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WRITER'S DIRECT NUMBER
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F-202L No. 2

RECORDATION NO. 9248-F Filed 1425
JAN 15 1988 -10 15 AM
INTERSTATE COMMERCE COMMISSION

January 14, 1988

RECORDATION NO. 9248-E Filed 1425
JAN 15 1988 -10 15 AM
INTERSTATE COMMERCE COMMISSION

Date 1-15-88
Fee $ 20.00
ICC 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 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

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

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

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.

F-202L No.2

ORIGINAL

RECORDATION NO. 9248-F FILED 1425

ASSUMPTION AGREEMENT

JAN 2 2 1988 10 15 AM

INTERSTATE COMMERCE COMMISSION

This ASSUMPTION AGREEMENT is executed and delivered as of the 23rd day of December, 1987, by OCCIDENTAL CHEMICAL CORPORATION, a New York corporation (the "Surviving Corporation"), to OCCIDENTAL CHEMICAL PROPERTIES CORPORATION (formerly named "Hooker Chemical Properties Corporation"), a California corporation (the "Disappearing Corporation"), with reference to the following facts:

A. The Disappearing Corporation is a wholly-owned subsidiary of the Surviving Corporation, and the Surviving Corporation is a wholly-owned indirect subsidiary of Occidental Petroleum Corporation, a Delaware corporation ("OPC").

B. Pursuant to resolutions of the Board of Directors of the Surviving Corporation, the Disappearing Corporation is to be merged with and into the Surviving Corporation (the "Merger").

C. The Disappearing Corporation is, among other things, a party to various agreements which were entered into in connection with a Conditional Sale Agreement (No. 2), dated as of January 1, 1978, and filed with the Interstate Commerce Commission (the "ICC") on February 23, 1978, as document no. 9248, among First Security State Bank, a Utah corporation (the "Trustee"), ACF Industries Incorporated, Union Tank Car Company and Richmond Tank Car Company, relating to the sale of certain railroad equipment. Such agreements include, without limitation, a Lease Agreement No. 2, dated as of January 1, 1978 (as amended, "Lease No. 2"), between the Disappearing Corporation and the Trustee, which instrument was filed with the ICC on February 23, 1978, and recorded under recordation no. 9248-B. Such lease was amended pursuant to that Amendment Agreement No. 2, dated as of July 1, 1978, between the Trustee and First Security Bank of Utah, N.A., which amendment was filed with the ICC and recorded under recordation no. 9248-D.

D. The Surviving Corporation wishes to evidence by this Assumption Agreement certain assumptions required under Lease No. 2.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Surviving Corporation agrees as follows:

ZAKAJS1037

1. Effective as of the effectiveness of the Merger, the Surviving Corporation shall succeed to and be vested with all of the right, title and interest of the Disappearing Corporation in, to and under Lease No. 2. Effective as of the effectiveness of the Merger, the Surviving Corporation hereby assumes all of the obligations of the Disappearing Corporation under Lease No. 2 to the same extent as the Disappearing Corporation is obligated to perform and discharge the same.

2. The assumptions provided for herein are intended to be in addition to, and not in lieu of or in limitation of, the transfers of the assets, liabilities and obligations of the Disappearing Corporation to the Surviving Corporation which will take place by operation of law or otherwise in connection with the Merger.

OCCIDENTAL CHEMICAL CORPORATION

By _____
Ronald B. Casriel
Vice President and Treasurer

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On this 21st day of December, in the year 1987, 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 the corporation executed it.

OFFICIAL SEAL
SHARON C. FIERRO
Notary Public–California
LOS ANGELES COUNTY
My Comm. Exp. June 9, 1989

Sharon C. Fierro
Notary Public

My Commission Expires June 9, 1989