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OF COUNSEL
URBAN A. LESTER

December 17, 1993

RECORDATION NO. 18591 FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 18591 FILED 1425

DEC 20 1993 -9 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of December 17, 1993, the first being a primary document and the other a secondary document related thereto, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

Lessor/Assignor Debtor:	ACF Industries, Incorporated 3301 Rider Trail South Earth City, Missouri 63045
Lessee:	Occidental Chemical Corporation PO Box 809050 Dallas, TX 75380
Assignee/ Secured Party:	BA Leasing & Capital Corporation Four Embarcadero Center, Suite 1200 San Francisco, California 94111

A description of the railroad equipment and leases covered by the enclosed documents is attached to each document as Exhibit A.

Also enclosed is a check in the amount of $36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission pursuant to Section 11303, Title 49, United States Code on December , 1993, at , Recordation No.

[4408-103/CV01.WPF/13NS/4276/38NS]

Memorandum dated as of December 17, 1993 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by Umesh Chol

Title: ASSISTANT TREASURER

[4408-103/MEMLE.WPF/13NS/4276/38NS]

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

DAVID M BRENSILBER
Notary Public, State of New York
Qualified in New York County
No. 4980938
Commission Expires April 29, 19 95

[4408-103/MEMLE.WPF/13NS/4276/38NS]

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
OCCIDENTAL CHEMICAL CORPORATION	0263A	ACFX 47731	1	C113
OCCIDENTAL CHEMICAL CORPORATION	0263A	ACFX 13465	1	T104
OCCIDENTAL CHEMICAL CORPORATION	4886006	ACFX 1529	1	T543
OCCIDENTAL CHEMICAL CORPORATION	4886006	ACFX 2085	1	T543
OCCIDENTAL CHEMICAL CORPORATION	4886006	ACFX 551	1	T553
OCCIDENTAL CHEMICAL CORPORATION	4886006	ACFX 558	1	T553
OCCIDENTAL CHEMICAL CORPORATION	4886010	ACFX 84410	1	T105
OCCIDENTAL CHEMICAL CORPORATION	4886013	ACFX 97793 To 97822	30	C214
OCCIDENTAL CHEMICAL CORPORATION	4886013	ACFX 97824 To 97852	29	C214
OCCIDENTAL CHEMICAL CORPORATION	4886013	ACFX 97854 To 97856	3	C214
OCCIDENTAL CHEMICAL CORPORATION	4886013	ACFX 97858 To 97860	3	C214
OCCIDENTAL CHEMICAL CORPORATION	4886013	ACFX 97862 To 97882	21	C214
OCCIDENTAL CHEMICAL CORPORATION	4886013	ACFX 98233	1	C214
OCCIDENTAL CHEMICAL CORPORATION	4886015	ACFX 96315	1	C214
OCCIDENTAL CHEMICAL CORPORATION	4886020	ACFX 84558	1	T104
OCCIDENTAL CHEMICAL CORPORATION	4886020	ACFX 84919	1	T104
OCCIDENTAL CHEMICAL CORPORATION	4886020	ACFX 84921	1	T104
OCCIDENTAL CHEMICAL CORPORATION	4886020	ACFX 86854 To 86863	10	T104
OCCIDENTAL CHEMICAL CORPORATION	4886020	ACFX 89104 To 89109	6	T104
OCCIDENTAL CHEMICAL CORPORATION	4886020	ACFX 89111 To 89112	2	T104
OCCIDENTAL CHEMICAL CORPORATION	4886020	ACFX 89287 To 89293	7	T104
OCCIDENTAL CHEMICAL CORPORATION	4886020	ACFX 89565 To 89569	5	T104
OCCIDENTAL CHEMICAL CORPORATION	4886024	ACFX 47039	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 46270	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 46645	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 47271	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 47292	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 47312	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 47730	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 48624	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 48627	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 49292 To 49293	2	C113
OCCIDENTAL CHEMICAL CORPORATION	4886036	ACFX 49295	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886037	ACFX 46299	1	C113
OCCIDENTAL CHEMICAL CORPORATION	4886040	ACFX 61187	1	C712
OCCIDENTAL CHEMICAL CORPORATION	4886040	ACFX 61199	1	C712
OCCIDENTAL CHEMICAL CORPORATION	4886040	ACFX 61202	1	C712
OCCIDENTAL CHEMICAL CORPORATION	4886040	ACFX 61256	1	C712
OCCIDENTAL CHEMICAL CORPORATION	4886040	ACFX 61484	1	C712
OCCIDENTAL CHEMICAL CORPORATION	4886043	ACFX 61154	1	C312
OCCIDENTAL CHEMICAL CORPORATION	4886043	ACFX 61247 To 61249	3	C312
OCCIDENTAL CHEMICAL CORPORATION	4886043	ACFX 61812	1	C312
OCCIDENTAL CHEMICAL CORPORATION	4886043	ACFX 62800	1	C312
OCCIDENTAL CHEMICAL CORPORATION	4886043	ACFX 62808	1	C312
OCCIDENTAL CHEMICAL CORPORATION	4886044	ACFX 60211	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886044	ACFX 60613	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886044	ACFX 60734	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886044	ACFX 60745	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886044	ACFX 61979	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886044	ACFX 63488	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886044	ACFX 63693	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886044	ACFX 63816	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61961 To 61962	2	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61965	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61969	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61974	1	C112

Equipment

Exhibit A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designator
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61976	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61978	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61980	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61982	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61984	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 61999 To 62001	3	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 62003	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 62021	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 63430	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 63483	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 63489	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 63495	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 63723	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 63802	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 63824	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886045	ACFX 64381	1	C112
OCCIDENTAL CHEMICAL CORPORATION	4886050	ACFX 85380	1	T564
OCCIDENTAL CHEMICAL CORPORATION	4886050	ACFX 85384 To 85387	4	T564
OCCIDENTAL CHEMICAL CORPORATION	4886050	ACFX 85390 To 85393	4	T564
OCCIDENTAL CHEMICAL CORPORATION	4886050	ACFX 85816 To 85819	4	T564
OCCIDENTAL CHEMICAL CORPORATION	4886053	ACFX 19423	1	T564
OCCIDENTAL CHEMICAL CORPORATION	4886053	ACFX 19425	1	T564
OCCIDENTAL CHEMICAL CORPORATION	4886058	ACFX 89878	1	T105
OCCIDENTAL CHEMICAL CORPORATION	4886058	ACFX 89882 To 89886	5	T105
OCCIDENTAL CHEMICAL CORPORATION	4886058	ACFX 89888	1	T105
OCCIDENTAL CHEMICAL CORPORATION	4886058	ACFX 89890	1	T105
OCCIDENTAL CHEMICAL CORPORATION	4886089	ACFX 85494	1	T564
OCCIDENTAL CHEMICAL CORPORATION	4886089	ACFX 85721	1	T564
OCCIDENTAL CHEMICAL CORPORATION	4886089	ACFX 85734 To 85736	3	T564
OCCIDENTAL CHEMICAL CORPORATION	4886104	ACFX 75108	1	T055
OCCIDENTAL CHEMICAL CORPORATION	4886104	ACFX 75112 To 75113	2	T055