

RECORDATION NO. 24603 FILED

SEP 23 '03

4-29 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588



VIA UPS 2nd DAY AIR

September 19, 2003

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 20, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: U. S. Silica Company
106 Sand Mine Road
Berkeley Springs, WV 25411

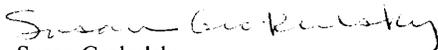
A description of the railroad equipment covered by the enclosed document is thirty (30) 3000 cubic foot covered hopper cars, with NDYX marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulsky
Manager of Documentation

Enclosures

(USS1001)

ASSGN. NO.: USS1001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of August, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and U.S. Silica Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 20, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Amy Romo

Name: Amy Romo

Title:

Title: Mgr of DOCUMENTATION

Executed on this 20th day of August, 2003.

[CORPORATE SEAL]

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STATE OF ILLINOIS

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COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of August, 2003.

Susan Grokulskey
Notary Public

Commission Expires:

8-14-2004
(Notary Public)

LESSEE:

U.S. SILICA COMPANY

ATTEST:

By: Robert Morrow

Name: ROBERT MORROW

Title: U.P. LOGISTICS & PROCUREMENT

By: _____

Name: _____

Title: _____

Executed on this 7th day of August, 2003.

[CORPORATE SEAL]

STATE OF WEST VIRGINIA

COUNTY OF MORGAN

I, Mary E. Phillips, a Notary Public of the County and State aforesaid, certify that Robert Morrow personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of August, 2003.

Mary E. Phillips
Notary Public

Commission Expires: May 22, 2006

Mary E. Phillips
(Notary Public)

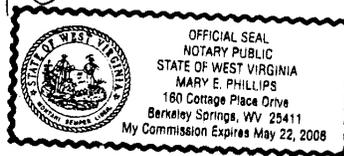


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: 3000 cubic foot capacity covered hopper cars, 286 gross rail load, Thrall built.

CAR NUMBERS:

NDYX 298230
NDYX 298232
NDYX 298233
NDYX 298234
NDYX 298236
NDYX 298237
NDYX 298239
NDYX 298241
NDYX 298242
NDYX 298243
NDYX 298244
NDYX 298245
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