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August 12, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 24 to Full Service Master Lease Agreement, dated as of May 16, 2014, 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
4949 Autumn Oaks, Suite B
Maryville, IL 62062

Lessee: US Silica Company
P.O. Box 187
Berkley Springs, WV 25411

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

100 railcars within the series AOKX 482724 – AOKX 482825 as more particularly set forth on the attachment to the document.

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

Memorandum of Schedule No. 24 to Full Service Master Lease Agreement.

Section Chief
August 12, 2015
Page 2

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #24 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

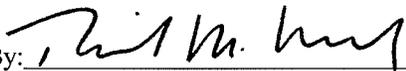
MEMORANDUM OF SCHEDULE #24 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #24 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of May 16, 2014, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and US SILICA COMPANY, a Delaware 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 #24 dated May 16, 2014 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of June 16, 2004 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 railcar shall be as set forth in Schedule #24.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #24 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

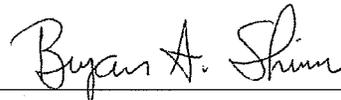
By: 

Printed
Name: Richard M. Murphy

Title: President & CEO

Date: 6/3/14

US SILICA COMPANY
Lessee

By: 

Printed
Name: Bryan A. Shinn

Title: President & CEO

Date: 6/2/14

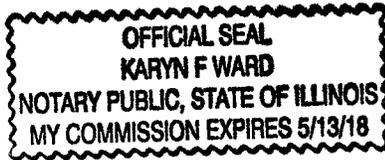
STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 3rd day of June, 2014 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President & CEO of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on June 3, 2014 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.

Karyn F Ward
Notary Public

[Notarial Seal]

My commission expires: 5/13/18



STATE OF Illinois, COUNTY OF Cook, TO WIT:

On this 2nd day of June, 2014 before me appeared, Bryan A. Shinn, to me personally known, who being by me duly sworn, says that he is a President & CEO, of US SILICA COMPANY, a Delaware Corporation, that said instrument was signed on June 2, 2014 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.



[Notarial Seal]

Christianne Flauta
Notary Public

My commission expires: August 1, 2016

EXHIBIT A

DESCRIPTION OF RAILCARS

One-Hundred (100) Railcars with the following reporting marks and numbers:

Mark	Number								
AOKX	482724	AOKX	482744	AOKX	482764	AOKX	482784	AOKX	482805
AOKX	482725	AOKX	482745	AOKX	482765	AOKX	482785	AOKX	482806
AOKX	482726	AOKX	482746	AOKX	482766	AOKX	482786	AOKX	482807
AOKX	482727	AOKX	482747	AOKX	482767	AOKX	482787	AOKX	482808
AOKX	482728	AOKX	482748	AOKX	482768	AOKX	482789	AOKX	482809
AOKX	482729	AOKX	482749	AOKX	482769	AOKX	482790	AOKX	482810
AOKX	482730	AOKX	482750	AOKX	482770	AOKX	482791	AOKX	482811
AOKX	482731	AOKX	482751	AOKX	482771	AOKX	482792	AOKX	482812
AOKX	482732	AOKX	482752	AOKX	482772	AOKX	482793	AOKX	482814
AOKX	482733	AOKX	482753	AOKX	482773	AOKX	482794	AOKX	482815
AOKX	482734	AOKX	482754	AOKX	482774	AOKX	482795	AOKX	482816
AOKX	482735	AOKX	482755	AOKX	482775	AOKX	482796	AOKX	482817
AOKX	482736	AOKX	482756	AOKX	482776	AOKX	482797	AOKX	482818
AOKX	482737	AOKX	482757	AOKX	482777	AOKX	482798	AOKX	482819
AOKX	482738	AOKX	482758	AOKX	482778	AOKX	482799	AOKX	482820
AOKX	482739	AOKX	482759	AOKX	482779	AOKX	482800	AOKX	482821
AOKX	482740	AOKX	482760	AOKX	482780	AOKX	482801	AOKX	482822
AOKX	482741	AOKX	482761	AOKX	482781	AOKX	482802	AOKX	482823
AOKX	482742	AOKX	482762	AOKX	482782	AOKX	482803	AOKX	482824
AOKX	482743	AOKX	482763	AOKX	482783	AOKX	482804	AOKX	482825

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: August 12, 2015



Claire E. Murphy