

RECORDATION NO. 24603-B FILED

MAY 17 '04 2-34 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

May 13, 2004

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588



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 three (3) originals of a Memorandum of Lease Agreement, dated February 19, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24603.

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
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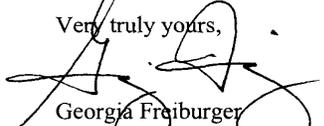
A description of the railroad equipment covered by the enclosed document is thirty-one (31) 2980/3000 cu. ft. covered hopper cars, with NDYX marks (see Exhibit A for car numbers).

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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(USS1003)

ASSGN. NO.: USS1003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19 day of February, 2004, 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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 9, 2004, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: Georgia Freiburger
Name: GEORGIA FREIBURGER

Title: MGR. OF DOCUMENTATION

Executed on this 19 day of February, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

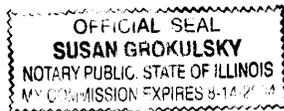
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of February, 2004.

Susan Grokulska
Notary Public

Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. _____ FILED

MAY 17 '04 2-34 PM

SURFACE TRANSPORTATION BOARD

LESSEE:
U.S. SILICA COMPANY

ATTEST:

By: Robert H. Morrow

Name: ROBERT H. MORROW

Title: V & LOGISTICS & NATIONAL ACCOUNTS

By: [Signature]

Name: [Signature]

Title: Manager of transport

Executed on this 4th day of February, 2004

[CORPORATE SEAL]

STATE OF WEST VIRGINIA
COUNTY OF MORGAN

I, KARRIE L. LOUCKS, a Notary Public of the County and State aforesaid, certify that ROBERT H. 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 4th day of FEBRUARY, 2004.

[Signature]
Notary Public

Commission Expires:
9-29-2013
(Notary Public)

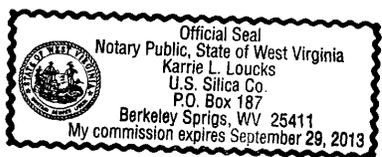


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-one (31)

DESCRIPTION OF CARS: 2980/3000 cubic foot capacity covered hopper cars, 286 gross rail load, Trinity/Thrall built.

CAR NUMBERS:

NDYX 298055	NDYX 298098
NDYX 298058	NDYX 298125
NDYX 298059	NDYX 298148
NDYX 298060	NDYX 298156
NDYX 298061	NDYX 298171
NDYX 298062	NDYX 298183
NDYX 298063	NDYX 298315
NDYX 298067	NDYX 298318
NDYX 298069	NDYX 298320
NDYX 298074	NDYX 298342
NDYX 298075	NDYX 298346
NDYX 298076	NDYX 298347
NDYX 298081	NDYX 298364
NDYX 298091	NDYX 298368
NDYX 298095	NDYX 298369
NDYX 298097	Count: 31