

RECORDATION NO 13369-F FILED
August 05, 2013 03:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 2, 2013

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 Notice of Termination of Security, dated as of July 31, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 13369.

The name and address of the party to the enclosed document is:

Agent: Bank of America, N.A. (successor to LaSalle
National Bank)
231 South LaSalle Street
Chicago IL 60697

[Holder: BASF Corporation (successor in interest to
BASF Capital Corporation)
3000 Continental Drive
Mount Olive, NJ 07828]

Section Chief
August 2, 2013
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A description of the railroad equipment covered by the enclosed document is:

46 tank cars TERMINATED: DBCX 248 – DCBX 279 and DCBX 411 – DCBX 424, inclusive.

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

Termination of Security.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

NOTICE OF TERMINATION OF SECURITY (Agent)
(BASF Tank Cars)

This NOTICE OF TERMINATION OF SECURITY (Agent) is made this 3rd day of July, 2013 by BANK OF AMERICA, N.A. ("Agent"), successor to LaSalle National Bank, and BASF CORPORATION (the "Holder"), successor in interest to BASF Capital Corporation.

Exchange National Bank of Chicago, not in its individual capacity but solely as Trustee under that certain Trust Agreement dated as of November 15, 1981 (as amended, the "Trust Agreement") with General Electric Credit Corporation, issued indebtedness under (a) that certain Conditional Sale Agreement dated as of November 15, 1981 (as amended, restated, supplemented and otherwise modified, the "CSA") among Exchange National Bank of Chicago, not in its individual capacity but solely as Trustee under the Trust Agreement ("Trustee"), ACF Industries, Incorporated, General American Transportation Corporation and Union Tank Car Company and (b) that certain Participation Agreement among Badische Corporation ("Lessee"), LaSalle National Bank, as agent, General Electric Credit Corporation, Trustee and Morgan Guaranty Trust Company of New York, which was amended and restated by that certain Amended and Restated Participation Agreement and Amendment dated as of July 1, 1984 (the "Restated Participation Agreement") among Lessee, LaSalle National Bank as agent, General Electric Credit Corporation, Trustee, Morgan Guaranty Trust Company of New York and Barclays Bank International Limited. As security for such indebtedness, Agent received an assignment (x) of rights under the CSA pursuant to that certain Agreement and Assignment dated as of November 15, 1981 (the "CSA Assignment") among ACF Industries, Incorporated, General American Transportation Corporation, Union Tank Car Company and LaSalle National Bank as agent and (y) of rights under the Lease of Railroad Equipment dated as of November 15, 1981 (as amended, restated, supplemented or otherwise modified, the "Lease") between Lessee and Trustee pursuant to that certain Assignment of Lease and Agreement dated as of November 15, 1981 (the "Lease Assignment") between Trustee and LaSalle National Bank as agent. As described in that certain Assignment of Instruments dated September 24, 1996 between Barclays Bank PLC and BASF Capital Corporation (the "Assignment of Instruments"), BASF Capital Corporation became the holder of the indebtedness issued by the Trustee and secured as described above.

The CSA was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on December 18, 1981 at 1:40 p.m. under recordation number 13369. The CSA Assignment was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on December 18, 1981 at 1:40 p.m. under recordation number 13369-A. The Lease was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on December 18, 1981 at 1:40 p.m. under recordation number 13369-B, and the Lease Assignment was filed and recorded with the Interstate Commerce Commissions pursuant to the provisions of 49 U.S.C. Section 11303 on December 18, 1981 at 1:40 p.m. under recordation number 13369-C. The Restated Participation Agreement was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on July 9, 1984 at 12:00 p.m. under recordation number 13369-D. The Assignment of Instruments was filed and recorded with

the Interstate Commerce Commission on September 27, 1996 at 9:25 a.m. under recordation number 13369-E.

Agent, as successor in interest to LaSalle National Bank as agent, and Holder hereby give notice that the indebtedness governed by the CSA and the Restated Participation Agreement has been satisfied and the Agent's rights under the CSA Assignment, the Lease Assignment, the Restated Participation Agreement and other agreements executed or delivered in connection therewith have been terminated, subject to any rights or obligations of the parties thereto which expressly survive any such agreement.

[signature page follows]

IN WITNESS WHEREOF, Agent and Holder have caused this Notice of Termination of Security (Agent) to be duly executed by its duly authorized officer as of the date and year specified below.

BANK OF AMERICA, N.A., as successor
to LaSalle National Bank as agent

By: 

Name: Wayne M. Evans

Title: Vice President

Executed this 31 day of July, 2013

BASF CORPORATION

By: _____

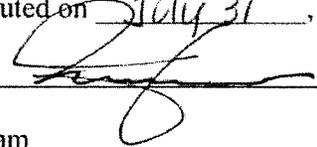
Name: _____

Title: _____

Executed this ___ day of _____, 2013

ACKNOWLEDGEMENTS:

I, Wayne M. Evans, certify that I am Vice President of Bank of America, N.A., that the instrument was signed and sealed on behalf of the company as authorized in its constituting documents, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare under penalty of perjury that the foregoing is true and correct. Executed on July 31, 2013.



I, _____, certify that I am _____ of BASF Corporation, that the instrument was signed and sealed on behalf of the company as authorized in its constituting documents, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare under penalty of perjury that the foregoing is true and correct. Executed on _____, 2013.

IN WITNESS WHEREOF, Agent and Holder have caused this Notice of Termination of Security (Agent) to be duly executed by its duly authorized officer as of the date and year specified below.

BANK OF AMERICA, N.A., as successor
to LaSalle National Bank as agent

By: _____

Name: _____

Title: _____

Executed this ___ day of _____, 2013

BASF CORPORATION

By: Charles D Miller

Name: Charles D Miller

Title: Assistant Treasurer

Executed this 22 day of July, 2013

ACKNOWLEDGEMENTS:

I, _____, certify that I am _____ of Bank of America, N.A., that the instrument was signed and sealed on behalf of the company as authorized in its constituting documents, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare under penalty of perjury that the foregoing is true and correct. Executed on _____, 2013.

I, Annette DiPasolo, certify that I am Notary Public of BASF Corporation, that the instrument was signed and sealed on behalf of the company as authorized in its constituting documents, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare under penalty of perjury that the foregoing is true and correct. Executed on July 22, 2013.

Annette DiPasolo

Annette DiPasolo
Notary Public
New Jersey
My Commission Expires 3-3-16

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: 8/2/2013

Edward M Luria
Edward M. Luria