

RECORDATION NO 21907-O FILED
July 19, 2012 12:30 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 19, 2012

Chief of the 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 Memorandum of Assignment of Lessee's Interest in Lease, dated as of June 14, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is relates to the documents previously filed with the Board under Recordation Number 21907.

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

Assignor: BASF Catalysts LLC (f/k/a Engelhard Corporation)
101 Wood Avenue
Iselin, NJ 08830

Assignee: BASF Corporation
100 Park Ave.
Florham Park, NJ 07932

Lessor: BNY Capital Resources Corporation
Suite 240, 8400 East Prentice Avenue, Greenwood
Village, Colorado 8011

Chief of the Section of Administration
July 19, 2012
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A description of the railroad equipment covered by the enclosed document is:

320 tank cars within the series ENGX 15000 - ENGX 15324 as more particularly set forth in the attachment to the document.

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

Memorandum of Assignment of Lessee's Interest in Lease.

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,



Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF ASSIGNMENT OF LESSEE'S INTEREST IN LEASE

Memorandum of Assignment of Lessee's Interest in Lease (this "Memorandum"), made and entered into as of June 14, 2012, by and among BASF Catalysts LLC, a Delaware limited liability company, (the "BASF Catalysts LLC"), BNY Capital Resources Corporation, a New York corporation ("BNY") and BASF Corporation (the "BASF").

WITNESSETH

1. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Master Rail Equipment Lease No. 2819001 dated as of September 17, 1998, (the "Lease").
2. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 1 to the Lease, dated December 29, 1998 ("Schedule 1").
3. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 2 to the Lease, dated May 28, 1999 ("Schedule 2").
4. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 3 to the Lease, dated August 1, 2000 ("Schedule 3").
5. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 4 to the Lease, dated September 1, 2000 ("Schedule 4").
6. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 5 to the Lease, dated October 5, 2000 ("Schedule 5").
7. A copy of the Lease and Schedule 1 were filed and recorded with the Surface Transportation Board on December 29, 1998, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907.
8. A copy of Schedule 2 was filed and recorded with the Surface Transportation Board on May 28, 1999, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-A.
9. A copy of Schedule 3 was filed and recorded with the Surface Transportation Board on August 1, 2000, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-B.
10. A copy of Schedule 4 was filed and recorded with the Surface Transportation Board on September 1, 2000, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-C.

11. A copy of Schedule 5 was filed and recorded with the Surface Transportation Board on October 5, 2000, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-D.

12. BNY and BASF Catalysts LLC are parties to that certain Amended and Restated Extension and Amendment Agreement dated as of December 31, 2008 pursuant to which Schedule 1, Schedule 2, Schedule 3, Schedule 4 and Schedule 5 have been consolidated into one schedule to supersede all previous Schedules ("Schedule A") and the Term of the Lease for each Railcar is extended to December 31, 2014.

13. A copy of the Memorandum of Extension was filed the Surface Transportation Board on March 3, 2009, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-K.

14. The undersigned have entered into that certain Assignment and Assumption Agreement dated as of June 14, 2012 pursuant to which BASF Catalysts LLC assigned its interest in the lease as lessee to BASF and BNY consented to such assignment.

[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.

Attest:

BNY CAPITAL RESOURCES CORPORATION

By:

JFBV
Name: Joseph F Bukofski
Title: Vice President

By:

Schuyler Kellogg
Name: SCHUYLER KELLOGG
Title: MANAGING DIRECTOR

Attest:

BASF CATALYSTS LLC

By:

Name:
Title:

By:

Name:
Title:

Attest:

BASF CORPORATION

By:

Name:
Title:

By:

Name:
Title:

STATE OF Colorado

COUNTY OF Adams, ss:

On this 25th day of June, 2012, before me personally appeared Sheryl L. King to me personally known, who being by me duly sworn, says [s]he is the Marketing Director of BASF CORPORATION, that said instrument was signed on behalf of said limited liability company 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 limited liability company.

[NOTARIAL SEAL]

Notary Public Alborah A. Kulling

My Commission Expires: 5-1-13

STATE OF New Jersey

COUNTY OF Essex, ss:

On this 18th day of July, 2012, before me personally appeared Keith H. Anabala to me personally known, who being by me duly sworn, says [s]he is the Prod. Secy of BASF CATALYSTS LLC, that said instrument was signed on behalf of said limited liability company 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 limited liability company.

Mary Erin Brennan
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

MARY ERIN BRENNAN
A Notary Public of New Jersey
My Commission Expires April 15, 2013

STATE OF New Jersey

COUNTY OF Sussex, ss:

On this 16 day of July, 2012, before me personally appeared Michael Pecca to me personally known, who being by me duly sworn, says [s]he is the Prnc. Sup. Mgr of BASF CORPORATION, that said instrument was signed on behalf of said limited liability company 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 limited liability company.

[NOTARIAL SEAL]

Notary Public

Claire Pero

My Commission Expires:

CLAIRE PERO
NOTARY PUBLIC
My Commission Expires Feb. 5, 2017

SCHEDULE I

All Cars listed on Schedule I have the Reporting Mark "ENGX".

Sixty – Five (65) ACF Industries 100 ton Roller Bearing 15,800 GAL NC/I Tank Cars, including lining, painting, repair and inspection

15100
15101
15102
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15105
15106
15107
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15111
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Ninety-nine (99) Trinity Industries 15,976 Gallon 99 ID, Non-Coiled, Insulated Railroad
Tank Cars Model 15-160-5 including: freight, painting, lining, repair and inspection

15000
15001
15002
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Fifty (50) Union Tank Car 110 ton 15,640 Gallon Tank Cars including lining, paint, inspection
and freight

15165
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Thirty (30) ACF 100 TRB, AAR 211A100W1, 15,800 gallon, non-coiled, insulated tank cars,
including lining, paint, inspection and freight

15215
15216
15217
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15220
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Forty-nine (49) ACF 100TRB, AAR 211A100W1, 15,800 gallon, non-coiled, insulated tank cars, including lining, paint, inspection and freight

15225
15227
15231
15232
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15314

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

15267	15324
15274	
15277	
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CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 7/19/12

Edward M Luria
Edward M. Luria