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**MEMORANDUM OF LEASE**

62002216  
6-5198-027

Chicago Title Insurance Company

THIS MEMORANDUM OF LEASE, made this 16 day of November, 2001, by and between E. I. DU PONT DE NEMOURS AND COMPANY, a Delaware corporation ("DUPONT") and W. R. GRACE & CO.-CONN., ("TENANT").

DUPONT and TENANT hereby state and confirm, as matter of public record, the following:

1. DUPONT and TENANT have entered into a Ground Lease dated as of June 28, 2000 ("LEASE"), relating to the LEASE from DUPONT to TENANT of a tract of land comprising approximately \_\_\_\_\_ acres, more or less, located in Lake County, Indiana, as such tract is more fully shown and described in that survey entitled "Plat of Survey, Leased Premises, Part of Sections 33, Township 37 North Range 9 West, W. R. Grace & Co. - Connecticut, East Chicago, Lake County, Indiana", prepared by Plumb Tuckett & Associates, dated November 16, 2000, attached hereto as Exhibit "A" and made a part hereof.

2. The term of the LEASE is Forty (40) years, commencing on the date hereof unless sooner terminated as set forth in the LEASE, together with the successive rights to extend the term for two (2) terms of Twenty (20) years each and one term of Nineteen (19) years.

3. This Memorandum is intended for recording purposes only and does not modify, supersede, diminish, add to or change all or any of the terms of the LEASE in any respect.

IN WITNESS WHEREOF, DUPONT and TENANT have executed and acknowledge this Memorandum of Lease, effective as of the day and year first above written.

ATTEST:

Mark Shulmif

W. R. GRACE & CO.-CONN.

By: [Signature]

**FILED**

ATTEST:

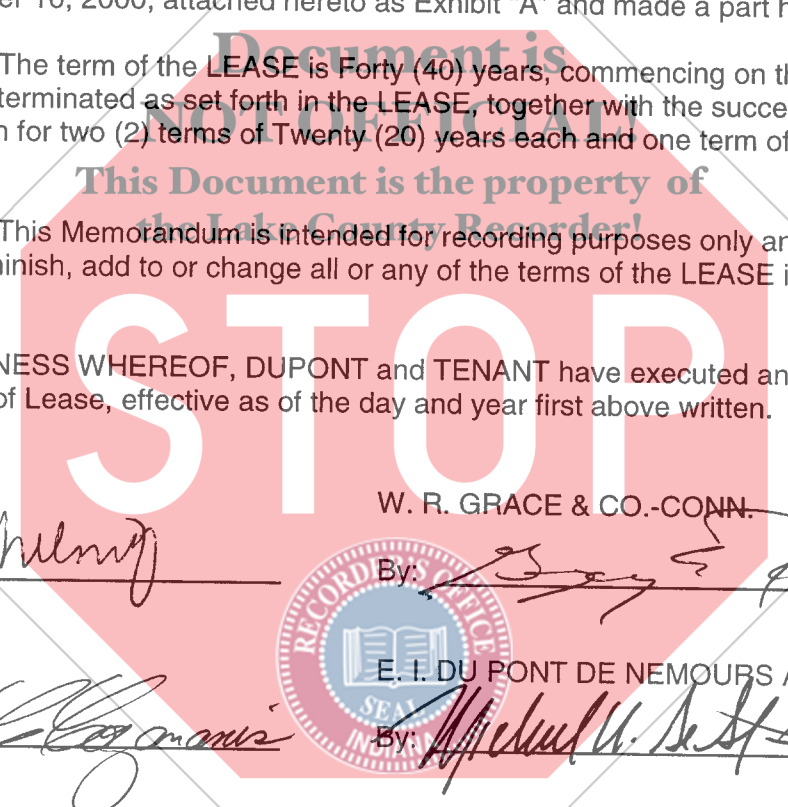
[Signature]

E. I. DU PONT DE NEMOURS AND COMPANY **MAY 9 2002**

By: [Signature]

**PETER BENJAMIN  
LAKE COUNTY AUDITOR**

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STATE OF DELAWARE )  
 )SS:  
COUNTY OF NEW CASTLE )

Before me, a Notary Public in and for said County and State, personally appeared MICHAEL U. DE STEFANO, in his capacity as PROPERTY MANAGER of E. I. DU PONT DE NEMOURS AND COMPANY, who, after having been duly sworn, acknowledged the execution of the foregoing MEMORANDUM OF LEASE as his voluntary act and deed as such PROPERTY MANAGER of E. I. DU PONT DE NEMOURS AND COMPANY.

WITNESS my hand and Notarial Seal this 10th day of November, 2001.

Charlotte H Dougherty  
NOTARY PUBLIC  
My Commission Expires: Charlotte H Dougherty

CHARLOTTE H. DOUGHERTY  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires Feb. 28, 2003

STATE OF Maryland )  
 )SS:  
COUNTY OF Howard )

Before me, a Notary Public in and for said County and State, personally appeared Gregory E. Poling, in his capacity as Vice President of W. R. GRACE & CO.-CONN., who, after having been duly sworn, acknowledged the execution of the foregoing MEMORANDUM OF LEASE as his voluntary act and deed as such Vice President of W. R. GRACE & CO.-CONN.

WITNESS my hand and Notarial Seal this 10th day of December, 2001.

Diane Z. Armstrong  
NOTARY PUBLIC  
My Commission Expires: September 14, 2004

DIANE Z. ARMSTRONG  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires September 14, 2004