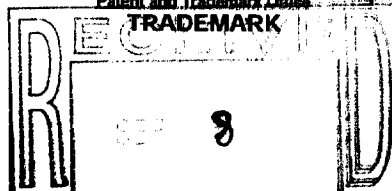


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TRADEMARK



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9-28-99

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/01/1999 MTHAI1 00000125 1838041

01 FC:481 40.00 OP

02 FC:482 50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001967 FRAME: 0973

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,838,041"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,882,960"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,946,544"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Audrey E. Haroz
Name of Person Signing

Audrey E. Haroz
Signature

9/24/99
Date Signed

ASSIGNMENT OF REGISTERED TRADEMARKS

This Assignment is delivered pursuant to , and is subject to, all of the terms and conditions of that certain Asset Purchase Agreement ("Asset Purchase Agreement") dated March 26, 1999 between UNIMIN CORPORATION, a Delaware corporation, with its principal address at 258 Elm Street, New Canaan, Connecticut 06840 (hereinafter referred to as "Seller"), and U.S. Silica Company, a Delaware corporation, having its principal address at Route 522, P.O. Box 187, Berkeley Springs, West Virginia 25411 (hereinafter referred to as "Buyer").

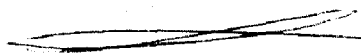
Subject to Section 8.3 of the Asset Purchase Agreement, Seller, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, transfer, convey and assign to Buyer Seller's entire right, title and interest in and to and under the trademarks and any registrations and applications for registration thereof described in Schedule A attached hereto and made a part hereof, together with the goodwill of the business symbolized by the Trademarks, together with all rights and privileges (if any) granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by Buyer, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Seller if this Assignment and sale had not been made. Seller further agrees to execute any and all documents and do any such further acts that shall be required in order for Buyer to secure such rights.

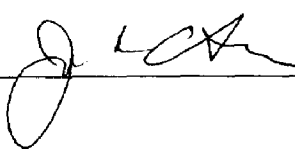
IN TESTIMONY WHEREOF, Seller has executed this Assignment by its proper officer thereunto duly authorized this 8th day of April, 1999.

Unimin Corporation

By: 

Signed in the Presence of:





Schedule A to the Assignment of Registered Trademarks Agreement

- 1) The words "BESTTOP" and Design for BESTTOP all appearing as depicted on the attached image labeled #1. (Registration No. 1,838,041; Registered May 31, 1994)
- 2) The words "MORIE 1" and the Design for "MORIE 1" but excluding therefrom, the lighthouse Design appearing therein all appearing as depicted on the attached image labeled #2. (Registration No. 1,882,960; Registered March 7, 1995)
- 3) The words "MORIE SAND & GRAVEL" and the Design for "MORIE SAND & GRAVEL" but excluding therefrom, the lighthouse Design appearing therein all appearing as depicted on the attached image labeled #3. (Registration No. 1,946,544; Registered January 9, 1996)

#1

bestop

#2



MORRIE

#3



MORRIE

SAND

&

GRAVEL