

RECORDATION NO. 31450 FILED  
October 28, 2014 05:45 PM  
SURFACE TRANSPORTATION BOARD

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October 28, 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. 10 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 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 480027, AOKX 480037, AOKX 496995 and within the series AOKX 497114 – AOKX 497981 and AOKX 498517 – AOKX 499459 as more particularly set forth in the attachment to the document.

Section Chief  
October 28, 2014  
Page 2

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

Memorandum of Schedule No. 10 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. M. Luria". The signature is written in a cursive style with a large, looped initial "E".

for

Edward M. Luria

EML/cem  
Enclosures

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF SCHEDULE #10 TO  
FULL SERVICE MASTER LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION**

**as Lessor**

**and**

**US SILICA COMPANY**

**as Lessee**

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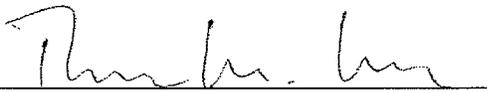
**MEMORANDUM OF SCHEDULE #10 TO FULL SERVICE MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #10 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 #10 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 #10.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #10 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

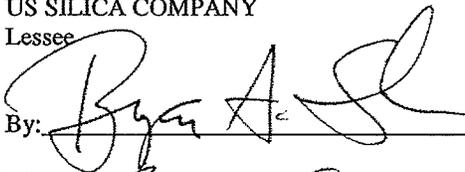
By: 

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 16<sup>th</sup> 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.

[Notarial Seal] An official notary seal for Christianne Flauta, Notary Public - State of Illinois. The seal is rectangular with a decorative border and contains the text: OFFICIAL SEAL, CHRISTIANNE FLAUTA, Notary Public - State of Illinois, My Commission Expires Aug. 1, 2016.

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

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOKX	480027	AOKX	498859	AOKX	499034	AOKX	499271
AOKX	480037	AOKX	498860	AOKX	499043	AOKX	499280
AOKX	496995	AOKX	498912	AOKX	499089	AOKX	499296
AOKX	497114	AOKX	498941	AOKX	499090	AOKX	499298
AOKX	497157	AOKX	498942	AOKX	499094	AOKX	499299
AOKX	497158	AOKX	498944	AOKX	499095	AOKX	499311
AOKX	497193	AOKX	498970	AOKX	499098	AOKX	499312
AOKX	497203	AOKX	498971	AOKX	499099	AOKX	499313
AOKX	497771	AOKX	498976	AOKX	499100	AOKX	499317
AOKX	497922	AOKX	498978	AOKX	499101	AOKX	499319
AOKX	497981	AOKX	498984	AOKX	499103	AOKX	499321
AOKX	498517	AOKX	498990	AOKX	499104	AOKX	499323
AOKX	498518	AOKX	498993	AOKX	499105	AOKX	499324
AOKX	498523	AOKX	498994	AOKX	499106	AOKX	499328
AOKX	498698	AOKX	498996	AOKX	499107	AOKX	499329
AOKX	498760	AOKX	498998	AOKX	499109	AOKX	499332
AOKX	498766	AOKX	498999	AOKX	499176	AOKX	499333
AOKX	498828	AOKX	499000	AOKX	499192	AOKX	499334
AOKX	498829	AOKX	499002	AOKX	499193	AOKX	499343
AOKX	498830	AOKX	499004	AOKX	499194	AOKX	499344
AOKX	498845	AOKX	499014	AOKX	499197	AOKX	499374
AOKX	498850	AOKX	499021	AOKX	499199	AOKX	499381
AOKX	498851	AOKX	499022	AOKX	499204	AOKX	499456
AOKX	498856	AOKX	499023	AOKX	499222	AOKX	499457
AOKX	498857	AOKX	499025	AOKX	499232	AOKX	499459

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: 10/28/14

Edward M Luria  
Edward M. Luria