

RECORDATION NO. 21907-M

AUG 04 '11 -2 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

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

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

August 4, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Schedule No. 7, dated as of August 2, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Schedule 7 to the Master Rail Equipment Lease Agreement previously filed with the Board under Recordation Number 21907-L.

The name and address of the party to the enclosed document are.

Lessor. RBS Asset Finance, Inc. (successor-by-merger
to Citizens Leasing Corporation and assignee
of SunTrust Leasing Corporation)
480 Jefferson Blvd
Warwick, RI 02886

[Lessee BASF Catalysts, LLC (f/k/a Engelhard
Corporation)
101 Wood Avenue
Iselin, NJ 08830]

Section Chief
August 4, 2010
Page 2

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

65 tank railcars TERMINATED within the series ENGX 15233 - ENGX
15414 as more particularly set forth in the attachment to the document.

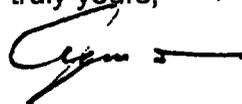
A short summary of the document to appear in the index is:

Termination of Schedule No. 7.

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,



Robert W Alvord

RWA/sem
Enclosures

AUG 04 '11 -2 00 PM

TERMINATION OF SCHEDULE NO. 7

SURFACE TRANSPORTATION BOARD

This Termination of Schedule No. 7 (this "Termination") is dated as of the 2nd day of August, 2011 by RBS Asset Finance, Inc., a New York corporation (successor-by-merger to Citizens Leasing Corporation), having an address of 480 Jefferson Boulevard, RJE-150, Warwick, RI 02886.

Witnesseth That.

WHEREAS, BNY Capital Resources Corporation, a New York corporation ("BNY") and BASF Catalysts, LLC (f/k/a Engelhard Corporation), a Delaware limited liability company ("Lessee") are parties to that certain Master Rail Equipment Lease Agreement (Equipment Lease No. 2819001) dated as of September 17, 1998 (as amended, the "Master Lease"), which Master Lease is evidenced by a Memorandum of Lease Agreement recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on December 29, 1998, at 1:45P.M., and assigned Recordation Number 21907;

WHEREAS, pursuant to the Master Lease, BNY and the Lessee entered into that certain Schedule No 7 dated as of November 1, 2000 (together with any and all riders, addenda and exhibits attached thereto, and as amended, the "Schedule"), which Schedule incorporates by reference the terms and provisions of the Master Lease, but otherwise constitutes a separate agreement of lease (such Schedule as so incorporating by reference the terms and provisions of the Master Lease is referred to herein as, the "Lease"), and was recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on November 1, 2000, at 2:57 P.M., and assigned Recordation Number 21907-F;

WHEREAS, pursuant to certain assignment agreements between BNY and SunTrust Leasing Corporation ("SunTrust"), BNY assigned to SunTrust all of the right, title and interest of BNY in and to the Lease and the Equipment (as hereinafter defined);

WHEREAS, pursuant to certain assignment agreements between SunTrust and RBS Asset Finance, Inc. (as successor-by-merger to Citizens Leasing Corporation) (the "Lessor"), SunTrust assigned to Lessor all of the right, title and interest of SunTrust in and to the Lease and the Equipment, and which assignment is evidenced by that certain Memorandum of Assignment of Lease dated as of September 26, 2003 and recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on September 29, 2003, at 9:20 A.M., and assigned Recordation Number 21907-I;

WHEREAS, pursuant to the Lease, the Lessor leased certain items of railroad equipment to the Lessee, and which items of railroad equipment are more particularly described in the Lease;

WHEREAS, the Lessor filed that certain Partial Release dated as of July 20, 2011 (the "Partial Release") releasing certain items of railroad equipment from the Lease (as more particularly described in the Partial Release), and which Partial Release was recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on July 20, 2011, at 2:45 P.M., and assigned Recordation Number 21907-L;

WHEREAS, after giving effect to the Partial Release, the railroad equipment bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto and made a part hereof (the "Equipment") remain subject to the Lease; and

WHEREAS, the term of the Lease has expired and the Lessor, as owner of the Equipment, desires to file this Termination to evidence the foregoing

NOW THEREFORE, the Lessor hereby executes this Termination in order to acknowledge and confirm that, as of the date of this Termination, the Lessor has terminated the Lease (excluding those liabilities, indemnities and obligations of the Lessee which expressly survive the termination of such Lease).

Notwithstanding anything contained in this Termination to the contrary, this Termination shall have no effect with respect to, and shall not otherwise cancel or terminate, the Master Lease or any other schedule entered into pursuant to the Master Lease.

RBS Asset Finance, Inc.,
a New York corporation
(successor-by-merger to Citizens Leasing Corporation)

By: Joseph m Calise
Name: Joseph m Calise
Title: vice president

STATE OF RHODE ISLAND
COUNTY OF KENT

In Kent, on the 24th day of Aug, 2011, before me personally appeared Joseph m Calise, a VP of RBS Asset Finance, Inc., to me known and known by me to be the person executing the foregoing instrument on behalf of said corporation, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed and the free act and deed of said corporation.

[Signature]
Notary Public
My commission expires 12/5/13
[Notarial Seal]

**Schedule A to Termination
of Schedule No. 7**

Schedule A

Description of Equipment

[attached hereto]

EXHIBIT A

Description of Equipment:

ACF 100 TRB, AAR 211A100W1, 15,800 gallon, non-coiled insulated tank cars,
Lettered ENGX, Including lining, paint, and freight

<u>Car Number</u>	<u>Car Number</u>
15233	15383
15295	15384
15310	15385
15311	15386
15335	15387
15338	15388
15339	15389
15340	15390
15343	15391
15345	15392
15346	15393
15347	15394
15350	15395
15353	15396
15355	15397
15356	15398
15357	15399
15358	15400
15359	15401
15360	15402
15362	15403
15363	15404
15366	15405
15367	15406
15370	15407
15374	15408
15375	15409
15377	15410
15378	15411
15379	15412
15380	15413
15381	15414
15382	

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: 8/14/11



Robert W. Alvord