

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  

---

  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

September 30, 2014

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. 2 to Full Service Master Lease Agreement, effective as of April 26, 2013, 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 documents are:

Lessor: Midwest Railcar Corporation  
4949 Autumn Oaks, Suite B  
Maryville, IL 62062

Lessee: US Silica Company  
8490 Progress Drive, Suite 300  
Frederick, MD 21701

Section Chief  
September 30, 2014  
Page 2

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

100 railcars: MWCX 300694 – MWCX 300793.

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

Memorandum of Schedule No. 2 to Full Service Master Lease Agreement.

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 stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MIDWEST RAILCAR CORPORATION**

---

---

**MEMORANDUM OF SCHEDULE #2 TO  
FULL SERVICE MASTER LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION**

**as Lessor**

**and**

**US SILICA COMPANY**

**as Lessee**

---

---

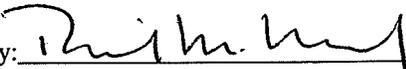
**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of April 26, 2013, 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 #2 dated April 26, 2013 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 #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

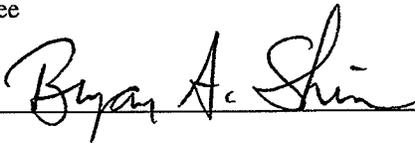
By: 

Printed  
Name: Richard M. Murphy

Title: President & CEO

Date: May 10, 2013

US SILICA COMPANY  
Lessee

By: 

Printed  
Name: BRYAN A. SHINN

Title: PRESIDENT & CEO

Date: APRIL 30, 2013

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 10<sup>th</sup> day of May, 2013 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 May 10, 2013 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: 5/13/14



STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

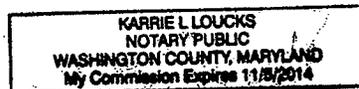
On this 30<sup>th</sup> day of APRIL, 2013 before me appeared, BRYAN A. SHINN, to me personally known, who being by me duly sworn, says that he is a PRESIDENT & CEO, of US SILICA COMPANY, a Delaware Corporation, that said instrument was signed on APRIL 30, 2013 on behalf of said corporation by authority 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:

11-5-2014



**EXHIBIT A**

**DESCRIPTION OF RAILCARS**

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

MWCX 300694 – MWCX 300793, 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: 9/30/14

Edward M Luria  
Edward M. Luria