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RECORDATION NO. 25006 FILED

MAY 31 '05 2-26 PM

SURFACE TRANSPORTATION BOARD

May 31, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of May 26, 2005. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

FMC Corporation
1735 Market Street
Philadelphia, PA 19103

A description of the equipment covered by the Memorandum of Lease Agreement consists of 15 tank cars numbered FMLX 200044-200058, inclusive.

Honorable Vernon A. Williams
May 31, 2005
Page 2

A fee of \$ 33.00 is enclosed. Please return one copy to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and FMC Corporation, 1735 Market Street, Philadelphia, PA 19103, covering 15 tank cars numbered FMLX 200044-200058, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 25606 FILED

MAY 31 '05 2-26 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of May 26, 2005

between

FMC CORPORATION,
as Lessee,

and

LASALLE NATIONAL LEASING CORPORATION,
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301**

on _____, _____ at ____:____.m.

MAY 31 '05

2-26 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 26th 2005, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor") and FMC CORPORATION ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of May 26, 2005, and Schedule No. ___ thereto and incorporating the terms thereof, dated as of May 26, 2005 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

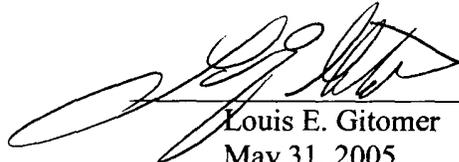
DESCRIPTION OF RAILCARS AND REPORTING MARKS

(15) Trinity Industries Railroad Tankcars with the following reporting numbers:

FMLX 200044
FMLX 200045
FMLX 200046
FMLX 200047
FMLX 200048
FMLX 200049
FMLX 200050
FMLX 200051
FMLX 200052
FMLX 200053
FMLX 200054
FMLX 200055
FMLX 200056
FMLX 200057
FMLX 200058

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of May 26, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
May 31, 2005