

ALVORD AND ALVORD

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

September 1, 2000

RECORDATION NO. 23084 FILED

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

SEP 1 '00 10-22 AM  
Ts  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease and Assignment of Lease, dated as of September 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

Please index this document under the names of the Assignor, Assignee and Lessee identified below.

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

Assignor: ITG, Inc.  
220 Jackson Street  
Suite 3000  
San Francisco, CA 94111

Assignee: Railcar, Ltd.  
1819 Peachtree Road NE  
Suite 425  
Atlanta, GA 30309-1847

[Lessee: Wedron Silica Company]

Mr. Vernon A. Williams  
September 1, 2000  
Page Two

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

24 covered hoppers ITGX 11500 - ITGX 11523

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

Memorandum of Lease between ITG, Inc., Lessor, and Wedron Silica Company, Lessee, and Assignment of Lease from ITG, Inc., Assignor, to Railcar, Ltd., Assignee, covering 24 covered hoppers ITGX 11500 - ITGX 11523.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

1. This instrument relates to the Railroad Car Lease Agreement, No. ITG-2384, dated March 20, 1997, between ITG, Inc. and Wedron Silica Company, and related Riders Nos. 1 and 2 dated March 20, 1997, 3 and 4 dated November 18, 1997, 5 and 6 dated June 30, 1998 (collectively, the "Lease Agreement"), pursuant to which ITG, Inc. ("ITG") has leased to Wedron Silica Company ("Lessee") twenty-four (24) covered hoppers bearing the marks and numbers in the attached "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease."

2. Pursuant to the Asset Purchase Agreement dated as of September 1, 2000, between ITG and Railcar, Ltd. ("LTD"), ITG has assigned to LTD all of ITG's rights, title, and interest in and to the Lease Agreement and the Cars. In connection with the assignment by ITG to LTD, Lessee executed a Notice & Acknowledgement of Assignment dated as of July 26, 2000, pursuant to which Lessee acknowledged such assignment and agreed to certain amendments to the Lease Agreement.

3. The addresses of the parties are as follows:

ITG, Inc. (Former Lessor / Assignor)  
220 Jackson Street, Suite 3000  
San Francisco, CA 94111

Railcar, Ltd. (New Lessor / Assignee)  
1819 Peachtree Road, N.E., Suite 425  
Atlanta, Georgia 30309-1847

Wedron Silica Company (Lessee)  
South Olive Street  
Wedron, IL 60557

RECORDATION NO. 23084 FILED  
SEP 1 '00 10-22 AM  
SURFACE TRANSPORTATION BOARD

4. The term of the Lease has already commenced and is scheduled to end on July 31, 2002 (riders 1 and 2) February 28, 2002 (riders 3 and 4) and October 31, 2002 (riders 5 and 6).

5. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement and the Notice & Acknowledgement of Assignment. The terms and provisions of the assignment are more particularly set forth in the Asset Purchase Agreement.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

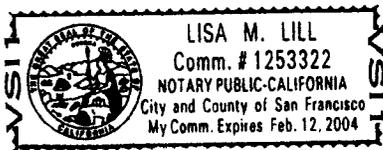
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 8-25, 2000.

ITG, INC.

By: \_\_\_\_\_  
Name: Alice V. Dill  
Title: Secretary

State of California }  
County of San Francisco } SS.

On August 25, 2000, before me personally appeared Alice V. Dill, to me personally known, who being by me duly sworn says that she is Secretary of ITG, Inc., and that she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of corporation.



Lisa M. Lill  
Notary Public Lisa M. Lill  
My commission expires: 02 12 04

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

RAILCAR, LTD.

By:

Name:

Title:

Paul H. Kennedy  
Paul H. Kennedy  
Vice President

State of Georgia

County of

Gwinnett

} SS.

On September 1, 2003, before me personally appeared Paul H. Kennedy, to me personally known, who being by me duly sworn says that he/she is Vice President of Railcar, Ltd., and that he/she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of corporation.

Alfred Smith

Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, Gwinnett County, Georgia  
My Commission Expires January 3, 2004

**DESCRIPTION OF RAILCARS**

Lessor: ITG, Inc.  
Lessee: Wedron Silica Company  
Lease #: Railroad Car Lease Agreement dated March 20, 1997 between ITG, Inc.,  
as Lessor and Wedron Silica Company, as Lessee and the related  
Riders No. One, Two, Three, Four, Five and Six (ITG-2384)  
Car Description: C Hopper  
Number of Cars: 24  
Car Mark: ITGX  
Car Numbers: 11500 - 11523