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October 4, 1995

VIA OVERNIGHT COURIER

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenues  
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are three original executed copies and one photostatic copy of a Memorandum of Lease Agreement, dated as of April 10, 1995, a primary document as defined in the Commissioner's Rules for the Recordation of Documents. The Memorandum of Lease is with respect to that certain Railcar Full-Service Leasing Agreement ( the "Lease"), dated as of March 15, 1995, Rider 1 thereto ("Rider 1"), dated as of March 15, 1995, and Amendment No. 1 to Rider 1 ("Amendment 1"), dated as of April 10, 1995, between Citicorp Railmark, Inc., as Lessor, and Wedron Silica Company, as Lessee.

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

Lessor: Citicorp Railmark, Inc.  
450 Mamaroneck Avenue  
Harrison, New York 10528

Lessee: Wedron Silica Company  
South Olive Street  
Wedron, Illinois 60557

LICENSING BRANCH  
OCT 5 10 25 AM '95

Mr. Vernon A. Williams  
October 4, 1995  
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A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped original copies, the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Lease Agreement, dated as of April 10, 1995, between Citicorp Railmark, Inc., as Lessor, and Wedron Silica Company, as Lessee, with respect to that certain Railcar Full-Service Leasing Agreement, dated as of March 15, 1995, Rider 1 thereto, dated as of March 15, 1995, and Amendment 1 thereto, dated as of April 10, 1995, covering 18 covered hopper cars.

Very truly yours, ~

  
Susan F. Lifvendahl

SFL  
w/encl.

cc: Robert W. Kleinman  
Susan G. Lichtenfeld

MEMORANDUM OF LEASE AGREEMENT 1995

This Memorandum of Lease Agreement is made and entered into as of April 10, 1995, by and between Citicorp Railmark, Inc., (hereinafter referred to as "Lessor") and Wedron Silica Company (hereinafter referred to as "Lessee"), respecting that certain Railcar Full-Service Leasing Agreement dated as of March 15, 1995 (the "Lease"), Rider 1 thereto dated as of March 15, 1995 (the "Rider") and Amendment No. 1 to Rider 1 dated as of April 10, 1995 (the "Amendment") between Lessor and Lessee. The Rider as amended by the Amendment is hereinafter referred to as "Rider 1".

Pursuant to the provisions of the Lease and Rider 1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor the covered hopper cars described on Schedule A hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Schedule A hereto.

2. The term of the Lease for any Railcar under Rider 1 shall commence on March 15, 1995 and shall terminate on the later of (i) the date which is five years from the last day of the calendar month in which the final Railcar leased under the Lease and Rider 1 is delivered to and accepted by Lessee under the Lease and Rider 1 and (ii) compliance by Lessee with all of the terms of the Lease with respect to any Railcar, provided that the Lease may be sooner terminated or extended as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease and Rider 1, the provisions of the Lease and Rider 1, as the case may be, shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written and each of the undersigned signatories declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true

and correct document and was executed and delivered as of the date first above written.

CITICORP RAILMARK, INC.

By: Bradford Holley  
Name: BRADFORD HOLLEY  
Title: VICE PRESIDENT

WEDRON SILICA COMPANY

By: Thomas K. Mitropoulos  
Name: Thomas K. Mitropoulos  
Title: V. P. Transportation

STATE OF NEW YORK )  
 )  
COUNTY OF WESTCHESTER )

On this 4 day of MAY, 1995, before me personally appeared BRADFORD HOLLEY, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of CITICORP RAILMARK, INC., that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

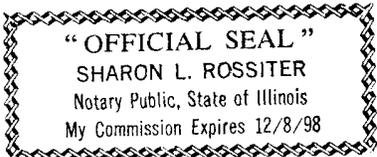
[Notary Seal]

My Commission Expires

**ROBERT R. GOLDBERG**  
Notary Public, State of New York  
No. 4690571  
Qualified in Westchester County  
Commission Expires November 30, 1995

STATE OF ILLINOIS )  
 )  
COUNTY OF LA SALLE )

On this 28 day of April, 1995, before me personally appeared Thomas Mitropoulos, to me personally known who, being by me duly sworn, says that he is U.P. Transportation of WEDRON SILICA COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notary Seal]

  
\_\_\_\_\_  
Notary Public

My Commission Expires

SCHEDULE A

18 COVERED HOPPER CARS

CREX 960  
CREX 961  
CREX 962  
CREX 963  
CREX 964  
CREX 965  
CREX 967  
CREX 969  
CREX 1100  
CREX 1101  
CREX 1102  
CREX 1103  
CREX 1104  
CREX 1105  
CREX 1106  
CREX 1107  
CREX 1108  
CREX 1109