



May 2, 2006

RECORDATION NO. 13106-B FILED

MAY 26 '06

12-42 PM

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

Enclosed for recordation, pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) originals and one (1) copy of Memorandum of Railcar Lease Agreement by and between U.S. Silica Company and Tealinc, Ltd.

The document is a Memorandum of Railcar Lease Agreement between Tealinc, Ltd and U.S. Silica Company dated March 13, 2006.

The names and addresses of the parties to the Memorandum of Railcar Lease Agreement are:

Lessor: Tealinc, Ltd
1606 Rosebud Creek Road
Forsyth, MT 59327

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

A description of the equipment covered by the Memorandum of Railcar Lease between Tealinc, Ltd and U.S. Silica Company consists of seven covered hopper rail cars numbered JOBX 5001 – JOBX 5007 inclusive.

A fee of \$34.00 is enclosed to pay for the recordation.

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

“Memorandum of Railcar Lease Agreement”

Please retain a copy for recordation.

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com

Please return stamped originals to:

Tealinc, Ltd
1606 Rosebud Creek Road
Forsyth, MT 59327

Sincerely,

A handwritten signature in cursive script, appearing to read "Darell Luther".

Darell J. Luther

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email: darell@tealinc.com

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of 3 13 2006 by and between **Tealinc, Ltd** ("Lessor") a Montana corporation and **U.S. Silica** a West Virginia 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 be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain **Master Railcar Service and Lease Agreement No. 013106** dated 3 13, 2006 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to **Schedule No. 013106** to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the (7) Railcars that are 2700 cubic foot covered hoppers bearing the reporting marks and numbers indicated on Exhibit A hereto, 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:

LESSEE:

TEALINC, LTD

U.S. SILICA COMPANY

By: David Luther

By: Robert Morrow

Print Name: David J. Luther

Print Name: ROBERT MORROW

Title: Pres. Inc.

Title: UP LOGISTICS & NATIONAL ACCOUNTS

Address: 1606 Rosebud Creek Road
Forsyth, MT 59327

Address: 106 Sand Mine Road
Berkeley Springs, WV 25411

Facsimile: 406-347-5239

Facsimile: 304-258-8295

Phone: 406-347-5237

Phone: 304-258-8207

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP NUMBER
JOBX 5001
JOBX 5002
JOBX 5003
JOBX 5004
JOBX 5005
JOBX 5006
JOBX 5007

STATE OF WEST VIRGINIA)
) ss.
COUNTY OF MORGAN)

On this 14th day of MARCH, 2006, before me personally appeared ROBERT MORROW, to me personally known, who being by me duly sworn, says that he is the V^{AL}OGISTICS & NATIONAL of U.S. Silica **Company** that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Karrie L. Loucks
NOTARY PUBLIC

My commission expires: 9-29-2013



STATE OF Montana)
) ss.
COUNTY OF Rosebud)

On this 1st day of May, 2006, before me personally appeared **Darell J. Luther**, to me personally known, who being by me duly sworn, says that s/he is the President of **Tealinc Ltd** that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Tammy R. Luther Tammy R. Luther
NOTARY PUBLIC Residing at Forsyth, MT

My commission expires: 2/2/2010

