

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings → → → ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies): U.S. Silica Company <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: Silver Point Finance, LLC, as collateral agent Internal Address: 600 Steamboat Road Street Address: City: Greenwich State: CT Zip: 06830 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other: - a Delaware limited liability company If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No
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3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: June 8, 2004	
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4. Application number(s) or registration number(s): A. Trademark Application No.(s)	B. Trademark Registration No.(s) 1838041; 2397438; 117383; 391282; 2606833; 374364; 734379; 2419846; 975757; 1083748; 1010245; 2613679; 625173; 1035997; 609771; 1232780; 525172; 644956; 2343497; 2588317; 1531997 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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5. Name and address of party to whom correspondence concerning document should be mailed: Name: Santo Manna, Esq. Internal Address: Schulte Roth & Zabel LLP Street Address: 919 Third Avenue City: New York State: N.Y. Zip: 10022	6. Total number of applications and registrations involved: 21 7. Total fee (37 CFR 3.41)..... \$ 540.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 500675 - Schulte Roth & Zabel LLP (Attach duplicate copy of this page if paying by deposit account)
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DO NOT USE THIS SPACE

9. 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. <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="width: 60%;"> <p>Santo Manna, Esq.</p> <p>Name of Person Signing</p> </div> <div style="width: 30%; text-align: center;"> <p>Signature</p> </div> <div style="width: 10%; text-align: center;"> <p>June 11, 2004</p> <p>Date</p> </div> </div> <p style="text-align: right; margin-top: 5px;">Total number of pages including cover sheet, attachments, and document: 7</p>		
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Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20230

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ASSIGNMENT FOR SECURITY
TRADEMARKS

WHEREAS, U.S. Silica Company, a Delaware corporation (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated June 8, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Silver Point Finance, LLC, a Delaware limited liability company, as collateral agent for certain Agents and Lenders referred to therein (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Agents and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

N WITNESS WHEREOF, the Assignor has caused this Assignment to be duly officer thereunto duly authorized as of June 8, 2004.

U.S. SILICA COMPANY

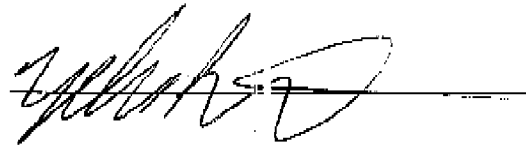
By: 
Name: Gary E. Bockrath
Title: Senior Vice President and Chief
Financial Officer

STATE OF NEW YORK

ss.:

COUNTY OF NEW YORK

On this 8th day of June, 2004, before me personally came Gary E. Bockrath, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Senior Vice President and Chief Financial Officer of U.S. Silica Company, a Delaware corporation, and that he executed the foregoing instrument in the firm name of Schulte, Roth & Zabel LLP, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



YEHUDI BRALSTEIN
Notary Public, State of New York
No. 01 896040361
Qualified in Kings County
Commission Expires Oct. 10, 2008

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications
Owned by U.S. Silica Company

See Attached.

U. S. SILICA TRADEMARKS
(revised 06/07/2004)

BESTTOP	Valid Until: May 31, 2014	USA Registration No. 1,38,041
CRYSTAL	Valid Until: February 9, 2011	Canada Registration No. 4,3,685
FILPRO	Valid Until: October 24, 2010	USA Registration No. 2,97438
FLINT SHOT	Valid Until: July 3, 2007	USA Registration No. 1,7,383
FLINT SHOT	Valid Until: July 25, 2012	Canada Registration No. 1,1,4DA22767
FLORISIL	Valid Until: August 11, 2008	Australia Registration No. A,10,111
FLORISIL	Valid Until: November 14, 2008	Benelux Registration No. 3,5,539
FLORISIL	Valid Until: November 9, 2008	France Registration No. 1,97,456
FLORISIL	Valid Until: June 30, 2007	Germany Registration No. 9,1,309
FLORISIL	Valid Until: October 20, 2007	Italy Registration No. 3,4,860
FLORISIL	Valid Until: October 19, 2007	Switzerland Registration No. 2,0,877
FLORISIL	Valid Until: August 21, 2005	UK Registration No. 7,6,825
FLORISIL	Valid Until: October 28, 2011	USA Registration No. 3,1,282
KOSSE WHITE	Valid Until: August 13, 2012	USA Registration No. 2,506,833
MICROSIL & Des.	Valid Until: January 9, 2010	USA Registration No. 3,74,364
MIN-U-SIL	Valid Until: November 14, 2008	Benelux Registration No. 3,6,537
MIN-U-SIL	Valid Until: November 10, 2008	France Registration No. 1,497,456
MIN-U-SIL	Valid Until: June 30, 2010	Germany Registration No. 1,015,753
MIN-U-SIL	Valid Until: December 25, 2011	Japan Registration No. 1,493,119
MIN-U-SIL	Valid Until: June 30, 2008	UK Registration No. 1,108,0438
MIN-U-SIL	Valid Until: June 30, 2008	USA Registration No. 3,4,379
MY BACK YARD	Valid Until: January 9, 2011	USA Registration No. 3,419,846

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MYSTIC WHITE	Valid Until: January 1, 2014	USA Registration No. 2,575
PENN SAND	Valid Until: January 31, 2008	USA Registration No. 1,083,748
PGS & Des.	Valid Until: May 13, 2005	USA Registration No. 1,010,245
PRO WHITE	Valid Until: September 3, 2012	USA Registration No. 2,513,679
Q-ROK	Valid Until: April 17, 2006	USA Registration No. 2,5173
1900 "SANDS OF TIME" DESIGN	Valid Until: March 23, 2007	USA Registration No. 1,035,997
SIL-CO-SIL	Valid Until: August 2, 2005	USA Registration No. 609,771
SNOW*TEX	Valid Until: March 29, 2013	USA Registration No. 1,132,780
SNOW WHITE	Valid Until: April 17, 2006	USA Registration No. 2,5172
SUPERSIL	Valid Until: May 7, 2007	USA Registration No. 604,956
SURE PLAY	Valid Until: April 18, 2010	USA Registration No. 2,43497
TIGRIND	Valid Until: July 2, 2012	USA Registration No. 2,588,317
U. S. SILICA & DESIGN	Valid Until: March 28, 2009	USA Registration No. 1,131,997
U. S. SILICA & DESIGN	Valid Until: May 11, 2016	Canada Registration No. 514,902

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