

DEPT. OF LABOR
DISCLOSED

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CERTIFIED - RETURN RECEIPT REQUESTED

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U.S. DEPARTMENT OF LABOR
ELECTRONIC DELIVERY

12 May, 2000

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, DC 20210

RE: **BASF CORPORATION SAVINGS PLAN MATCH RESTORATION PLAN**

Dear Sir or Madam:

BASF Corporation is submitting this letter for the purpose of satisfying the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), with respect to the BASF Corporation Savings Plan Match Restoration Plan (the "Plan"). The Plan is an unfunded arrangement for the benefit of a select group of management or highly compensated employees for which the alternative method of compliance described in Section 2520.104-23 of the Department of Labor Regulations has been elected. The Plan was adopted January 24, 2000. The information required to be provided in this filing is as follows:

1. The name and address of the sponsoring employer is:
BASF Corporation
3000 Continental Drive - North
Mount Olive, New Jersey 07828-1234
2. Sponsoring Employer's employer identification number: 16-1090809
3. Declaration: The Plan is maintained by BASF Corporation primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The benefits under the Plan are paid solely as needed from the general assets of the Employer.
4. Number of Plans: BASF Corporation maintains 4 "top hat" plans - the Plan, the BASF Corporation Key Executive Deferred Compensation Plan, the Excess Retirement Plan of BASF Corporation and the Supplemental Executive Retirement Plan of BASF Corporation.

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5. Number of employees participating in the Plans: There are 109 employees participating in the Plan, approximately 30 employees in the BASF Corporation Key Executive Deferred Compensation Plan, approximately 210 employees participating in the Excess Retirement Plan of BASF Corporation and approximately 1 employee participating in the Supplemental Executive Retirement Plan of BASF Corporation.

If you have any questions with regard to this filing, please contact the undersigned at (973) 426-5923.

Sincerely,



Julie Anne Carlson
Regulatory Compliance, Benefits

cc: J. M. Johnson
R. Martelli
P. Pascarosa
D. Ryer
R.J. Thomas

BASF Corporation
3000 Continental Drive - North, Mount Olive, New Jersey 07828-1234

BASF

CERTIFIED

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MAIL

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