

RECORDATION NO. 25102 FILED

JUL 28 '04

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ALVORD AND ALVORD
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SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
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July 28, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 7, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NARCAT LLC
480 West Dussel Drive
Maumee, OH 43537

Lessee: U.S. Silica Company
Route 522 North
P.O. Box 187
Berkeley Springs, WV 25411

Mr. Vernon A. Williams
July 28, 2004
Page Two

A description of the railroad equipment covered by the enclosed document
is:

6 covered hopper railcars:

LSMX 944025, LSMX 370311, LSMX 90095, LSMX 370463, LSMX
370910, LSMX 370250.

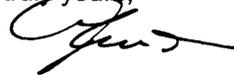
A short summary of the document to appear in the index is:

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 stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 7th day of June, 2004, by and between NARCAT LLC, a Delaware limited liability company, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and U.S. Silica Company, a Delaware corporation, having its principal place of business at Route 522 North, P.O. Box 187, Berkeley Springs, West Virginia 25411 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated June 7, 2004, (the "Master Lease"), and Deal #00839 dated as of June 7, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee six (6) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of eighteen (18) months starting July 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

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SURFACE TRANSPORTATION BOARD

LESSEE:
U.S. SILICA COMPANY

By: Robert Morrow

Title: VP LOGISTICS & NATIONAL ACCOUNTS

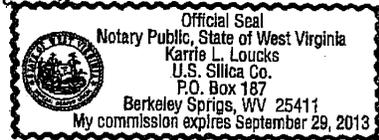
STATE OF WEST VIRGINIA)

COUNTY OF MORRAN) SS:

The foregoing instrument was acknowledged before me this 1st day of JULY, 2004, by ROBERT MORROW, the VP LOGISTICS & NATIONAL ACCOUNTS of U.S. SILICA, a DELAWARE corporation, on behalf of the corporation.

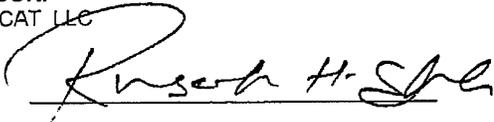
Karrie L. Loucks
Notary Public

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LESSOR:
NARCAT LLC

By:

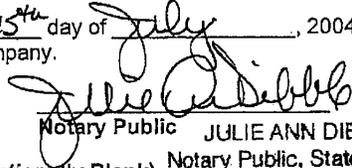


Title: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 15th day of July, 2004, by Rasesh H. Shah, the Manager of NARCAT LLC, on behalf of the company.



Notary Public JULIE ANN DIBBLE

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Notary Public, State of Ohio
Commission Expires 8-20-05



EXHIBIT "A"

U.S. SILICA COMPANY
(6) COVERED HOPPERS

DEAL #00839

1	LSMX	944025	
2	LSMX	370311	
3	LSMX	9095	
4	LSMX	370463	
5	LSMX	370910	
6	LSMX	370250	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/24/04



Robert W. Alvord