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WASHINGTON, D.C. 20005-2001

JOHN A. STALFORT
410-385-3424

RECORDATION NO. 9674 FILED 1425

OCT 19 1995 10 22 AM

October 18, 1995

via FEDERAL EXPRESS

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mrs. Janice Fort

Re: Our File No.: 258-1545

Dear Mrs. Fort:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. §11303 are one original and one notarized copy of the following document:

Memorandum of Lease Agreement dated as of October 16, 1995 between The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) and Oglebay Norton Industrial Sands, Inc. (1100 Superior Avenue, 20th Floor, Cleveland, Ohio 44114-2598)

Also enclosed is a check in the amount of \$21.00 to cover the costs of recordation.

Once this document has been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, A Professional Corporation, 10 Light Street, Baltimore, Maryland 21202.

Thank you for your prompt attention to this matter. Please call me at (410) 385-3425 if you have any questions.

Sincerely,



Michele E. Sperato
Secretary to John A. Stalfort

Enclosures

Vertical stamps: "RECORDED" and "OCT 19 10 20 AM '95"

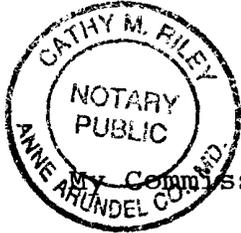
REGISTRATION NO. 19671 FILED 1995

OCT 17 1995 - 10:20 AM

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that the attached Memorandum of Lease Agreement is a true and complete copy of said Memorandum of Lease Agreement.

WITNESS my hand and seal this 19th day of October, 1995.



Cathy M. Riley
Notary Public

My Commission Expires: July 1, 1998

THE FIRST NATIONAL BANK OF MARYLAND

REGISTRATION NO. 19672 FILED 1425
OCT 18 1995 10 29 AM
STATE OF MARYLAND

MEMORANDUM OF LEASE AGREEMENT

dated as of October 16, 1995

between

THE FIRST NATIONAL BANK OF MARYLAND,

as Lessor

and

OGLEBAY NORTON INDUSTRIAL SANDS, INC.

as Lessee

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July, 1995 by and between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association ("Lessor"), and OGLEBAY NORTON INDUSTRIAL SANDS, INC., a California corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, ten (10) covered hopper railcars, all as more particularly described in that certain Lease Agreement dated as of October 16, 1995 (the "Lease"), between Lessor and Lessee, and in Exhibit A attached hereto.
2. 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 Lease Agreement to be executed as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND
Lessor

By: Richard M. Folio

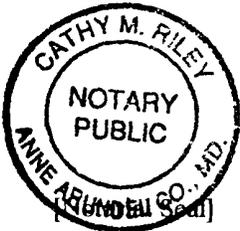
OGLEBAY NORTON INDUSTRIAL
SANDS, INC.,
Lessee

By: M. F. Single

Vice President-General Manager

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 16th day of October, 1995 before me personally appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is an Asst. Vice President of THE FIRST NATIONAL BANK OF MARYLAND, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on October 16, 1995 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Cathy M. Riley
Notary Public

My commission expires: July 1, 1998

STATE OF OHIO, COUNTY OF CUYAHOGA, TO WIT:

On this 16th day of October, 1995 before me personally appeared Mark P. Juszli to me personally Known, who being by me duly sworn, says that he is the V.P.-G.M. of OGLEBAY NORTON INDUSTRIAL SANDS, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on Oct. 16, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth L. Feidner
Notary Public

[Notarial Seal]

My commission expires:

RUTH L. FEIDNER, Notary Public
State of Ohio - Cuyahoga County
My commission expires January 14, 1998

A:FN154504.MEM/Oglebay/Disk1/cmr

DESCRIPTION OF RAILCARS

Ten (10) covered hopper railcars bearing the following reporting marks: ONSX 101 through ONSX 110, inclusive