

RECORDATION NO. 14654-I **FRED**

SEP 15 '08 -11 45 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 15, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Extension Agreement, dated as of December 31, 2005, 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 previously filed with the Commission under Recordation Number 14654-B.

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

Lessor: BNY Capital Resources Corporation (as successor-in-interest to Barclays American/Leasing, Inc.)
8400 East Prentice Avenue
Suite 716
Englewood, CO 80111

Lessee: BASF Corporation (as successor-interest to Badische Corporation)
100 Cherry Hill Road
Parsippany, NJ 07054

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

54 railcars: DBCX 280 - DBCX 285, DBCX 350 - DBCX 369, DBCX 600 - DBCX 619 and DBCX 620 - DBCX 627.

A short summary of the document to appear in the index is:

Memorandum of Extension Agreement.

Also enclosed is a check in the amount of \$41.00 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,

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

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 14654 J

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EXTENSION AGREEMENT

Memorandum of Extension Agreement (this "Memorandum"), made and entered into as of December 31, 2005, by and between **BNY CAPITAL RESOURCES CORPORATION**, a New York corporation ("BNY"), and **BASF CORPORATION**, a Delaware corporation ("BASF").

WITNESSETH

1. BNY (as successor-in-interest to Barclays American/Leasing, Inc.) and BASF (as successor to Badische Corporation) are parties to that certain Lease of Railroad Equipment dated as of May 17, 1985 (the "Lease") relating to certain railcars bearing reporting marks as listed on Schedule I attached hereto.
2. A copy of the Lease was filed and recorded with the Surface Transportation Board on May 22, 1985, pursuant to Section 11303 of Title 49 of the United States Code, and was assigned Recordation Number 14654-B.
3. The undersigned have entered into that certain Extension Agreement dated as of September 30, 2005 (the "Extension Agreement"), pursuant to which the original term of the Lease was extended to January 1, 2011.

[Signature pages follow.]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Extension Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

BNY CAPITAL RESOURCES CORPORATION

By: Clare Wright
Name: Clare Wright
Title: VP

BASF CORPORATION

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Extension Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

BNY CAPITAL RESOURCES CORPORATION

By: _____
Name:
Title:

BASF CORPORATION

By: *[Signature]*
Name: *Peter E. Belitt*
Title: *Director, Logistics Solutions Americas*

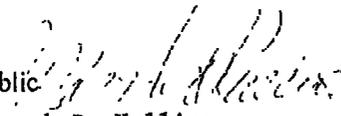


STATE OF Colorado

COUNTY OF Arapahoe, ss:

On this 16th day of July, 2008, before me personally appeared Clair Wright to me personally known, who being by me duly sworn, says [s]he is the v. president of BNY CAPITAL RESOURCES CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Notary Public 

Deborah D. Kulling

My Commission Expires: 5-1-09

STATE OF New Jersey

COUNTY OF Union, ss:

On this 11 day of July, 2008, before me personally appeared Peter B. Hoff to me personally known, who being by me duly sworn, says [s]he is the Director of BASF CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Notary Public [Signature]

My Commission Expires:

CLAIRE PERO
NOTARY PUBLIC
My Commission Expires Feb. 6, 2012

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/15/08



Robert W. Alvord