

RECORDATION NO. 21519 FILED

JUL 20 '98

11-09 AM



**BOMBARDIER  
CAPITAL**

**NorRail, Inc.**

308 12th Avenue South  
Buffalo, MN 55313 United States

Telephone 1(612) 557-0215

Fax 1(612) 682-2452

<http://www.capital.bombardier.com>

July 15, 1998

Ms. Janice Fort  
Surface Transportation Board  
1925 K. Street NW, Suite 700  
Washington, D.C. 20423

Dear Janice,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of September 17, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

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

Lessor: NorRail, Inc.  
308 - 12th Avenue South  
Buffalo, MN 55313  
Phone: 612-557-0215

Lessee: U. S. Silica Company  
Route 522, Box 187  
Berkeley Springs, WV 25411  
Phone: 304-258-8212

The enclosed Memorandum of Railcar Lease Agreement covers one hundred (100) 3250 Cu. Ft. Covered Hopper Railcars bearing reporting marks and numbers NRLX32606 through NRLX32705, inclusive. Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed documents to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-684-5305.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bradley C. Gunstad".

Bradley C. Gunstad  
Vice President & General Counsel  
Enclosures

REC'D JUN 24 1998

MEMORANDUM OF RAILCAR LEASE AGREEMENT MEMORANDUM No. 21519 FILED

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THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of June 30, 1998 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and U. S. Silica company, a \_\_\_\_\_ Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1775 dated June 24, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the one hundred (100) railcars bearing the reporting marks and numbers NRLX32606 - NRLX32705, inclusive, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NorRail, Inc.

LESSEE: U. S. Silica Company

By: [Signature]

By: Robert H. Warren

Its: V.P. SALES

Its: DIRECTOR LOGISTICS

By: [Signature]

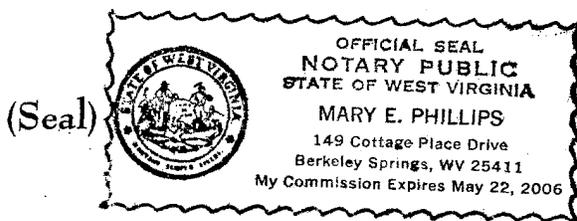
By: Dorinda L. Keelony

Its: V.P. & General Counsel

Its: Director - Transportation

STATE OF WEST VIRGINIA, COUNTY OF MORGAN TO WIT:

On this 22 day of June, 1998 before me personally appeared, R.H. MORROW and G.I. RYLONG, to me personally known, who being by me duly sworn, says that they are the Director - Logistics and Director - Transportation respectively of U. S. Silica Company, a Delaware Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

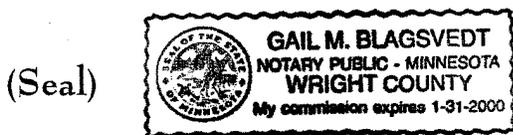


Mary E. Phillips  
Notary Public

My commission expires: May 22, 2006

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30 day of June, 1998 before me personally appeared Lee Stuble and Bradley C. Gustad, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and VP General Counsel, respectively of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Gail M. Blagsvedt  
Notary Public

My commission expires: 1-31-2000