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

June 9, 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. 5 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
June 9, 2014
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A description of the railroad equipment covered by the enclosed document is:

100 railcars within the series AOKX 494953 – AOKX 497966 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. 5 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 #5 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

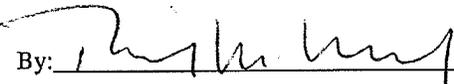
MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #5 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 #5 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 #5.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #5 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

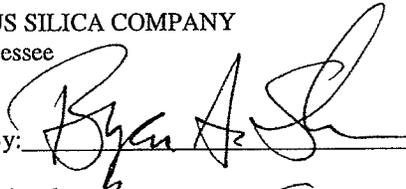
By: 

Printed
Name: Richard M. Murphy

Title: President & CEO

Date: 1/16/14

US SILICA COMPANY
Lessee

By: 

Printed
Name: Brian A Starn

Title: CEO

Date: 1/16/14

STATE OF Illinois, COUNTY OF Madison, TO WIT:

On this 16th day of January, 2013⁴ 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, 2013⁴ 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, 2013⁴ 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, 2013⁴ 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	494953	AOKX	496979	AOKX	497126	AOKX	497196
AOKX	494966	AOKX	496981	AOKX	497135	AOKX	497198
AOKX	494967	AOKX	496986	AOKX	497136	AOKX	497199
AOKX	494971	AOKX	496994	AOKX	497137	AOKX	497201
AOKX	496593	AOKX	496998	AOKX	497138	AOKX	497204
AOKX	496594	AOKX	497000	AOKX	497142	AOKX	497247
AOKX	496595	AOKX	497004	AOKX	497143	AOKX	497267
AOKX	496596	AOKX	497008	AOKX	497145	AOKX	497282
AOKX	496599	AOKX	497012	AOKX	497147	AOKX	497334
AOKX	496602	AOKX	497016	AOKX	497148	AOKX	497335
AOKX	496603	AOKX	497017	AOKX	497148	AOKX	497335
AOKX	496603	AOKX	497017	AOKX	497150	AOKX	497366
AOKX	496647	AOKX	497018	AOKX	497155	AOKX	497369
AOKX	496651	AOKX	497021	AOKX	497164	AOKX	497376
AOKX	496652	AOKX	497024	AOKX	497166	AOKX	497383
AOKX	496653	AOKX	497025	AOKX	497168	AOKX	497393
AOKX	496654	AOKX	497049	AOKX	497173	AOKX	497394
AOKX	496908	AOKX	497059	AOKX	497175	AOKX	497759
AOKX	496915	AOKX	497062	AOKX	497176	AOKX	497781
AOKX	496919	AOKX	497063	AOKX	497178	AOKX	497794
AOKX	496932	AOKX	497065	AOKX	497183	AOKX	497797
AOKX	496934	AOKX	497069	AOKX	497184	AOKX	497799
AOKX	496941	AOKX	497075	AOKX	497186	AOKX	497800
AOKX	496947	AOKX	497077	AOKX	497189	AOKX	497962
AOKX	496963	AOKX	497084	AOKX	497190	AOKX	497963
AOKX	496977	AOKX	497089	AOKX	497195	AOKX	497966

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: 6/9/14

Edward M Luria
Edward M. Luria