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OF COUNSEL
URBAN A. LESTER

July 3, 2002

RECORDATION NO. 13220-N FILED

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

JUL 3 '02 11:35 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Amended and Restated Equipment Lease Agreement dated as of November 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease which was previously filed with the Commission under Recordation Number 13220.

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

Lessor: AVF II LLC
Three First National Plaza
Suite 777
Chicago, IL 60602

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

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

187 tank railcars bearing HOKX reporting marks and road numbers within the series 8295 – 8485

RECORDATION NO. 13220-N FILED

JUL 3 '02 11:35 AM

MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT LEASE AGREEMENT effective as of November 1, 2001 by and between AVF II LLC, an Illinois corporation, hereinafter called "Lessor", and OCCIDENTAL CHEMICAL CORPORATION, a New York corporation, hereinafter called "Lessee".

WITNESSETH:

WHEREAS, Lessor and Lessee have entered into that certain AMENDED AND RESTATED EQUIPMENT LEASE AGREEMENT effective as of November 1, 2001 (the "Agreement");

WHEREAS, the railroad equipment (the "Cars") leased under the Agreement is described on Schedule A attached hereto; and

WHEREAS, the parties desire to confirm the lease on the terms set forth in the Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Lessor hereby leases the Cars to the Lessee, and Lessee leases the Cars from Lessor, on the terms set forth in the Agreement.
2. The term of the Agreement commenced effective as of November 2, 2001 and expires November 2, 2011
3. The terms of the Agreement are incorporated herein by reference.

LESSOR:

AVF II LLC

By

Its

[Signature]
President

LESSEE:

OCCIDENTAL CHEMICAL CORPORATION

By

Its

Filed Date: _____

Recordation No: _____

**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT LEASE
AGREEMENT**

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WITNESSETH:

WHEREAS, Lessor and Lessee have entered into that certain AMENDED AND RESTATED EQUIPMENT LEASE AGREEMENT effective as of November 1, 2001 (the "Agreement");

WHEREAS, the railroad equipment (the "Cars") leased under the Agreement is described on Schedule A attached hereto; and

WHEREAS, the parties desire to confirm the lease on the terms set forth in the Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Lessor hereby leases the Cars to the Lessee, and Lessee leases the Cars from Lessor, on the terms set forth in the Agreement.
2. The term of the Agreement commenced effective as of November 2, 2001 and expires November 2, 2011
3. The terms of the Agreement are incorporated herein by reference.

LESSOR:

AVF II LLC

By _____

Its _____

LESSEE:

OCCIDENTAL CHEMICAL CORPORATION

By *[Signature]*

Its HER-PURCH

Filed Date: _____
Recordation No: _____

SCHEDULE A To
MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT LEASE
AGREEMENT
Between
AVF II LLC and OCCIDENTAL CHEMICAL CORPORATION

Schedule of Railroad Equipment

108 Liquid Chlorine Tank Cars bearing the Reporting Marks of Units of Equipment HOKX 8358 – HOKX 8383, HOKX 8385 – HOKX 8389, HOKX 8391 – HOKX 8441 and HOKX 8443 – HOKX 8468

16 Liquid Caustic Soda Tank Cars bearing the Reporting Marks of Units of Equipment HOKX 8469 – HOKX 8472 and HOKX 8474 – HOKX 8485

63 Hydrochloric Acid Tank Cars bearing the Reporting Marks of Units of Equipment HOKX 8295 – HOKX 8357

