

Counter parts - [unclear]

13221-E
FILED 1996

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

SEP 27 1996 9 25 AM

COMMERCIAL COMMISSION

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

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

September 26, 1996

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

SEP 27 9 24 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Assignment of Instruments (BASF June 1981), dated September 24, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment and other documents previously filed with the Commission under Recordation Number 13221.

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

Assignor: Barclays Bank PLC
77 Wall Street, 12th Floor
New York, New York 10265

Assignee: BASF Capital Corporation
3000 Continental Drive
Mount Olive, New Jersey 07828

A description of the railroad equipment covered by the enclosed document is set forth in the Lease as originally filed. There is no new equipment involved in this filing.

Mr. Vernon A. Williams
September 26, 1996
Page 2

Also enclosed is a check in the amount of \$22.00 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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

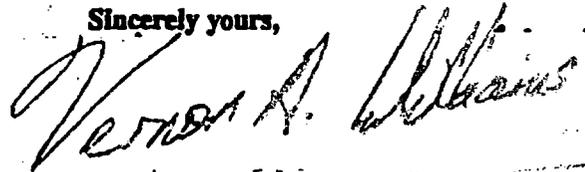
9/27/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, 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 9/27/96 at 9:25AM , and assigned recordation number(s). 13221-E, 13369-E, 14425-D, 14425-E, 14425-F, 14425-G, 14654-D, 14654-E, 14654-F, 14654-G, 15033-D, 15033-E, 15033-F and 15033-G.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$308.00 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



13221-E

SEP 27 1996 9:22 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF INSTRUMENTS (BASF June 1981)

**Relating to Assignment and Assumption Agreement
dated September 24, 1996 between
Barclays Bank PLC and BASF Capital Corporation**

• Amended and Restated Participation Agreement and Amendment dated as of July 1, 1984 ("Amended and Restated Participation Agreement") between BASF Corporation, a Delaware corporation (successor to Badische Corporation) ("BASF"), LaSalle National Bank, agent ("Agent"), General Electric Capital Corporation (f/k/a "General Electric Credit Corporation"), owner ("Owner"), Exchange National Bank of Chicago, trustee ("Trustee"), Morgan Guaranty Trust Company of New York, investor ("Investor"), and Barclays Bank PLC (f/k/a "Barclays Bank International Limited, Atlanta Agency") ("Barclays"), with respect to Floating Rate Conditional Sale Indebtedness Due January 1, 2007 [covering 184 NAC Aluminum Covered Hopper Cars], filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303, on July 9, 1984, instrument no. 13221-D.

• Certificate of Interest dated _____, 1984 in the name of "Barclays Bank International Limited" issued pursuant to Amended and Restate Participation Agreement.

• Participation Agreement dated as of June 1, 1981 among BASF, Agent, Owner, Trustee, Investor and Barclays.

• Trust Agreement dated as of June 1, 1981 between Trustee and Owner.

• Conditional Sale Agreement dated as of June 1, 1982 between Trustee and North American Car Corporation ("NAC"), filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303, on August 14, 1981, instrument no. 13221.

• Lease of Railroad Equipment dated as of June 1, 1981 between Trustee and BASF, filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303, on August 14, 1981, instrument no. 13221-B.

• Indemnity Agreement dated as of June 1, 1981 between BASF and Owner.

• Agreement and Assignment dated as of June 1, 1981 between NAC and Agent, filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303, on August 14, 1981, instrument no. 13221-A.

• Assignment of Lease and Agreement dated as of June 1, 1981 between Trustee and Agent, together with the Consent and Agreement of BASF of even dated therewith, filed with the

Interstate Commerce Commission pursuant to 49 U.S.C. §11303, on August 14, 1981, instrument no. 13221-C.

The foregoing instruments (each as heretofore amended) are hereinafter collectively referred to as the "June 1981 Documentation."

Pursuant to the Assignment and Assumption Agreement dated September ~~21~~²⁴, 1996 (the "Assignment Agreement") between Barclays and BASF Capital Corporation ("BASF Capital"), Barclays has agreed to transfer and assign to BASF Capital all right, title and interest of Barclays in, to and under the June 1981 Documentation and conditional sale indebtedness in respect of the units of railroad equipment subject thereto from time to time.

Barclays hereby assigns, transfers and sets over unto BASF Capital, its successors and assigns all right, title and interest of Barclays in, to and under the June 1981 Documentation and conditional sale indebtedness in respect of the units of railroad equipment subject thereto from time to time. BASF Capital hereby accepts such assignment, transfer and setting over and assumes all of Barclays' rights, benefits, and interests in, to and under, and Barclays' duties, liabilities and obligations under and in respect of, the June 1981 Documentation.

This Assignment of Instruments shall evidence the assignment of the June 1981 Documentation on the records of the Surface Transportation Board of the Department of Transportation. Nothing in this Assignment of Instruments shall be deemed to amend, modify or otherwise alter the provisions of the Assignment Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Instruments to be executed by an officer thereunto duly authorized on the 24 day of September, 1996.

BARCLAYS BANK PLC

By: _____

Name: Michael Nash

Title: Senior Vice President

BASF CAPITAL CORPORATION

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Instruments to be executed by an officer thereunto duly authorized on the ___ day of September, 1996.

BARCLAYS BANK PLC

By: _____
Name:
Title:

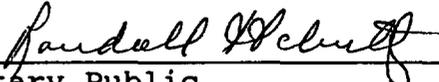
BASF CAPITAL CORPORATION

By: Manfredo Ruebens
Name: Manfredo Ruebens *cm*
Title: Assistant Treasurer



STATE OF NEW YORK)
) ss.:
County of New York)

On September ____, 1996, before me personally came Michael Nash, known to me, who, being sworn by me, deposed and said that he is the Senior Vice President of Barclays Bank PLC, the corporation described in and which executed the above instrument; that he signed his name thereto by authority of the board of directors of the corporation.



Notary Public
Name:

RANDALL S. SCHULTZ
Notary Public, State of New York
No. 31-4931219
Qualified in New York County
Commission Expires June 27, 1998

STATE OF NEW JERSEY)

County of Morris ss.:

On September 24, 1996, before me personally came Manfred Ruebers known to me, who, being sworn by me, deposed and said that he resides at Mt. Olive, New Jersey; that he is the Asst. Treasurer of BASF Capital Corporation, the corporation described in and which executed the above instrument; that he signed his name thereto by authority of the board of directors of the corporation.


Notary Public
Name:

Dawn S. Balut
Notary Public of New Jersey
My Commission Expires May 16, 2000