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September 30, 2014

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Assignment of Railcar Lease, a secondary document, dated as of September 30, 2014. The primary document to which this is connected is recorded under a new Recordation Number. We request that the copy of this document be recorded under the suffix "A" to the new Recordation Number.

The names and addresses of the parties to the Memorandum of Assignment of Railcar Lease are as follows:

Assignor:

Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Assignee:

Manufacturers and Traders Trust Company
25 South Charles Street, 18th Floor
Baltimore, MD 21201

A description of the equipment covered by the Memorandum of Assignment of Railcar Lease consists of 100 covered hopper cars numbered MWCX 300794-300893, inclusive.

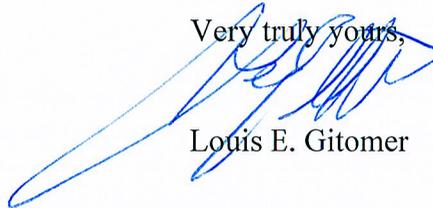
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return a copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index as follows: a Memorandum of Assignment of Railcar Lease dated as of September 30, 2014 between Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Maryville, IL 62062, and Manufacturers and Traders Trust Company, 25 South Charles Street, 18th Floor, Baltimore, MD 21201, covering 100 covered hopper cars numbered MWCX 300794-300893, inclusive.

Very truly yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of September 30, 2014 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and MANUFACTURERS AND TRADERS TRUST COMPANY (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to U.S. Silica Company, as lessee (the "Lessee"), one hundred (100) Covered Hoppers identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule #3 dated as of April 26, 2013, as amended by those certain First Amendment of Schedule #3 dated as of September 4, 2013 and Second Amendment of Schedule #3 entered into and effective as of August 26, 2014, each by and between Assignor, as lessor, and Lessee, as lessee, to the Full Service Master Lease Agreement dated as of June 16, 2004, by and between Assignor, as lessor and Lessee, as lessee (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[signatures appear on following page]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MANUFACTURERS AND TRADERS TRUST COMPANY ("Assignee")

By: Robert B Creed (SEAL)
Name: ROBERT B. CREED
Title: VICE PRESIDENT

STATE OF Maryland)
COUNTY OF Anne Arundel) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Anne Arundel this 24th day of September, 2014 by Robert B Creed, as a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation.

Diane Klasmeyer
Notary Public

My commission expires: _____
My Commission Expires 7-14-16

[Notarial

Seal]

SCHEDULE A
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

One hundred (100), 3250 c.f. 286K Gross Rail Load, Covered Hoppers manufactured by Greenbrier in August of 2013, and bearing the following reporting marks and numbers:

MWCX 300794 to MWCX 300893, inclusive