

ALVORD AND ALVORD
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20006-2973

OF COUNSEL
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May 28, 1999

RECORDATION NO. 21907-A FILED

MAY 28 '99 11-00AM

WV
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 Lease Agreement Schedule 2, dated as of May 28, 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, previously filed with the Board under Recordation Number 21907.

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

Lessor: BNY Capital Resources Corporation
8400 East Prentice Avenue
Suite 715
Englewood, Colorado 80111

Lessee: Engelhard Corporation
101 Wood Avenue
PO Box 770
Iselin, NJ 08830-0770

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

Fifty (50) railcars bearing ENGX reporting marks and road numbers 15165 through 15214, inclusive

Mr. Vernon A. Williams
May 28, 1999
Page 2

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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

SCHEDULE 2

RECORDATION NO. 21907-A FILED

MAY 28 '99

11-00AM

Lessor: BNY Capital Resources Corporation

Lessee: Engelhard Corporation

Master Rail Equipment Lease Agreement No. 2819001 dated as of September 17, 1998 (the "Agreement"), a Memorandum of Lease of which was recorded with the Surface Transportation Board under Recordation Number 21907

Schedule 2 dated as of May 28, 1999 (the "Schedule")

1. **Definitions.** Capitalized terms used in this Schedule and not defined herein have the meanings assigned to such terms in the Agreement.

2. **Description of Equipment.**

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>Serial No.</u>	<u>Cost</u>
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Various new railcar equipment. See Exhibit A attached hereto for complete description.

Accepted as of the date written above.

BNY Capital Resources Corporation
(Lessor)

Engelhard Corporation
(Lessee)

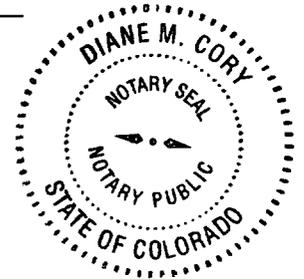
By: *Schuyler A. Kellogg*
Title: VP

By: *J. P. ...*
Title: VPST OPERATIONS

STATE OF COLORADO)
)
COUNTY OF ARAPAHOE) ss.

On this 25th day of May, 1999, before me personally appeared Schuyler A. Kellogg to me personally known, who being duly sworn, says that he is the Vice President of BNY Capital Resources Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane M Cory
Notary Public



My Commission Expires: 5/22/02

STATE OF New Jersey)
)
COUNTY OF Middlesex) ss.

On this 26th day of May, 1999, before me personally appeared Jim Burns to me personally known, who being duly sworn, says that he/she is the Asst. Treasurer of Engelhard Corp, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Laurie A. Beck
Notary Public

Laurie A. Beck
Notary Public of New Jersey
My Commission Expires November 7, 2000

My Commission Expires: _____



SCHEDULE 2

Lessor: BNY Capital Resources Corporation

Lessee: Engelhard Corporation

Master Rail Equipment Lease Agreement No. 2819001-dated as of September 17, 1998 (the "Agreement"), a Memorandum of Lease of which was recorded with the Surface Transportation Board under Recordation Number 21907.

Schedule 2 dated as of May 28, 1999 (the "Schedule")

1. **Definitions.** Capitalized terms used in this Schedule and not defined herein have the meanings assigned to such terms in the Agreement.

2. **Description of Equipment.**

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>Serial No.</u>	<u>Cost</u>
-----------------	---------------------	--------------------	-------------------	-------------

Various new railcar equipment. See Exhibit A attached hereto for complete description.

Accepted as of the date written above.

BNY Capital Resources Corporation
(Lessor)

By: *Stephen A. Kellogg*
Title: VP

Engelhard Corporation
(Lessee)

By: *J. P. [Signature]*
Title: Asst. Treasurer

By: *J. P. [Signature]*
Title: Sr. VP and CFO

STATE OF New Jersey)
COUNTY OF Middlesex)

SS.

On this 27th day of May, 1999, before me personally appeared Thomas P. Fitzpatrick to me personally known, who being duly sworn, says that he/she is the Senior VP and CFO of Ergehard Corporation that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Laurie A. Beck
Notary Public

My Commission Expires: _____

Laurie A. Beck
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES NOVEMBER 7, 2000



EXHIBIT A

Engelhard Corporation
Schedule 2

Description of Equipment:

Fifty (50) Union Tank Car 110 ton 15,640 Gallon
Tank Cars including, lining, paint, inspection and freight

Lettered ENGX

<u>Car Number</u>	<u>Car Number</u>
15165	15190
15166	15191
15167	15192
15168	15193
15169	15194
15170	15195
15171	15196
15172	15197
15173	15198
15174	15199
15175	15200
15176	15201
15177	15202
15178	15203
15179	15204
15180	15205
15181	15206
15182	15207
15183	15208
15184	15209
15185	15210
15186	15211
15187	15212
15188	15213
15189	15214