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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 Assignment of Railcar Lease, dated as of March 26, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #12 to Full Service Master Lease Agreement being filed with the Board under Recordation Number 31638.

The names and addresses of the parties to the enclosed document are:

Assignor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

Assignee: Manufacturers and Traders Trust Company  
25 South Charles Street  
Baltimore, MD 21202

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:

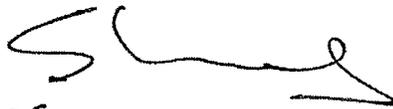
Section Chief  
March 26, 2015  
Page 2

Memorandum of Assignment of Railcar Lease.

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

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of March 26, 2015 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 #12 dated March 4, 2014, as amended by that certain First Amendment of Schedule #12 dated as of March 11, 2015, 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]





SCHEDULE A  
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

One-Hundred (100) railcars bearing the reporting marks and numbers as follows:

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