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

September 22, 2015

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. 23 to Full Service Master Lease Agreement, dated as of May 16, 2014, 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, Suite B Maryville, IL 62062
Lessee:	US Silica Company 8490 Progress Drive, Suite 300 Frederick, MD 21701

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

100 railcars within the series AOKX 482788 – AOKX 482923 as more particularly set forth on the attachment to the document.

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

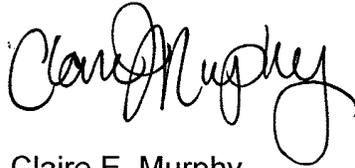
Memorandum of Schedule No. 23 to Full Service Master Lease Agreement.

Section Chief
September 22, 2015
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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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #23 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

MEMORANDUM OF SCHEDULE #23 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #23 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of May 16, 2014, 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 #23 dated May 16, 2014 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 #23.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #23 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: Richard M. Murphy

Printed
Name: Richard M. Murphy

Title: President & CEO

Date: 6/3/14

US SILICA COMPANY
Lessee

By: Bryan A. Shinn

Printed
Name: Bryan A. Shinn

Title: President & CEO

Date: 6/2/14

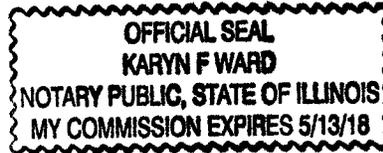
STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 3rd day of June, 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 June 3, 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: 5/13/18



STATE OF Illinois, COUNTY OF Cook, TO WIT:

On this 2nd day of June, 2014 before me appeared, Bryan A. Shinn, to me personally known, who being by me duly sworn, says that he is a President & CEO, of US SILICA COMPANY, a Delaware Corporation, that said instrument was signed on June 2, 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) Railcars with the following reporting marks and numbers:

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	482788	AOKX	482849	AOKX	482874	AOKX	482899
AOKX	482813	AOKX	482850	AOKX	482875	AOKX	482900
AOKX	482826	AOKX	482851	AOKX	482876	AOKX	482901
AOKX	482827	AOKX	482852	AOKX	482877	AOKX	482902
AOKX	482828	AOKX	482853	AOKX	482878	AOKX	482903
AOKX	482829	AOKX	482854	AOKX	482879	AOKX	482904
AOKX	482830	AOKX	482855	AOKX	482880	AOKX	482905
AOKX	482831	AOKX	482856	AOKX	482881	AOKX	482906
AOKX	482832	AOKX	482857	AOKX	482882	AOKX	482907
AOKX	482833	AOKX	482858	AOKX	482883	AOKX	482908
AOKX	482834	AOKX	482859	AOKX	482884	AOKX	482909
AOKX	482835	AOKX	482860	AOKX	482885	AOKX	482910
AOKX	482836	AOKX	482861	AOKX	482886	AOKX	482911
AOKX	482837	AOKX	482862	AOKX	482887	AOKX	482912
AOKX	482838	AOKX	482863	AOKX	482888	AOKX	482913
AOKX	482839	AOKX	482864	AOKX	482889	AOKX	482914
AOKX	482840	AOKX	482865	AOKX	482890	AOKX	482915
AOKX	482841	AOKX	482866	AOKX	482891	AOKX	482916
AOKX	482842	AOKX	482867	AOKX	482892	AOKX	482917
AOKX	482843	AOKX	482868	AOKX	482893	AOKX	482918
AOKX	482844	AOKX	482869	AOKX	482894	AOKX	482919
AOKX	482845	AOKX	482870	AOKX	482895	AOKX	482920
AOKX	482846	AOKX	482871	AOKX	482896	AOKX	482921
AOKX	482847	AOKX	482872	AOKX	482897	AOKX	482922
AOKX	482848	AOKX	482873	AOKX	482898	AOKX	482923

100 cars

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: September 22, 2015



Claire E. Murphy