

DEWEY BALLANTINE

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REGISTRATION NO. 16679-7 FILED PAGES

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APR 29 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

April 29, 1991

BY HAND

Mr. Sidney L. Strickland, Jr.
Secretary
Room 2303
Interstate Commerce Commission
12th Street and
Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Financing of Rail Cars for
Oxy Petrochemicals Inc.

Dear Mr. Strickland:

Enclosed herewith for filing pursuant to Section 11303 of Title 49 of the United States Code are two (2) notarized originals of the document described below (the "Filed Document"):

1. Correcting Amendment dated as of December 28, 1989, a secondary document which corrects the Payment Undertaking Agreement dated as of December 28, 1989, among ABB Credit Finans AB, Oxy Petrochemicals Inc. and Hollandsche Bank-Unie N.V. which was filed under Recordation No. 16679.

We request that the above-listed document be filed under Recordation No. 16679.

The parties to the above-listed document are as follows:

1. Correcting Amendment: ABB Credit Finans AB, as Lessor, Oxy Petrochemicals Inc., as Lessee, and Hollandsche Bank-Unie N.V., as the Bank.

The addresses of the parties to the above-listed document are as follows:

Counterpart - Richardson

Mr. Sidney L. Strickland, Jr.
April 29, 1991
Page 2

ABB Credit Finans AB
Nybrokajen 15
S-111 48 Stockholm
Sweden
Attention: Vice President - Administration

Oxy Petrochemicals Inc.
Five Greenway Plaza
Suite 2500
Houston, Texas 77046
Attention: Controller

Hollandsche Bank-Unie N.V.
Coolsingel 104
P.O. Box 249
3000 AE Rotterdam
The Netherlands
Attention: Management

The railway equipment covered by the secondary document listed above consists of 400 Plastics Covered Hopper Cars manufactured by Union Tank Car Company, bearing identification numbers ALAX 61001-61400, inclusive.

If you have any questions or wish to discuss the Filed Document, please telephone Linda Aprahamian (212/259-6248) or the undersigned at the number above.

A fee of \$15.00 is enclosed. Kindly stamp with the appropriate recordation number and return one of the two enclosed originals of the Filed Document to the person delivering the same. Also, please stamp and return to the person delivering the Filed Document the enclosed two copies of this letter to indicate receipt and recordation today of such letter and the Filed Document.

A Short Summary of the document to appear in the index follows:

1. Correcting Amendment to the Payment Undertaking Agreement with Recordation No. 16679, dated as of December 28, 1989 and covering 400 Plastics Covered Hopper Cars manufactured by Union Tank Car Company, bearing identification numbers ALAX 61001-61400, inclusive.

Respectfully submitted,



Joseph M. Juhas

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/29/91

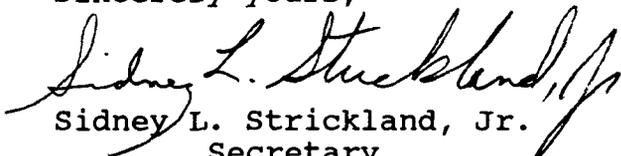
OFFICE OF THE SECRETARY

Joseph M. Juhas
Dewey Ballantine
1301 Avenue Of The Americas
New York 10019-6092

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/91 at 1:40PM, and assigned recordation number(s). 16679-I

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16679-I
APR 29 1991 -1 40 PM
INTERSTATE COMMERCE COMMISSION

CORRECTING AMENDMENT

dated as of

December 28, 1989

among

ABB CREDIT FINANS AB,

OXY PETROCHEMICALS INC.

and

HOLLANDSCHE BANK-UNIE N.V.

RAIL CARS

THIS CORRECTING AMENDMENT to the Payment Undertaking Agreement described below is dated as of the 28th day of December, 1989, **AMONG**

ABB Credit Finans AB, a corporation organized and existing under the laws of the Kingdom of Sweden ("Lessor");

Oxy Petrochemicals Inc., a Delaware corporation ("Lessee"); and

Hollandsche Bank-Unie N.V., a corporation organized and existing under the laws of the Netherlands ("Bank").

W I T N E S S E T H :

WHEREAS, Lessor, Lessee and Bank have heretofore entered into that certain Payment Undertaking Agreement dated as of December 28, 1989 (herein called the "Agreement"), the terms defined in the Agreement being herein used with the same meanings;

WHEREAS, the Agreement was filed with the Interstate Commerce Commission (the "ICC") on December 28, 1989 pursuant to Section 11303 of Title 49 of the United States Code, as one document and has been assigned Recordation No. 16679;

WHEREAS, the parties have determined that paragraph 3 on page 1 of the Agreement so filed with the ICC was incorrectly stated in respect of the identity and address of a certain party to the Agreement, and they wish to correct such filing;

NOW, THEREFORE, the parties agree as follows:

1. Paragraph 3 on page 1 of the Agreement previously recorded by the ICC on December 28, 1989 under Recordation No. 16679 is deleted therefrom in its entirety and the following is substituted in lieu thereof:

Oxy Petrochemicals Inc., a corporation incorporated under the laws of the State of Delaware, having its principal office at Five Greenway Plaza, Suite 2500, Houston, Texas 77046.

2. This Correcting Amendment shall in all respects be governed by and construed in accordance with the laws of The Netherlands.

3. This Correcting Amendment may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original for all purposes,

but all such counterparts shall together constitute but one and the same instrument.

4. All references to the Agreement shall be deemed to refer to the Agreement as corrected by this Correcting Amendment.

5. Except as otherwise specified in this Correcting Amendment, the Agreement remains in all respects unchanged and in full force and effect.

INTENDING TO BE LEGALLY BOUND, the parties hereto have caused this Correcting Amendment to be duly executed as of the date written above.

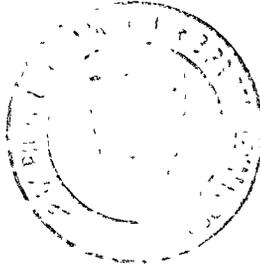


ABB CREDIT FINANS AB

By _____

Name: Göran Carlsson

Title: President

By _____

Name: Christer Bois

Title: Legal Counsel

OXY PETROCHEMICALS INC.

By _____

Name: Joe K. Blaine

Title: Attorney-in-Fact

HOLLANDSCHE BANK-UNIE N.V.

By _____

Name:

Title:

On this 1st day of November, 1990, before me personally appeared Göran Carlsson to me personally known, who says that he is the President of ABB CREDIT FINANS AB, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: unlimited



On this st day of November, 1990, before me personally appeared Christer Bois to me personally known, who says that he is the legal counsel of ABB CREDIT FINANS AB, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: unlimited



INTENDING TO BE LEGALLY BOUND, the parties hereto have caused this Correcting Amendment to be duly executed as of the date written above.

ABB CREDIT FINANS AB

By _____
Name: Göran Carlsson
Title: President

By _____
Name: Christer Bois
Title: Legal Counsel

OXY PETROCHEMICALS INC.

By  _____
Name: Joe K. Blaine
Title: Attorney-in-Fact

HOLLANDSCHE BANK-UNIE N.V.

By _____
Name:
Title:

INTENDING TO BE LEGALLY BOUND, the parties hereto have caused this Correcting Amendment to be duly executed as of the date written above.

ABB CREDIT FINANS AB

By _____
Name: Göran Carlsson
Title: President

By _____
Name: Christer Bois
Title: Legal Counsel

OXY PETROCHEMICALS INC.

By _____
Name: Joe K. Blaine
Title: Attorney-in-Fact

HOLLANDSCHE BANK-UNIE N.V.

By _____
Name: *W. Reehoorn*
Title: *Att - in - fact*

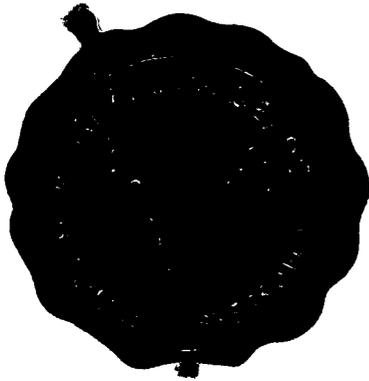
Seen by me, Johannes Borren, candidate-notaris, living in Amsterdam, notaris-deputy for the notaris Agatha Arnoldina van Berge, residing in Amsterdam, for legalization of the signature above of Mr W. Reehoorn. Amsterdam, April 24th, 1991.



J. Borren
plu. notaris

On this 24th day of April 1991, before me, Johannes Borren, candidate-notaris, living in Amsterdam, notaris-deputy for the notaris Agatha Arnoldina van Berge, residing in Amsterdam, personally appeared Mr Wietze Reehoorn, to me personally known, who, being by me, notaris-deputy, duly sworn, says that he is the attorney-in-fact of Hollandsche Bank-Unie N.V., that said instrument was signed on behalf of said banking institution by authority of Mr P.J. Kalff and Mr R.W.F. van Tets, both managing director of Hollandsche Bank-Unie N.V., established in Amsterdam, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking institution.

Amsterdam, April 24th, 1991.



 pl. notaris