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September 30, 2014

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilings the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Schedule #3 to Full Service Master Lease Agreement, a primary document, dated as of April 23, 2013. We request that this document be given the next Recordation No.

The names and addresses of the parties to the Memorandum of Schedule #3 to Full Service Master Lease Agreement are as follows:

Lessor:

Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Lessee:

US Silica Company
8490 Progress Drive
Frederick, MD 21701

A description of the equipment covered by the Memorandum of Schedule #3 to Full Service Master Lease Agreement consists of 100 covered hopper cars numbered MWCX 300794-300893, inclusive.

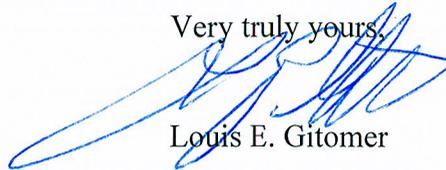
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return a copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index as follows: a Memorandum of Schedule #3 to Full Service Master Lease Agreement dated as of September 30, 2014 between Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Maryville, IL 62062, and US Silica Company, 8490 Progress Drive, Frederick, MD 21701, covering 100 covered hopper cars numbered MWCX 300794-300893, inclusive.

Very truly yours,



Louis E. Gitomer

Enclosure

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #3 TO
FULL SERVICE MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

US SILICA COMPANY

as Lessee

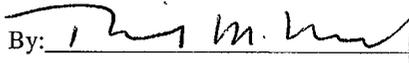
MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of April 26, 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 #3 dated April 26, 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 #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 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: MAY 10, 2013

US SILICA COMPANY
Lessee

By: 

Printed
Name: BRYAN A. SHINN

Title: PRESIDENT & CEO

Date: APRIL 30, 2013

STATE OF Madison, COUNTY OF Illinois, TO WIT:

On this 10th day of May, 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 May 10, 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.

[Notarial Seal]

Karyn F. Ward
Notary Public

My commission expires: 5/13/14



STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

On this 30th day of APRIL, 2013 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 APRIL 30, 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.

[Notarial Seal]

Karrie L. Loucks
Notary Public

My commission expires: 11-5-2014

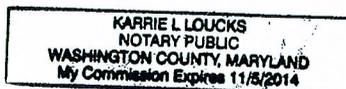


EXHIBIT A

DESCRIPTION OF RAILCARS

One-Hundred (100) Railcars with the following reporting marks and numbers:

MWCX 300794 – MWCX 300893, Inclusive