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ELIAS C. ALVORD (1942)
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RECORDED 14425-D, E, F, G
SEP 27 1996 9:05 AM
INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

September 26, 1996

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

Re: BASF 1984 - Recordation Number 14425

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of the following secondary documents: Amendment No. 2 to Conditional Sale Agreement and Amendment No. 2 to Lease of Railroad Equipment, both dated September 24, 1996 and two Assignments of Instruments, one dated September 24, 1996 and the other dated September 26, 1996.

The enclosed documents relate to the Conditional Sale Agreement and other documents previously filed with the Commission under Recordation Number 14425.

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

Amendment No. 2 to Conditional Sale Agreement

Owner: Barclays Business Credit, Inc.
75 Wall Street, 12th Floor
New York, New York 10265

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

Countersigned

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Amendment No. 2 to Lease of Railroad Equipment

Owner: Barclays Business Credit, Inc.
75 Wall Street, 12th Floor
New York, New York 10265

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

Assignment of Instruments (9/24/96)

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

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

Assignment of Instruments (9/26/96)

Assignor: Barclays Business Credit, Inc.
75 Wall Street, 12th Floor
New York, New York 10265

Assignee: The Provident Bank
One East Fourth Street, Suite 700
Cincinnati, Ohio 45202

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

Also enclosed is a check in the amount of \$88.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

14425-F

ASSIGNMENT OF INSTRUMENTS (BASF 1984)

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

- Conditional Sale Agreement dated as of August 20, 1984 ("Conditional Sale Agreement") between ACF Industries, Incorporated ("ACFI") and Barclays Business Credit, Inc. (successor by merger to Barclays Leasing, Inc. (f/k/a Barclays American/Leasing, Inc.)) ("BBCI"), together with the Agreement to Amend of even date therewith, filed with the Interstate Commerce Commission on September 14, 1984 pursuant to 49 U.S.C. §11303, instrument no. 14425.
- Lease of Railroad Equipment dated as of August 20, 1984 between BASF Corporation (successor to Badische Corporation) ("BASF"), lessee, and BBCI, lessor, together with the Agreement to Amend of even date therewith, filed with the Interstate Commerce Commission on September 14, 1984 pursuant to 49 U.S.C. §11303, instrument no. 14425-B.
- Assignment of Lease and Agreement dated as of August 20, 1984 between BBCI and Barclays Bank PLC (successor to Barclays Bank International Limited) ("Barclays"), filed with the Interstate Commerce Commission on September 14, 1984 pursuant to 49 U.S.C. §11303, instrument no. 14425-C.
- Agreement and Assignment dated as of August 20, 1984, between ACFI and Barclays, filed with the Interstate Commerce Commission on September 14, 1984 pursuant to 49 U.S.C. §11303, instrument no. 14425-A.
- Participation Agreement dated as of August 20, 1984, among BASF, BBCI and Barclays, together with the Agreement to Amend of even date therewith.
- Amendment No. 2 to Conditional Sale Agreement [BASF '84] dated as of September 24, 1996 between BBCI and Barclays.
- Amendment ^{No. 2} to Lease of Railroad Equipment dated as of September 24, 1996 between BASF and BBCI.

The foregoing instruments (each as heretofore amended) are hereinafter collectively referred to as the "1984 Documentation."

Pursuant to the Assignment and Assumption Agreement dated September 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 1984

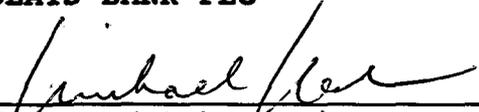
Documentation and conditional sale indebtedness in respect of the units of railroad equipment subject thereto from time to time.

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 1984 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 1984 Documentation.

This Assignment of Instruments shall evidence the assignment of the 1984 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 24 day of September, 1996.

BARCLAYS BANK PLC

By: _____
Name:
Title:

BASF CAPITAL CORPORATION

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



STATE OF NEW JERSEY)

County of Morris) ss.:

On September 24, 1996, before me personally came MANFREDO RUBEENS, known to me, who, being sworn by me, deposed and said that he resides at MT. OLIVE, New Jersey; that he is the ASSISTANT 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.

Dawn S. Balut
Notary Public
Name:

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