

Country with 2 documents

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OF COUNSEL
URBAN A. LESTER

19843

DEC 27 1995 4:00 PM

0100904027

December 27, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Lease Intended For Security, dated as of December 27, 1995, a primary document 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:

Lessee: Occidental Chemical Corporation
Occidental Tower
P.O. Box 809050
Dallas, Texas 75380

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151

A description of the railroad equipment covered by the enclosed document is:

205 PVC hopper cars (ACF Industries):

OCPX 62701 through 62898 and
OCPX 71208 through OCPX 71214

44 PVC hopper cars (Thrall Car Manufacturing):

OCPX 70901 through 70944

Mr. Vernon A. Williams
December 27, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/27/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

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 12/27/95 at 2:45PM, and assigned recordation number(s). 19843, 1984~~4~~^A, 19844 and 19847-F.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100904025)
(0100904026)
(0100904027)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MEMORANDUM OF LEASE INTENDED FOR SECURITY

19843
DEC 27 1995 4:42 PM

THIS MEMORANDUM OF LEASE INTENDED FOR SECURITY is made and entered into as of December 27, 1995 by and between OCCIDENTAL CHEMICAL CORPORATION, a New York corporation ("Lessee"), and PITNEY BOWES CREDIT CORPORATION ("Lessor").

W I T N E S S E T H

1. Pursuant to a Lease Intended for Security, dated as of December 21, 1995 (the "Lease"), between Lessee and Lessor, and a Lease Supplement, dated as of December 27, 1995, between Lessee and Lessor (collectively with the Lease, the "Lease Documents"), Lessor has leased to Lessee each of the rail cars described on Appendix A hereto (collectively, the "Units"). Pursuant to the Lease Documents, Lessee has granted to Lessor a security interest in all of the Units and in all proceeds thereof (including insurance proceeds), in each case, whether now owned or hereafter acquired, to secure the payment by Lessee of all sums due under the Lease Documents and under the documents related thereto and the performance of all other obligations of Lessee under the Lease Documents and such documents related thereto. In addition, pursuant to the Lease Documents and as collateral for Lessee's obligations under the Lease Documents, Lessee has agreed to pledge to Lessor all of Lessee's rights, title and interest in, to and under any agreement providing for the sublease, assignment or transfer of use of the Units.

2. The term of the Lease Documents as to each of the Units, subject to the terms of the Lease Documents and any amendment thereto, shall commence as of the date hereof and continue for ten (10) years from the date of commencement of the term of the Lease, provided, however, that Lessee may elect to renew the Lease for up to two (2) successive five (5) year renewal terms as provided in (and subject to the terms of) the Lease Documents.

3. The names and addresses of Lessee and Lessor are as follows:

Lessee: Occidental Chemical Corporation
Corporate Office
Occidental Tower
P.O. Box 809050
Dallas, Texas 75380

5005 LBJ Freeway
Dallas, Texas 75244

Attention: Debt Compliance

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151

Attention: Vice President -
Credit/Operations

4. This Memorandum of Lease Intended for Security may be executed by the parties hereto in separate counterparts, each of which, when so executed and delivered, shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Lease Intended for Security as of the day and year first above written.

OCCIDENTAL CHEMICAL
CORPORATION,
Lessee

By: 

Printed Name: F. J. Gruberth

Title: VICE PRESIDENT, CREDIT SERVICES

PITNEY BOWES CREDIT
CORPORATION,
Lessor

By: 

Printed Name: Russell D. Piper

Title: Region Credit Manager

Corporate Form of Acknowledgments
Pursuant to 49 CFR 1177.3

State of California

County of Los Angeles ss:

On this 22nd day of December, 1995 before me personally appeared F.J. Grubert, to me personally known, who being by me duly sworn, said that (s)he is the VICE PRESIDENT AND TREASURER of OCCIDENTAL CHEMICAL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



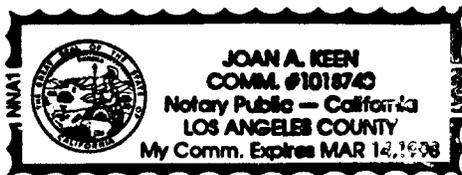
Sharon C. Fierro
Signature of Notary Public
My Commission expires 6/9/97

State of California

County of Los Angeles ss:

On this 22nd day of December, 1995 before me personally appeared Russell D. Piper, to me personally known, who being by me duly sworn, said that (s)he is the Region Credit Manager of PITNEY BOWES CREDIT CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Joan A. Keen
Signature of Notary Public
My Commission expires mar. 14, 1998

APPENDIX A

EQUIPMENT DESCRIPTION AND SPECIFICATIONS

PVC Hopper Cars:

Lot #1

Type:	LO Hopper car, 5,800 cubic foot capacity
Specifications:	100 tons (263,000 pound) capacity, 4 compartment hopper cars with circular hatches and pneumatic outlets. All cars are epoxy/urethane exterior coated and internally lined for product purity
Quantity:	205 cars
Reporting Marks:	OCPX 62701 - 62898 and OCPX 71208 - 71214
Manufacturer:	ACF Industries, Incorporated Milton, PA
Year Built:	1995

Lot #2

Type:	LO Hopper car, 6,250 cubic foot capacity
Specifications:	100 ton (286,000 pound) capacity, 4 compartment hopper cars with circular hatches and pneumatic outlets. All cars are epoxy/urethane exterior coated and internally lined for product purity
Quantity:	44 cars
Reporting Marks:	OCPX 70901 - 70944

Manufacturer:

Thrall Car Manufacturing
Cartersville, GA

Year Built:

1995

OCCIDENTAL CHEMICAL CORPORATION
205 PVC HOPPER CARS (ACF INDUSTRIES)

Car Number

OCPX 62701 through 62898

OCPX 71208 through 71214

OCCIDENTAL CHEMICAL CORPORATION
44 PVC HOPPER CARS (THRALL CAR MANUFACTURING)

OCPX 70901 through 70944