

DEC 13 '05 2:22 PM

SURFACE TRANSPORTATION BOARD

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

December 6, 2005

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 Schedule #1, dated as of May 31, 2005, 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: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, IL 62062
- Lessee: US Silicia Company
P O Box 187
Berkeley Springs, WV 25411

Mr. Vernon A. Williams
December 6, 2005
Page Two

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

32 covered hoppers: MRMX 130076 –MRMX 130107, inclusive.

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

Memorandum of Schedule #1.

Also enclosed is a check in the amount of \$33.00 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

RECORDATION NO. 26022 FILED

DEC 13 '05 2:22 PM

SERVICE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #1

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

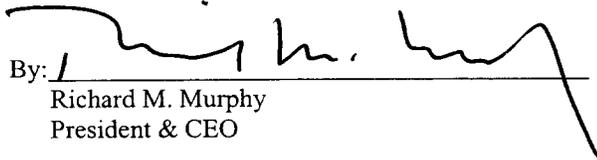
MEMORANDUM OF SCHEDULE #1

THIS MEMORANDUM OF SCHEDULE #1 is effective as of May 31, 2005 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and US SILICA COMPANY, a West Virginia Corporation ("Lessee"), with reference to the following:

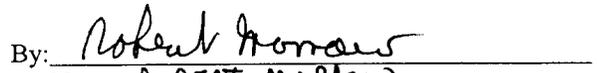
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated May 31, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

US SILICA COMPANY

By: 
Name: ROBERT MORROW
Title: VP LOGISTICS & NATIONAL ACCOUNTS

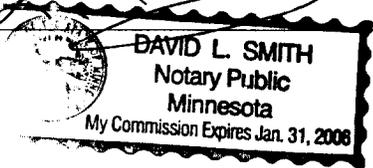
STATE OF MN, CITY OF EIK River, TO WIT:

On this 10 day of June, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on June 10, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David L. Smith
Notary Public

[Notarial Seal]

My commission expires: 1-31-06



STATE OF West Virginia, CITY OF Berkeley Springs, TO WIT:

On this 7th day of June, 2005 before me appeared, Robert Morrow, to me personally known, who being by me duly sworn, says that he is a UP Logistics and Warehouses of US SILICA COMPANY, a West Virginia Corporation, that said instrument was signed and sealed on June 7, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karrie L. Loucks
Notary Public

[Notarial Seal]

My commission expires: 9-29-2013

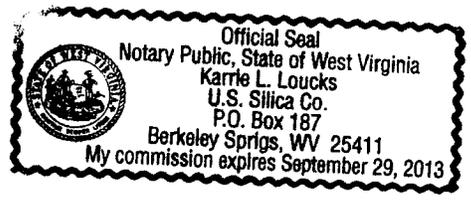


EXHIBIT A

Description of Railcars:

Thirty Two (32) Railcars
with the following Car Marks
and Numbers:

To be provided by Lessee