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

September 29, 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 #9 to Full Service Master Lease Agreement, dated as of December 23, 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

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

100 railcars within the series AOKX 494982 – AOKX 499315 as more particularly set forth on the attachment to the document.

Section Chief
September 29, 2014
Page 2

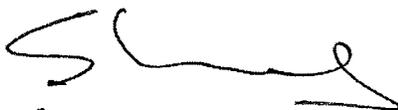
A short summary of the document to appear in the index is:

Memorandum of Schedule #9 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.

^{rs} Edward M. Luria

EML/sem
Enclosures

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #9 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

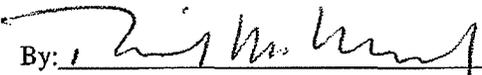
MEMORANDUM OF SCHEDULE #9 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #9 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of December 23, 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 #9 dated December 23, 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 #9.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #9 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

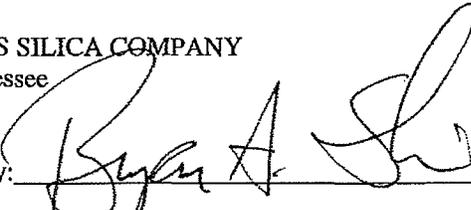
By: 

Printed
Name: Richard M. Murphy

Title: President & CEO

Date: 1/16/14

US SILICA COMPANY
Lessee

By: 

Printed
Name: BRYAN A SATTIN

Title: CEO

Date: 1/16/14

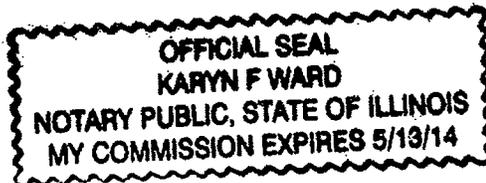
STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 16th day of January, 2013⁴ 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 January 16, 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

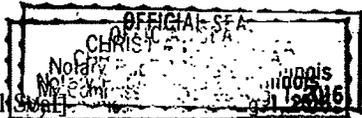
[Notarial Seal]

My commission expires: 5/13/14



STATE OF Illinois, COUNTY OF Cook, TO WIT:

On this 16 day of January, 2013⁴ before me appeared, Bryan A. Shinn, to me personally known, who being by me duly sworn, says that he is a CEO, of US SILICA COMPANY, a Delaware Corporation, that said instrument was signed on January 16, 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.



[Notarial Seal]

Christianne Flauta
Notary Public

My commission expires: August 1, 2016



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	494982	AOKX	498516	AOKX	498914	AOKX	498997
AOKX	496911	AOKX	498520	AOKX	498915	AOKX	499006
AOKX	497006	AOKX	498524	AOKX	498916	AOKX	499010
AOKX	497102	AOKX	498695	AOKX	498917	AOKX	499011
AOKX	497340	AOKX	498754	AOKX	498918	AOKX	499012
AOKX	497787	AOKX	498755	AOKX	498919	AOKX	499017
AOKX	497937	AOKX	498757	AOKX	498922	AOKX	499018
AOKX	497980	AOKX	498759	AOKX	498934	AOKX	499020
AOKX	497983	AOKX	498767	AOKX	498938	AOKX	499024
AOKX	498107	AOKX	498769	AOKX	498947	AOKX	499027
AOKX	498374	AOKX	498770	AOKX	498948	AOKX	499029
AOKX	498492	AOKX	498771	AOKX	498951	AOKX	499031
AOKX	498493	AOKX	498780	AOKX	498952	AOKX	499033
AOKX	498494	AOKX	498791	AOKX	498953	AOKX	499038
AOKX	498495	AOKX	498812	AOKX	498956	AOKX	499041
AOKX	498496	AOKX	498820	AOKX	498957	AOKX	499046
AOKX	498497	AOKX	498823	AOKX	498961	AOKX	499077
AOKX	498500	AOKX	498824	AOKX	498962	AOKX	499083
AOKX	498501	AOKX	498825	AOKX	498965	AOKX	499092
AOKX	498502	AOKX	498843	AOKX	498969	AOKX	499093
AOKX	498503	AOKX	498844	AOKX	498975	AOKX	499096
AOKX	498504	AOKX	498848	AOKX	498979	AOKX	499211
AOKX	498511	AOKX	498849	AOKX	498980	AOKX	499301
AOKX	498514	AOKX	498886	AOKX	498988	AOKX	499314
AOKX	498515	AOKX	498890	AOKX	498991	AOKX	499315

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: 9/29/14

Edward M Luria
Edward M. Luria