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October 5, 2000

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

RECORDATION NO. 21907-D FILED  
OCT 5 '00 1:26 PM  
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 Schedule 5 to Master Rail Equipment Lease Agreement, dated October 5, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relates to the Memorandum of Lease which was 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  
Englewood, CO 80111

Lessee: Engelhard Corporation  
101 Wood Avenue  
Iselin, NJ 08830

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

Twenty-seven (27) tank railcars within the series ENGX 15267 - ENGX 15324 not sequential.

Mr. Vernon A. Williams  
October 5, 2000  
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A short summary of the railroad equipment covered by the enclosed document is:

Schedule 5 to Master Lease between BNY Capital Resources, Lessor, and Engelhard Corporation, Lessee.

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 documents to the undersigned.

Very truly yours,



for Robert W Alvord

Robert W. Alvord

RWA/bjg  
Enclosures

SCHEDULE 5

RECORDATION NO. 21907-D FILED

OCT 5 '00 1:26 PM

Lessor: BNY Capital Resources Corporation

SURFACE TRANSPORTATION BOARD

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 5 dated as of October 5, 2000 (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: *Stephen A. Kellogg*  
Title: VP

By: *Peter R. Hayes*  
Title: CAESUMER

STATE OF COLORADO )  
 )  
 ) ss.  
COUNTY OF ARAPAHOE )

On this 3rd of October, 2000, 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 )  
 )  
 ) ss.  
COUNTY OF Middlesex )

On this 4<sup>th</sup> day of October, 2000, before me personally appeared Peter R. Babin to me personally known, who being duly sworn, says that he/she is the Treasurer of Engelhard 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.

Angela L. Ricci  
Notary Public

My Commission Expires:

ANGELA L. RICCI  
Notary Public - State of NJ  
My Commission Expires  
February 26, 2002

## EXHIBIT A

Engelhard Corporation  
Schedule 5

**Description of Equipment:**

Twenty-seven (27) ACF 100TRB, AAR 211A100W1,  
15,800 gallon, non-coiled, insulated tank cars,  
including lining, paint, inspection and freight

Lettered ENGX

<u>Car Number</u>	<u>Car Number</u>
15267	15308
15274	15312
15277	15313
15279	15315
15282	15316
15286	15317
15288	15318
15293	15319
15296	15320
15297	15321
15299	15322
15301	15323
15305	15324
15306	