

RECORDATION NO. 26277-E FILED

APR 14 '06 3-33 PM

SURFACE TRANSPORTATION BOARD

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

April 14, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of April 14, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement previously filed with the Board under Recordation Number 26277.

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

Lessor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

[Lessee: W.R. Grace & Co.-Conn.
P.O. Box 211
Baltimore, Maryland 21203]

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A description of the railroad equipment covered by the enclosed document
is:

25 covered hopper railcars: TILX 5919 - TILX 5943

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$33.00 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,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on April 14, 2006 by Trinity North American Freight Car, Inc., a Delaware corporation (the "Lessor") as assignee under that certain Assignment and Assumption Agreement dated as of March 31, 2006, between Trinity Industries Leasing Company, a Delaware corporation ("TILC") as assignor and Lessor, as assignee.

WITNESSETH:

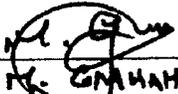
TILC and W. R. Grace & Co. - Conn., a Delaware corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of December 20, 2005, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, dated as of December 20, 2005, whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By:  _____
Name: **M. GRAHAM**
Title: **PRESIDENT**

Executed on this 14 day of April, 2006

EXHIBIT A

Equipment:	Pressure discharge covered hopper railroad freight cars with approximately 5,660 cubic feet capacity.
Quantity:	Twenty-five (25) units
Road Numbers Prefix TILX	See Attachment 1

Attachment 1

5919 through and including 5943

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

4/14/06



Robert W. Alvord