

RECORDATION NO. 19843-A FILED

ALVORD AND ALVORD

ATTORNEYS AT LAW

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DEC 23 '99

12-58 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 23, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Intended for Security, dated as of April 30, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Intended for Security which was previously filed with the Commission under Recordation Number 19843.

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

Transferor: Occidental Chemical Corporation
PO Box 809050
Dallas, Texas 75380

Transferee: Oxy Vinyl, LP
5005 LBJ Freeway
Dallas, Texas 75244

Lessor: Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, Connecticut 06484

Mr. Vernon A. Williams
December 23, 1999
Page 2

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

249 PVC hopper cars bearing OCPX reporting marks and road numbers
set forth on Appendix A attached hereto.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

DEC 23 '99 12-58 PM

Memorandum of Assignment of Lease Intended for Security
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE INTENDED FOR SECURITY is made and entered into as of April 30, 1999 by and among OCCIDENTAL CHEMICAL CORPORATION, a New York corporation, as Lessee ("Transferor"), OXY VINYLS, LP, a Delaware limited partnership (the "Transferee") and PITNEY BOWES CREDIT CORPORATION, a Delaware corporation ("Lessor").

WITNESSETH

1. Pursuant to that certain Memorandum of Lease Intended for Security dated as of December 27, 1995, filed and recorded with the Interstate Commerce Commission ("I.C.C.") now known as the Surface Transportation Board ("STB") on December 27, 1995 at 2:45 p.m. and assigned Recordation Number 19843, between Transferor, and Lessor, Lessor has heretofore leased to Transferor each of the rail tank cars described on Appendix A hereto (collectively, the "Units").

2. As more particularly set forth in that certain Assignment and Assumption Agreement dated as of April 30, 1999 among Transferor and Transferee, Transferor has transferred to Transferee, and Transferee has assumed all obligations contained in the Lease as though Transferee were the original lessee thereunder; provided, however, that notwithstanding such transfer and assumption, Transferor has not in any way been released from the obligations set forth in the Lease, but is and shall continue to be firmly bound thereby.

3. As of the effective date of the Assignment, Transferee shall become the "Lessee" of the Units under the Lease.

4. The names and addresses of the Transferor, Transferee and Lessor are as follows:

- Transferor: Occidental Chemical Corporation
Corporate Office
P.O. Box 809050
Dallas, Texas 75380
Attention: Debt Compliance
- Transferee: Oxy Vinyls, LP
5005 LBJ Freeway
Dallas, Texas 75244
Attention: Duane M. Stamp
- Lessor: Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, Connecticut 06484
Attention: Vice President, Chief Operations Officer

5. This Memorandum 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.

"Transferor":

OCCIDENTAL CHEMICAL CORPORATION

By: JR Havert

Printed Name: J. R. Havert

Title: Vice President and Treasurer

"Transferee":

OXY VINYLs, LP

a Delaware limited partnership

By: JR Havert

Printed Name: J. R. Havert

Title: Vice President and Treasurer

"Lessor":

PITNEY BOWES CREDIT CORPORATION

By: Carole Barrick

Printed Name: Carole Barrick
Director of Regional

Title: Credit & Operations

APPENDIX A

Equipment Description and Specifications

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL & REPORTING MARKS</u>
205	PVC Hopper Cars	ACF Industries Car Numbers OCPX 62701 through 62898 and OCPX 71208 through 71214
44	PVC Hopper Cars	Thrall Car Manufacturing Car Numbers OCPX 70901 through 70944

and all attachments, accessories, accessions and substitutions to all such railroad tank cars.

State of California

County of Los Angeles

On September 20, 1999 before me, Christine Fitzgerald, Notary Public,
DATE NAME, TITLE OF OFFICER-E.G. "JANE DOE, NOTARY PUBLIC"

personally appeared J. R. Havert
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Christine Fitzgerald
Signature of Notary

OPTIONAL

Though the data below is now required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of the form.

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
 - CORPORATE OFFICER
- _____
- TITLE(S)
- PARTNER(S) LIMITED
 - ATTORNEY-IN-FACT GENERAL
 - TRUSTEE(S)
 - GUARDIAN/CONSERVATOR
 - OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

Memorandum of Assignment
of Lease Intended for Security
TITLE OR TYPE OF DOCUMENT

3
NUMBER OF PAGES

April 30, 1999
DATE OF DOCUMENT

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES):
"Trustee"
Cxy Vinyls LP

SIGNER(S) OTHER THAN NAMED ABOVE

State of California

County of Los Angeles

On September 20, 1999 before me, Christine Fitzgerald Notary Public,
DATE NAME, TITLE OF OFFICER-E.G. "JANÉ DOE, NOTARY PUBLIC"

personally appeared J. R. Havert
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Christine Fitzgerald
Signature of Notary

OPTIONAL

Though the data below is now required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of the form.

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER

TITLE(S)

- PARTNER(S)
- LIMITED
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____
- GENERAL

DESCRIPTION OF ATTACHED DOCUMENT

Memorandum of Assignment
of Lease Intended for Security

TITLE OR TYPE OF DOCUMENT

3
NUMBER OF PAGES

April 30 1999
DATE OF DOCUMENT

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES):
"Trustor"
Occidental Chemical Corporation

SIGNER(S) OTHER THAN NAMED ABOVE

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

Orange

} ss.

On 12/21/99

Date

, before me, Isabel C. Stevens, Notary Public

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

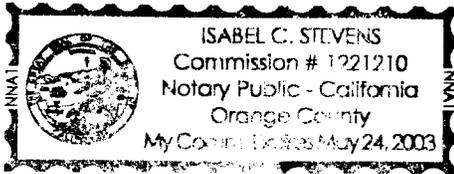
personally appeared

Carole Bamrick

Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Isabel C. Stevens

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memorandum of Assignment of Lease Intended for Security

Document Date: _____ Number of Pages: 3

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER

Top of thumb here