

RECORDATION NO.

14425-K  
FILED

FEB 09 '12 -1 30 PM

SURFACE TRANSPORTATION BOARD

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

February 9, 2012

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 Memorandum of Extension Agreement, dated as of January 1, 2012, 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 14425-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, Colorado 80111
Lessee:	BASF Corporation (as successor-interest to Badische Corporation) 100 Cherry Hill Road Parsippany, NJ 07054

Chief, Section of Administration  
February 9, 2012  
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A description of the railroad equipment covered by the enclosed document  
is:

15 railcars: DBCX 334 - DBCX 335 and DBCX 337 - DBCX 349, plus 19  
railcars ADDED: DBCX 350 - DBCX 356 and DBCX 358 - DBCX 369.

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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF EXTENSION AGREEMENT**

Memorandum of Extension Agreement (this "Memorandum"), made and entered into as of January 1, 2012, 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 August 20, 1984 (the "Lease") relating to certain railcars bearing reporting marks as listed on Annex 1 attached hereto.
2. A copy of the Lease was filed and recorded with the Surface Transportation Board on September 14, 1984, pursuant to Section 11303 of Title 49 of the United States Code, and was assigned Recordation Number 14425-B.
3. The undersigned have entered into that certain Extension Agreement dated as of September 30, 2004 (the "Extension Agreement No. 1"), pursuant to which the original term of the Lease was extended to October 1, 2009.
4. The undersigned have entered into that certain Extension Agreement No. 2 dated as of October 1, 2009 (the "Extension Agreement No. 2" and, together with Extension Agreement No. 1 and the Lease, the "Extended Lease"), pursuant to which the term of the Extended Lease was further extended to December 31, 2011.
5. The undersigned have entered into that certain Extension Agreement No. 3 dated as of January 1, 2012 (the "Extension Agreement No. 3"), pursuant to which (i) the term of the Extended Lease was further extended to December 31, 2016 and (ii) the railcars identified on Annex 3 attached hereto shall be the railcars subject to the Extended Lease from and after the date hereof.

[Signature pages follow.]

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SURFACE TRANSPORTATION BOARD

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: Clair Wright  
Name: Clair 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: David Eggemann  
Name: DAVID EGGEMANN  
Title: Fleet Asset Mgr  
1-26-12

STATE OF Colorado

COUNTY OF Arapahoe, ss:

On this 6<sup>th</sup> day of Feb., 2012, before me personally appeared Chit Wright to me personally known, who being by me duly sworn, says [s]he is the J.P. 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 Alannah Kuning

My Commission Expires: 5-1-13

STATE OF New Jersey

COUNTY OF MORRIS , ss:

On this 26<sup>th</sup> day of JANUARY, 2012, before me personally appeared DAVID Eggerman to me personally known, who being by me duly sworn, says [s]he is the Fleet Asset Mgt. 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 Barbara Pierson

My Commission Expires: 5/2/2015

**BARBARA PIERSON  
A NOTARY OF NEW JERSEY  
MY COMMISSION EXPIRES MAY 2, 2015**

**ANNEX 1 – THE INITIAL CARS**

**Fifteen (15) Hopper Cars:**

**Car Numbers:            DBCX 334 – 335**  
**DBCX 337 – 349**

**ANNEX 2 – THE ADDITIONAL CARS**

**19 Hopper Cars:**

**Car Numbers:            DBCX 350-356**  
**DBCX 358-369**

**ANNEX 3 – THE TOTAL UNITS**

Thirty-four (34) Hopper Cars:

Car Numbers:            DBCX 334 – 335

                                  DBCX 337 – 356

                                  DBCX 358-369

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 2/9/12

Edward M Luria  
Edward M. Luria