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

August 11, 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. 7 to Full Service Master Lease Agreement, dated 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

Section Chief
August 11, 2014
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A description of the railroad equipment covered by the enclosed document is:

100 railcars: AOKX 494965 and within the series AOKX 494965 – AOKX 498933 as set forth in the attachment to the document.

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

Memorandum of Schedule No. 7 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$44.00 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 #7 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

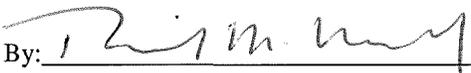
MEMORANDUM OF SCHEDULE #7 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #7 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 #7 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 #7.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #7 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

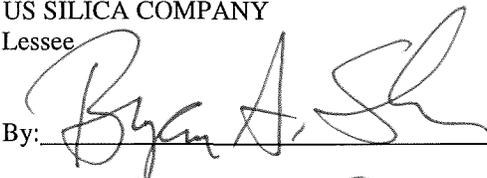
By: 

Printed
Name: Richard M. Murphy

Title: President & CEO

Date: 1/16/14

US SILICA COMPANY
Lessee

By: 

Printed
Name: Bryan A. Shinn

Title: CEO

Date: 1/16/14

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 16th day of January, 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 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, 2014 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, 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.

Christianne Flauta
Notary Public

[Notarial Seal]



My commission expires: August 1, 2016

EXHIBIT A

DESCRIPTION OF RAILCARS

One hundred (100) covered hopper railcars with the following reporting marks and numbers:

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	494965	AOKX	498110	AOKX	498204	AOKX	498258
AOKX	496597	AOKX	498111	AOKX	498205	AOKX	498266
AOKX	496601	AOKX	498112	AOKX	498206	AOKX	498267
AOKX	496984	AOKX	498113	AOKX	498207	AOKX	498268
AOKX	497033	AOKX	498114	AOKX	498208	AOKX	498269
AOKX	497067	AOKX	498115	AOKX	498209	AOKX	498270
AOKX	497073	AOKX	498184	AOKX	498210	AOKX	498271
AOKX	497100	AOKX	498185	AOKX	498211	AOKX	498272
AOKX	497103	AOKX	498186	AOKX	498212	AOKX	498273
AOKX	497156	AOKX	498187	AOKX	498213	AOKX	498274
AOKX	497210	AOKX	498188	AOKX	498214	AOKX	498275
AOKX	497239	AOKX	498189	AOKX	498242	AOKX	498276
AOKX	497360	AOKX	498190	AOKX	498243	AOKX	498277
AOKX	497743	AOKX	498192	AOKX	498244	AOKX	498278
AOKX	497930	AOKX	498193	AOKX	498245	AOKX	498279
AOKX	497936	AOKX	498194	AOKX	498246	AOKX	498280
AOKX	497938	AOKX	498195	AOKX	498247	AOKX	498810
AOKX	497982	AOKX	498196	AOKX	498248	AOKX	498814
AOKX	497984	AOKX	498197	AOKX	498249	AOKX	498815
AOKX	498058	AOKX	498198	AOKX	498250	AOKX	498816
AOKX	498095	AOKX	498199	AOKX	498251	AOKX	498817
AOKX	498102	AOKX	498200	AOKX	498252	AOKX	498818
AOKX	498106	AOKX	498201	AOKX	498253	AOKX	498819
AOKX	498108	AOKX	498202	AOKX	498254	AOKX	498821
AOKX	498109	AOKX	498203	AOKX	498255	AOKX	498933

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: August 11, 2014

Edward M. Luria

Edward M. Luria