

JULY 27, 2015 08:00 AM

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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

July 27, 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 #21 to Full Service Master Lease Agreement, dated as of May 16, 2015, 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: US Silica Company
8490 Progress Drive, Suite 300
Frederick, MD 21701

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

100 railcars: AOKX 482524 – AOKX 482623.

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

Memorandum of Schedule #21 to Full Service Master Lease Agreement.

Section Chief
July 27, 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,



Edward M. Luria

EML/sem
Enclosures

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #21 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

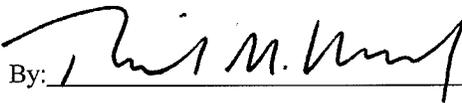
MEMORANDUM OF SCHEDULE #21 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #21 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 #21 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 #21.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #21 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

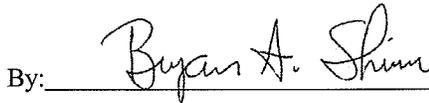
By: 

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

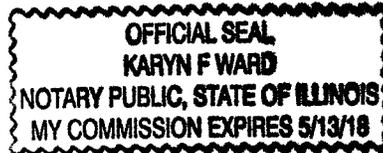
STATE OF Illinois, COUNTY OF Madison, TO WIT:

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]

My commission expires: August 1, 2016

Christianne Flauta
Notary Public

EXHIBIT A

DESCRIPTION OF RAILCARS

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

| Mark | Number | Mark | Number | Mark | Number | Mark | Number |
|-------------|---------------|-------------|---------------|-------------|---------------|-------------|---------------|
| AOKX | 482524 | AOKX | 482549 | AOKX | 482574 | AOKX | 482599 |
| AOKX | 482525 | AOKX | 482550 | AOKX | 482575 | AOKX | 482600 |
| AOKX | 482526 | AOKX | 482551 | AOKX | 482576 | AOKX | 482601 |
| AOKX | 482527 | AOKX | 482552 | AOKX | 482577 | AOKX | 482602 |
| AOKX | 482528 | AOKX | 482553 | AOKX | 482578 | AOKX | 482603 |
| AOKX | 482529 | AOKX | 482554 | AOKX | 482579 | AOKX | 482604 |
| AOKX | 482530 | AOKX | 482555 | AOKX | 482580 | AOKX | 482605 |
| AOKX | 482531 | AOKX | 482556 | AOKX | 482581 | AOKX | 482606 |
| AOKX | 482532 | AOKX | 482557 | AOKX | 482582 | AOKX | 482607 |
| AOKX | 482533 | AOKX | 482558 | AOKX | 482583 | AOKX | 482608 |
| AOKX | 482534 | AOKX | 482559 | AOKX | 482584 | AOKX | 482609 |
| AOKX | 482535 | AOKX | 482560 | AOKX | 482585 | AOKX | 482610 |
| AOKX | 482536 | AOKX | 482561 | AOKX | 482586 | AOKX | 482611 |
| AOKX | 482537 | AOKX | 482562 | AOKX | 482587 | AOKX | 482612 |
| AOKX | 482538 | AOKX | 482563 | AOKX | 482588 | AOKX | 482613 |
| AOKX | 482539 | AOKX | 482564 | AOKX | 482589 | AOKX | 482614 |
| AOKX | 482540 | AOKX | 482565 | AOKX | 482590 | AOKX | 482615 |
| AOKX | 482541 | AOKX | 482566 | AOKX | 482591 | AOKX | 482616 |
| AOKX | 482542 | AOKX | 482567 | AOKX | 482592 | AOKX | 482617 |
| AOKX | 482543 | AOKX | 482568 | AOKX | 482593 | AOKX | 482618 |
| AOKX | 482544 | AOKX | 482569 | AOKX | 482594 | AOKX | 482619 |
| AOKX | 482545 | AOKX | 482570 | AOKX | 482595 | AOKX | 482620 |
| AOKX | 482546 | AOKX | 482571 | AOKX | 482596 | AOKX | 482621 |
| AOKX | 482547 | AOKX | 482572 | AOKX | 482597 | AOKX | 482622 |
| AOKX | 482548 | AOKX | 482573 | AOKX | 482598 | AOKX | 482623 |

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: July 27, 2015

Edward M. Luria

Edward M. Luria