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

OF COUNSEL  
URBAN A. LESTER

October 5, 2000

RECORDATION NO. 21907-E FILED

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

OCT 5 '00 1:39 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 6 to Master Rail Equipment Lease Agreement, dated August 1, 2000, a secondary documents as defined in the Board's Rules for the Recordation of Do.

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:

Thirty (30) tank railcars within the series ENGX 15325 - ENGX 15376 not inclusive.

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 6 to Master Lease between BNY Capital Resources, Lessor, and Engelhard Corporation, Lessee covering thirty (30) tank railcars within the series ENGX 15325 - ENGX 15376 not inclusive.

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,



Robert W. Alvord

RWA/bjg  
Enclosures

SCHEDULE 6

OCT 5 '00 1:39 PM

SURFACE TRANSPORTATION BOARD

Lessor: SunTrust Leasing Corporation, as Assignee of 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, assigned to SunTrust Leasing Corporation to the extent incorporated in Schedule 6 by reference.

Schedule 6 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.

SunTrust Leasing Corporation  
(Lessor)

Engelhard Corporation  
(Lessee)

By:   
Title: J. E. C. Y.

By:   
Title: Treasurer

## EXHIBIT A

Engelhard Corporation  
Schedule 6

**Description of Equipment:**

Twenty-nine (29) 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>
15325	15348
15326	15349
15327	15351
15328	15352
15329	15354
15330	15361
15331	15364
15332	15365
15333	15368
15334	15369
15336	15371
15337	15372
15341	15373
15342	15376
15344	

STATE OF MARYLAND )  
COUNTY OF BALTIMORE )

SS.

On this 3RD day of OCTOBER, 2000, before me personally appeared MICHAEL J. POWERS to me personally known, who being duly sworn, says that he/she is the SECRETARY of SUNTRUST LEASING 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.

My Commission Expires: 6/23/04

Louise Carpenter  
NOTARY PUBLIC

STATE OF New Jersey )  
COUNTY OF Middlesex )

SS.

On this 4th day of October, 2000, before me personally appeared Peter R. Rajan 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