

# FIRST UNION RAIL

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

Tel 847 318-7575  
Fax 847 318-7588



RECORDATION NO. 24603-A FILED

VIA UPS 2<sup>nd</sup> DAY AIR

March 22, 2004

MAR 25 '04

1-45 PM

SURFACE TRANSPORTATION BOARD

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 10, 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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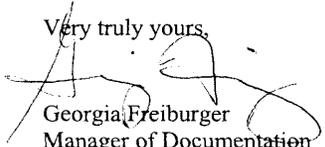
A description of the railroad equipment covered by the enclosed document is fifty-three (53) 2980/3000 cu. ft. covered hopper cars, with NDYX marks (see Exhibit A for car numbers).

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

(USS1002)

ASSGN. NO.: USS1002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> 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. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 24, 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

By:

*Richard F. Seymour*

Name:

RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title:

ATTEST:

By:

*Georgia Freiberger*

Name: GEORGINA FREIBERGER

Title: MGR. OF DOCUMENTATION

Executed on this 10<sup>th</sup> 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 10<sup>th</sup> day of February, 2004.

*Susan Grokulska*

Notary Public

Commission Expires:

8-14-2004

(Notary Public)

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SURFACE TRANSPORTATION BOARD



LESSEE:

U.S. SILICA COMPANY

ATTEST:

By: Robert Morrow

Name: ROBERT MORROW

Title: UP LOGISTICS & NATIONAL ACCOUNTS

By: David M. Neal

Name: David M. Neal

Title: Manager of Transport

Executed on this 26 day of January, 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 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 26<sup>th</sup> day of JANUARY, 2004.

Karrie L. Loucks  
Notary Public

Commission Expires:

9-29-2013  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:                      Fifty three (53)

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

CAR NUMBERS:

NDYX 298050	NDYX 298140	NDYX 298348
NDYX 298054	NDYX 298160	NDYX 298351
NDYX 298065	NDYX 298164	NDYX 298357
NDYX 298070	NDYX 298206	NDYX 298358
NDYX 298071	NDYX 298207	NDYX 298363
NDYX 298082	NDYX 298208	NDYX 298072
NDYX 298085	NDYX 298209	NDYX 298073
NDYX 298086	NDYX 298235	NDYX 298096
NDYX 298088	NDYX 298238	NDYX 298150
NDYX 298089	NDYX 298254	NDYX 298231
NDYX 298090	NDYX 298301	NDYX 298240
NDYX 298092	NDYX 298303	NDYX 298304
NDYX 298093	NDYX 298308	NDYX 298313
NDYX 298094	NDYX 298310	NDYX 298314
NDYX 298100	NDYX 298311	NDYX 298321
NDYX 298105	NDYX 298317	NDYX 298345
NDYX 298109	NDYX 298323	NDYX 298362
NDYX 298115	NDYX 298343	Count: 53