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

September 12, 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. 8 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  
September 12, 2014  
Page 2

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

100 railcars within the series AOKX 494970 – AOKX 498950 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. 8 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,



Edward M. Luria

EML/sem  
Enclosures

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF SCHEDULE #8 TO  
FULL SERVICE MASTER LEASE AGREEMENT**

**between**

**MIDWEST RAILCAR CORPORATION**

**as Lessor**

**and**

**US SILICA COMPANY**

**as Lessee**

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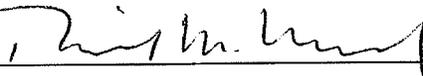
**MEMORANDUM OF SCHEDULE #8 TO FULL SERVICE MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #8 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 #8 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 #8.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #8 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

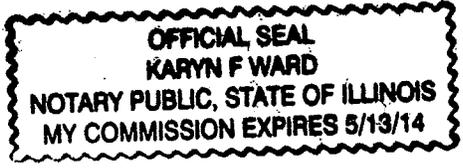
STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 16<sup>th</sup> day of January, 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. Shoma, 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**

**DESCRIPTION OF RAILCARS**

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

<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
AOKX	494970	AOKX	497998	AOKX	498708
AOKX	494976	AOKX	498048	AOKX	498752
AOKX	495006	AOKX	498051	AOKX	498753
AOKX	496617	AOKX	498056	AOKX	498756
AOKX	496946	AOKX	498059	AOKX	498758
AOKX	496969	AOKX	498063	AOKX	498761
AOKX	497055	AOKX	498259	AOKX	498762
AOKX	497072	AOKX	498260	AOKX	498763
AOKX	497082	AOKX	498261	AOKX	498764
AOKX	497085	AOKX	498262	AOKX	498765
AOKX	497095	AOKX	498263	AOKX	498768
AOKX	497110	AOKX	498264	AOKX	498773
AOKX	497133	AOKX	498265	AOKX	498775
AOKX	497187	AOKX	498343	AOKX	498776
AOKX	497197	AOKX	498362	AOKX	498777
AOKX	497202	AOKX	498364	AOKX	498778
AOKX	497206	AOKX	498369	AOKX	498781
AOKX	497207	AOKX	498370	AOKX	498782
AOKX	497246	AOKX	498663	AOKX	498788
AOKX	497251	AOKX	498670	AOKX	498808
AOKX	497285	AOKX	498680	AOKX	498813
AOKX	497379	AOKX	498692	AOKX	498822
AOKX	497417	AOKX	498693	AOKX	498826
AOKX	497457	AOKX	498694	AOKX	498832
AOKX	497774	AOKX	498696	AOKX	498855
AOKX	497776	AOKX	498697	AOKX	498861
AOKX	497784	AOKX	498699	AOKX	498881
AOKX	497905	AOKX	498700	AOKX	498885
AOKX	497915	AOKX	498701	AOKX	498888
AOKX	497916	AOKX	498702	AOKX	498889
AOKX	497979	AOKX	498704	AOKX	498940
AOKX	497985	AOKX	498705	AOKX	498950
AOKX	497988	AOKX	498706		
AOKX	497996	AOKX	498707		

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:

9/12/14

Edward M Luria

Edward M. Luria