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

May 7, 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. 4 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
May 7, 2014
Page 2

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

100 railcars within the series AOKX 494920 – AOKX 497460 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. 4 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #4 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

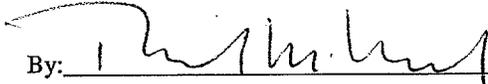
MEMORANDUM OF SCHEDULE #4 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #4 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 #4 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 #4.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #4 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

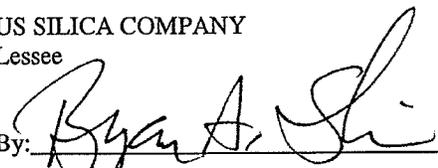
Printed

Name: Richard M. Murphy

Title: President & CEO

Date: 1/16/14

US SILICA COMPANY
Lessee

By: 

Printed

Name: Bryan A. Sitton

Title: CEO

Date: 1/16/14

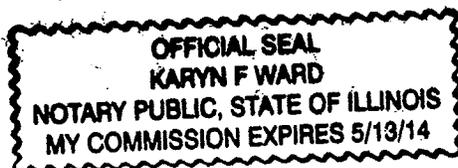
STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 16th day of January, 2014 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, 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.

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]

Christianne Flauta
Notary Public

My commission expires: August 1, 2016

EXHIBIT A

RAILCAR REPORTING MARKS AND NUMBERS

MARK	NUMBER	MARK	NUMBER	MARK	NUMBER
AOKX	494920	AOKX	496927	AOKX	497101
AOKX	494962	AOKX	496933	AOKX	497105
AOKX	494964	AOKX	496935	AOKX	497111
AOKX	494969	AOKX	496940	AOKX	497132
AOKX	494973	AOKX	496950	AOKX	497134
AOKX	494988	AOKX	496951	AOKX	497146
AOKX	495007	AOKX	496957	AOKX	497151
AOKX	496598	AOKX	496970	AOKX	497152
AOKX	496604	AOKX	496982	AOKX	497153
AOKX	496605	AOKX	496985	AOKX	497154
AOKX	496606	AOKX	496988	AOKX	497159
AOKX	496607	AOKX	496989	AOKX	497162
AOKX	496608	AOKX	496990	AOKX	497163
AOKX	496609	AOKX	496991	AOKX	497165
AOKX	496610	AOKX	496996	AOKX	497171
AOKX	496611	AOKX	496997	AOKX	497174
AOKX	496612	AOKX	496999	AOKX	497188
AOKX	496613	AOKX	497001	AOKX	497194
AOKX	496615	AOKX	497002	AOKX	497200
AOKX	496646	AOKX	497005	AOKX	497205
AOKX	496648	AOKX	497014	AOKX	497260
AOKX	496650	AOKX	497028	AOKX	497265
AOKX	496655	AOKX	497034	AOKX	497269
AOKX	496656	AOKX	497035	AOKX	497284
AOKX	496657	AOKX	497074	AOKX	497312
AOKX	496658	AOKX	497076	AOKX	497314
AOKX	496905	AOKX	497078	AOKX	497316
AOKX	496909	AOKX	497080	AOKX	497329
AOKX	496910	AOKX	497083	AOKX	497338
AOKX	496913	AOKX	497086	AOKX	497339
AOKX	496914	AOKX	497091	AOKX	497351
AOKX	496923	AOKX	497092	AOKX	497460
AOKX	496924	AOKX	497094	Total	100 Cars
AOKX	496925	AOKX	497097		

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: 5/7/14

Edward M Luria
Edward M. Luria