKX 8092, HOKX 8094, HOKX 8095, HOKX 8097, HOKX 8098, HOKX 8102 through HOKX 8105, HOKX 8107, HOKX 8109, HOKX 8110, HOKX 8113 through HOKX 8149, HOKX 8155 through HOKX 8166, HOKX 8169, HOKX 8171, HOKX 8172, HOKX 8175 and HOKX 8178.

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

Sincerely yours,

Nesta R. McEwen

Secretary

Enclosure(s)

ORIGINAL

F-202L No. 2

REGISTRATION NO. 9248-E

JAN 23 1988 11 15 AM

OCCIDENTAL CHEMICAL CORPORATION INTERSTATE COMMERCE COMMISSION

Officer's Certificate

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 Lease of Railroad Equipment (No. 2), dated as of January 1, 1978, with First Security State Bank, a Utah corporation ("FSSB"), 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. 9248-B. Such lease was amended (such lease as so amended, the "Lease") pursuant to that Amendment Agreement No. 2, dated as of July 1, 1978, between FSSB and First Security Bank of Utah, N.A., which amendment was filed pursuant to the provisions of Section 11303 and recorded under recordation no. 9248-D. The Lease was entered into in connection with that Conditional Sale Agreement, dated as of January 1, 1978, among FSSB, ACF Industries, Incorporated, Union Tank Car Company, and Richmond Tank Car Company, which instrument was filed pursuant to the provisions of Section 11303 and recorded under recordation no. 9248.

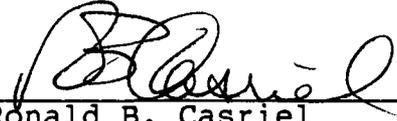
B. Pursuant to the merger, effective December 23, 1987 (the "Merger"), of the Disappearing Corporation with and into Occidental Chemical Corporation, a New York corporation (the "Surviving Corporation"), the Surviving Corporation succeeded by operation of law to, among other things, all of the Disappearing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

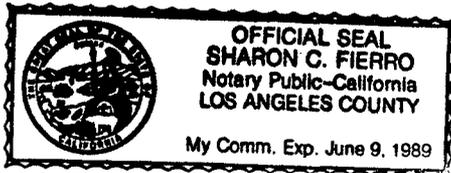
IN WITNESS WHEREOF, I have hereunto signed my name this 12th day of January, 1988.



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. :**

092542

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.

/

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

