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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

March 26, 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 #12 to Full Service Master Lease Agreement, dated as of March 4, 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 Drive Maryville, IL 62062
Lessee:	U.S. Silica Company 8490 Progress Drive, Suite 300 Frederick, MD 21701

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

100 railcars: MWCX 300978 – MWCX 301077

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

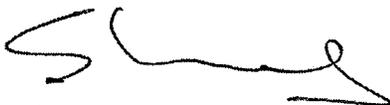
Memorandum of Schedule #12 to Full Service Master Lease Agreement.

Section Chief
March 26, 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 'E. Luria', with a long horizontal stroke extending to the right.

Edward M. Luria

EML/sem
Enclosures

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #12 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

U.S. SILICA COMPANY

as Lessee

MEMORANDUM OF SCHEDULE #12 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #12 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of March 4, 2014, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and U.S. 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 #12 dated March 4, 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 #12.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #12 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

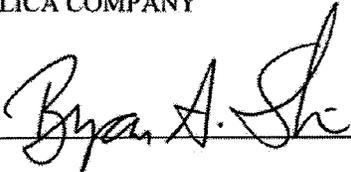
By:  _____

Printed
Name: Richard M. Folio

Title: Executive Vice-President

Date: 3/17/15

U.S. SILICA COMPANY
Lessee

By:  _____

Printed
Name: Bryan A. Shinn

Title: President & CEO

Date: 3/17/2015

STATE OF MARYLAND, ^{CITY} COUNTY OF BAITIMORE, TO WIT:

On this 17th day of March, 2015 before me appeared, Richard M. Folio to me personally known, who being by me duly sworn, says that he is the Executive Vice-President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on _____, 2015 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.

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
City of Baltimore
My Commission Expires ~~September 20, 2005~~
[Notarial Seal] 7/3/18

Henryka W. Gric Craig
Notary Public

My commission expires:

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

On this 17th day of MARCH, 2015 before me appeared, BRYANA SHINN, to me personally known, who being by me duly sworn, says that he is a PRESIDENT/CEO, of U.S. SILICA COMPANY, a Delaware Corporation, that said instrument was signed on MARCH 17, 2015 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]

Karrie L. Loucks
Notary Public

My commission expires:

11/5/2018

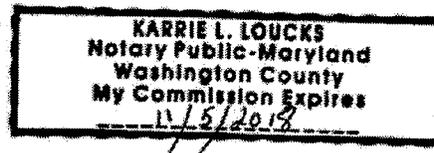


EXHIBIT A

DESCRIPTION OF RAILCARS

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

MWCX 300978 – MWCX 301077, Inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 3/26/15

Edward M Luria
Edward M. Luria