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December 14, 1990  
RECORDATION NO 17126  
FILED 1425

DEC 14 1990 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary  
Recordation Unit  
Room 2303  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO 17126  
FILED 1425

DEC 14 1990 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

DEC 14 1 32 PM '90  
NOTICE OF FILING UNIT

Attention: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are an original and one certified true copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The first document, Memorandum of Equipment Lease Agreement, dated as of December 14, 1990, is a primary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank - *lessor*  
777 Main Street  
Hartford, CT 06115

Occidental Chemical Corporation - *lessee*  
Occidental Tower  
5005 LBJ Freeway  
Dallas, TX 75244

The second document, Memorandum of Trust Indenture and Security Agreement, dated as of December 14, 1990, is a primary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank  
777 Main Street  
Hartford, CT 06115

Mercantile-Safe Deposit and Trust Company  
2 Hopkins Plaza  
Baltimore, MD 21203

*P. T. Kopylov*  
*T. Kopylov*

THELEN, MARRIN, JOHNSON & BRIDGES

Ms. Mildred Lee  
December 14, 1990  
Page 2

A description of the equipment covered by each of these documents follows: HDPE/PVC Hopper Cars, Salt Cake Hopper Cars and Ethelyne Glycol Tank Cars. The identifying marks for this equipment are provided in Appendix A attached hereto.

A filing fee of \$30.00 is enclosed. Please return to the undersigned the original and any extra copies not needed by the Commission for recordation.

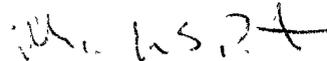
A short summary of the document, to appear in the index follows:

Memorandum of Equipment Lease Agreement, dated as of December 14, 1990, among The Connecticut National Bank, not in its individual capacity but solely as trustee, as Owner Trustee, and Occidental Chemical Corporation, as Lessee.

Memorandum of Trust Indenture and Security Agreement, dated as of December 14, 1990, among The Connecticut National Bank, not in its individual capacity but solely as trustee, as Owner Trustee and Mercantile-Safe Deposit and Trust Company, as Indenture Trustee.

Very truly yours,

THELEN, MARRIN, JOHNSON & BRIDGES



Mark S. Peters

Enc.

0384P

DEC 14 1990 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of the 14 day of December, 1990, by and between Mercantile-Safe Deposit and Trust Company ("Indenture Trustee"), as secured party, having its principal offices at Two Hopkins Plaza, Baltimore, Maryland 21201, and The Connecticut National Bank, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), as debtor, having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115:

WITNESSETH:

Pursuant to a Trust Indenture and Security Agreement dated as of December \_\_, 1990, Owner Trustee has granted Indenture Trustee a security interest in all of its right, title and interest in the equipment described in Appendix A (the "Equipment") and in that certain Equipment Lease Agreement, dated as of December \_\_, 1990 (the "Lease"), by and between Owner Trustee, as Lessor, and Occidental Chemical Corporation, as Lessee, which Lease covers the Equipment.

This Memorandum of Trust Indenture and Security Agreement 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 as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,  
not in its individual capacity  
but solely as Owner Trustee

By:   
Name: Robert L. Reynolds  
Title: Corporate Trust Officer

ATTEST:  
[SEAL]

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Indenture  
Trustee

\_\_\_\_\_  
Corporate Trust Officer

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of the \_\_\_ day of December, 1990, by and between Mercantile-Safe Deposit and Trust Company ("Indenture Trustee"), as secured party, having its principal offices at Two Hopkins Plaza, Baltimore, Maryland 21201, and The Connecticut National Bank, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), as debtor, having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115:

WITNESSETH:

Pursuant to a Trust Indenture and Security Agreement dated as of December \_\_, 1990, Owner Trustee has granted Indenture Trustee a security interest in all of its right, title and interest in the equipment described in Appendix A (the "Equipment") and in that certain Equipment Lease Agreement, dated as of December \_\_, 1990 (the "Lease"), by and between Owner Trustee, as Lessor, and Occidental Chemical Corporation, as Lessee, which Lease covers the Equipment.

This Memorandum of Trust Indenture and Security Agreement 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.

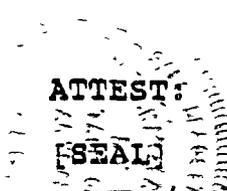
IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,  
not in its individual capacity  
but solely as Owner Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ATTEST:

[SEAL]

  
*Robert D. Brown*  
Corporate Trust Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Indenture  
Trustee

By:   
Name: John M. Mitchell  
Title: VICE PRESIDENT





OCCIDENTAL CHEMICAL CORPORATION  
(19) HDPE Hopper Cars  
ACF Industries, Inc.

CAR NUMBER

\*\*\*\*\*

ALAX 62012

ALAX 62013

ALAX 62015

ALAX 62016

ALAX 62018

ALAX 62019

ALAX 62037

ALAX 62045

ALAX 62050

ALAX 62053

ALAX 62056

ALAX 62057

ALAX 62058

ALAX 62061

ALAX 62066

ALAX 62069

ALAX 62070

ALAX 62081

ALAX 62083

OCCIDENTAL CHEMICAL CORPORATION  
(134) PVC Hopper Cars  
ACF Industries, Inc.

CAR NUMBER

\*\*\*\*\*

OCPX 70701  
OCPX 70702  
OCPX 70703  
OCPX 70704  
OCPX 70705  
OCPX 70706  
OCPX 70707  
OCPX 70708  
OCPX 70709  
OCPX 70710  
OCPX 70711  
OCPX 70712  
OCPX 70713  
OCPX 70714  
OCPX 70715  
OCPX 70716  
OCPX 70717  
OCPX 70718  
OCPX 70719  
OCPX 70720  
OCPX 70721  
OCPX 70722  
OCPX 70723  
OCPX 70724  
OCPX 70725  
OCPX 70726  
OCPX 70727  
OCPX 70728  
OCPX 70729  
OCPX 70730  
OCPX 70731  
OCPX 70732

OCCIDENTAL CHEMICAL CORPORATION  
(134) PVC Hopper Cars  
ACF Industries, Inc.

CAR NUMBER

\*\*\*\*\*

OCPX 70733  
OCPX 70734  
OCPX 70735  
OCPX 70736  
OCPX 70737  
OCPX 70738  
OCPX 70739  
OCPX 70740  
OCPX 70741  
OCPX 70742  
OCPX 70743  
OCPX 70744  
OCPX 70745  
OCPX 70746  
OCPX 70747  
OCPX 70748  
OCPX 70749  
OCPX 70750  
OCPX 70751  
OCPX 70752  
OCPX 70753  
OCPX 70754  
OCPX 70755  
OCPX 70756  
OCPX 70757  
OCPX 70758  
OCPX 70759  
OCPX 70760  
OCPX 70761  
OCPX 70762  
OCPX 70763  
OCPX 70764

OCCIDENTAL CHEMICAL CORPORATION  
(134) PVC Hopper Cars  
ACF Industries, Inc.

CAR NUMBER

\*\*\*\*\*

OCPX 70765

OCPX 70766

OCPX 70767

OCPX 70768

OCPX 70769

OCPX 70770

OCPX 70771

OCPX 70772

OCPX 70773

OCPX 70774

OCPX 70775

OCPX 70776

OCPX 70777

OCPX 70778

OCPX 70779

OCPX 70780

OCPX 70781

OCPX 70782

OCPX 70783

OCPX 70784

OCPX 70785

OCPX 70786

OCPX 70787

OCPX 70788

OCPX 70789

OCPX 70790

OCPX 70791

OCPX 70792

OCPX 70793

OCPX 70794

OCPX 70795

OCPX 70796

OCCIDENTAL CHEMICAL CORPORATION  
(134) PVC Hopper Cars  
ACF Industries, Inc.

CAR NUMBER

\*\*\*\*\*

OCPX 70797  
OCPX 70798  
OCPX 70799  
OCPX 70800  
OCPX 70801  
OCPX 70802  
OCPX 70803  
OCPX 70804  
OCPX 70805  
OCPX 70806  
OCPX 70807  
OCPX 70808  
OCPX 70809  
OCPX 70810  
OCPX 70811  
OCPX 70812  
OCPX 70813  
OCPX 70814  
OCPX 70815  
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OCPX 70821  
OCPX 70822  
OCPX 70823  
OCPX 70824  
OCPX 70825  
OCPX 70826  
OCPX 70827  
OCPX 70828

OCCIDENTAL CHEMICAL CORPORATION  
(134) PVC Hopper Cars  
ACF Industries, Inc.

CAR NUMBER

\*\*\*\*\*

OCPX 70829

OCPX 70830

OCPX 70831

OCPX 70832

OCPX 70833

OCPX 70834

150 NEW HOPPER CARS  
ALAX 61401 - ALAX 61550

CAR  
NUMBER

ALAX61401  
ALAX61402  
ALAX61403  
ALAX61404  
ALAX61405  
ALAX61406  
ALAX61407  
ALAX61408  
ALAX61409  
ALAX61410  
ALAX61411  
ALAX61412  
ALAX61413  
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ALAX61442  
ALAX61443  
ALAX61444  
ALAX61445  
ALAX61446  
ALAX61447  
ALAX61448  
ALAX61449  
ALAX61450

CAR  
NUMBER

ALAX61451  
ALAX61452  
ALAX61453  
ALAX61454  
ALAX61455  
ALAX61456  
ALAX61457  
ALAX61458  
ALAX61459  
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ALAX61493  
ALAX61494  
ALAX61495  
ALAX61496  
ALAX61497  
ALAX61498  
ALAX61499  
ALAX61500

CAR  
NUMBER

ALAX61501  
ALAX61502  
ALAX61503  
ALAX61504  
ALAX61505  
ALAX61506  
ALAX61507  
ALAX61508  
ALAX61509  
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ALAX61546  
ALAX61547  
ALAX61548  
ALAX61549  
ALAX61550

GRAND TOTAL

25 NEW INSULATED TANK CARS  
BUILT BY ACF INDUSTRIES  
OPIX 11001 - 11025

CAR  
NUMBER

OPIX11001  
OPIX11002  
OPIX11003  
OPIX11004  
OPIX11005  
OPIX11006  
OPIX11007  
OPIX11008  
OPIX11009  
OPIX11010  
OPIX11011  
OPIX11012  
OPIX11013  
OPIX11014  
OPIX11015  
OPIX11016  
OPIX11017  
OPIX11018  
OPIX11019  
OPIX11020  
OPIX11021  
OPIX11022  
OPIX11023  
OPIX11024  
OPIX11025

TOTAL

OXY PETROCHEMICALS, INC.  
(15) Ethylene Glycol Tank Cars  
Union Tank Car Company

CAR NUMBER

\*\*\*\*\*

OPIX 21001

OPIX 21002

OPIX 21003

OPIX 21004

OPIX 21005

OPIX 21006

OPIX 21007

OPIX 21008

OPIX 21009

OPIX 21010

OPIX 21011

OPIX 21012

OPIX 21013

OPIX 21014

OPIX 21015