

#15  
NEW NO.

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N W

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL  
URBAN A LESTER

CABLE ADDRESS  
ALVORD

TELEX  
440367 A AND A

TELEFAX  
(202) 393-2156

ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD\*  
CHARLES T KAPPLER  
JOHN H DOYLE\*  
RICHARD N BAGENSTOS  
JAMES C MARTIN, JR \*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

February 27, 1990

1678

RECORDATION NO  
FILED FEB  
FEB 28 1990 -12 15 PM  
INTERSTATE COMMERCE COMMISSION  
0-009A103

Ms. Noreta R. McGee  
Secretary  
INTERSTATE COMMERCE COMMISSION  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of a Memorandum of Lease Agreement dated November 1, 1989, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Lessor: Citicorp Railmark, Inc.  
601 Midland Avenue  
Rye, New York 10580

Lessee: U.S. Silica Company  
Route 525 North  
Berkeley Springs, West Virginia 25411

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

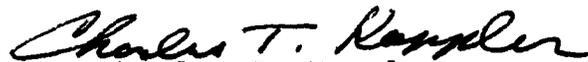
Counterparts  
C.T. Kappler

Ms. Noreta G. McGee  
February 27, 1990  
Page 2

A short summary of the enclosed primary document to appear in the Commission's Index is:

"Memorandum of Lease Agreement dated November 1, 1989 between Citicorp Railmark, Inc., Lessor, and U.S. Silica Company, Lessee, covering 33 covered hopper cars bearing CREX marks and numbers."

Very truly yours,

  
Charles T. Kappler

Enclosures  
CTK/bg

**SCHEDULE A**  
**MEMORANDUM OF LEASE AGREEMENT**  
**EQUIPMENT DESCRIPTION AND SCHEDULE OF RAILROAD CARS**  
**LEASED**  
**BY**  
**U.S. SILICA COMPANY FROM**  
**CITICORP RAILMARK, INC.**

Thirty-three (33) covered hopper cars built in the years listed below specifically numbered and described as follows:

Car Marks		Description
CREX 1100-1109	(10)	100-Ton, 2600 cu. ft. Covered Hoppers, built by Pullman Standard in 1965. Rebuilt in 1988.
CREX 960-965, 967, 969	( 8)	100-ton, 2600 cu. ft. Covered Hoppers, built by Pullman Standard in 1964. Reconditioned in 1984.
CREX 1300-1309	(10)	100-Ton, 3500 cu. ft. Covered Hoppers, built by Evans Products Co. in 1962. Reconditioned in 1988.
CREX 953-955	( 3)	100-Ton, 2931 cu. ft. Covered Hoppers, built by North American Car in 1973.
CREX 972, 974	( 2)	100-ton, 3000 cu. ft. PD Covered Hoppers built by Union Tank Car in 1970. Reconditioned in 1988.

# Interstate Commerce Commission

Washington, D.C. 20423

2/28/90

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord And Alvord  
200 World Center Building  
918 Sixteenth Street, N. W.  
Washington, D.C. 20006-2973

Dear sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/28/90 at 12:15PM, and assigned recordation number(s). 16781.

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

MEMORANDUM OF LEASE AGREEMENT  
DATED NOVEMBER 1, 1989

FEB 28 1990 -12 15 PM  
INTERSTATE COMMERCE COMMISSION

Memorandum of Lease Agreement for thirty-three (33) - 100 Ton Covered Hopper Cars ("Lease Agreement") made and entered into as of November 1, 1989 by and between U.S. Silica Company, a Delaware Corporation ("Lessee"), and Citicorp Railmark, Inc. a Delaware Corporation, ("Lessor").

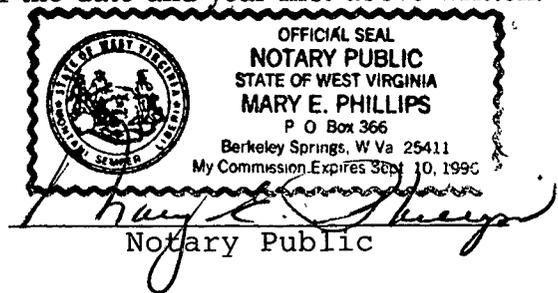
WITNESSETH

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-three (33) 100-Ton Covered Hopper Cars bearing the railroad reporting markings set forth on Schedule A.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

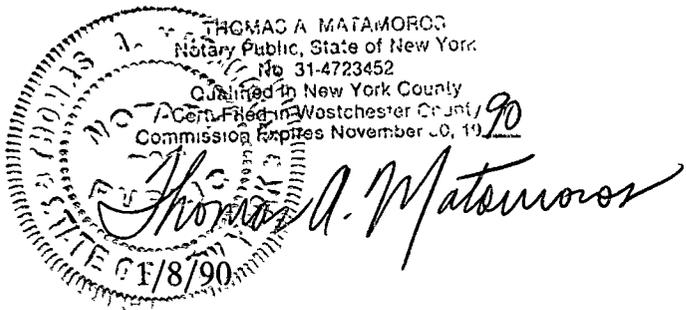
U.S. SILICA COMPANY

BY: Robert B. Coleman



CITICORP RAILMARK, INC.

BY: Robert E. Krause  
Robert E. Krause  
Executive Vice President



**SCHEDULE A**

**MEMORANDUM OF LEASE AGREEMENT  
EQUIPMENT DESCRIPTION AND SCHEDULE OF RAILROAD CARS  
LEASED  
BY  
U.S. SILICA COMPANY FROM  
CITICORP RAILMARK, INC.**

Thirty-three (33) covered hopper cars built in the years listed below specifically numbered and described as follows:

Car Marks		Description
CREX 1100-1109	(10)	100-Ton, 2600 cu. ft. Covered Hoppers, built by Pullman Standard in 1965. Rebuilt in 1988.
CREX 960-965, 967, 969	( 8)	100-ton, 2600 cu. ft. Covered Hoppers, built by Pullman Standard in 1964. Reconditioned in 1984.
CREX 1300-1309	(10)	100-Ton, 3500 cu. ft. Covered Hoppers, built by Evans Products Co. in 1962. Reconditioned in 1988.
CREX 953-955	( 3)	100-Ton, 2931 cu. ft. Covered Hoppers, built by North American Car in 1973.
CREX 972, 974	( 2)	100-ton, 3000 cu. ft. PD Covered Hoppers built by Union Tank Car in 1970. Reconditioned in 1988.

1/5/90