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

September 2, 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 Lease, dated August 29, 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 documents are:

Lessor: Browner Turnout Co.
 7160 S 29th Street, Suite a-3
 Lincoln, NE. 68516

Lessee: US Silica Company
 8490 Progress Drive, Suite 300
 Frederick, MD 21701

Section Chief
September 2, 2014
Page 2

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

6 covered hopper railcars: BTCX 206, 226, 231, 232, 239 and 240.

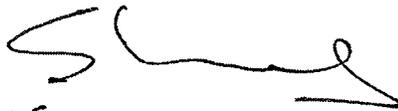
A short summary of the document to appear in the index is:

Memorandum of Lease.

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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

***MEMORANDUM OF LEASE
BETWEEN
BROWNER TURNOUT CO.
("LESSOR")***

AND

***U.S. SILICA COMPANY
("LESSEE")***

August 29, 2014

THIS MEMORANDUM OF LEASE is executed as of **August 29, 2014** by and between **BROWNER TURNOUT CO. ("Lessor")**, and **U.S. Silica Company ("Lessee")**.

WITNESSETH:

1. Lessor and Lessee have entered into a Railcar Master Lease, Rider No. 01 thereto, Extension NO. 01 thereto and Extension No. 02 thereto (collectively the "*Lease*"), pursuant to which Lessor has leased to Lessee the six (6) units of railroad rolling stock described on Schedule 1 attached hereto and made a part hereof.
2. The Lease is effective as of the date first set forth hereinabove and is subject to the lease term, as described in the Lease.
3. This Memorandum is executed and delivered for the purposes of evidencing the lease transaction described herein and may be filed or recorded in such offices as the Lessor may elect. Lessee further authorizes Lessor to make such other filings as Lessor may reasonably deem necessary or appropriate to evidence, perfect or protect its interest. Nothing herein, however, shall alter the terms of the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: BROWNER TURNOUT CO.

By: _____
Title: _____
Date: _____

Lessee: U.S. SILICA COMPANY

By: Michael D. Hill
Title: COO
Date: 8/29/14

THIS MEMORANDUM OF LEASE is executed as of Sept. 2, 2014 by and between BROWNER TURNOUT CO. ("*Lessor*"), and U.S. Silica Company ("*Lessee*").

WITNESSETH:

1. Lessor and Lessee have entered into a Railcar Master Lease, Rider No. 01 thereto, Extension NO. 01 thereto and Extension No. 02 thereto (collectively the "*Lease*"), pursuant to which Lessor has leased to Lessee the six (6) units of railroad rolling stock described on Schedule 1 attached hereto and made a part hereof.
2. The Lease is effective as of the date first set forth hereinabove and is subject to the lease term, as described in the Lease.
3. This Memorandum is executed and delivered for the purposes of evidencing the lease transaction described herein and may be filed or recorded in such offices as the Lessor may elect. Lessee further authorizes Lessor to make such other filings as Lessor may reasonably deem necessary or appropriate to evidence, perfect or protect its interest. Nothing herein, however, shall alter the terms of the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: BROWNER TURNOUT CO.

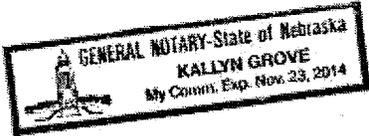
By: Marty Ramsey
Title: CFO
Date: 9/2/14

Lessee: U.S. SILICA COMPANY

By: _____
Title: _____
Date: _____

STATE OF Nebraska
COUNTY OF Lancaster

On this 2nd day of 28, 2014 before me personally appeared Marty Ramsey, to me personally known, who being by me duly sworn, says that he is the Marty Ramsey of BROWNER TURNOUT CO. that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.



Kallyn Grove
NOTARY PUBLIC

My commission expires:

STATE OF _____

COUNTY OF _____

On this ___ day of ___, 20___, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of U.S. Silica COMPANY that the foregoing instrument was signed on behalf of said _____, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.

NOTARY PUBLIC

My commission expires

STATE OF _____

COUNTY OF _____

On this ___ day of _____, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of BROWNER TURNOUT CO. that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF Illinois

COUNTY OF Cook

On this 29 day of August, 2014, before me personally appeared Michael L. Winkler to me personally known, who being by me duly sworn, says that he is the COO of U.S. Silica Company that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the said instrument was his/her free act and deed.

Christianne Flauta

NOTARY PUBLIC

My commission expires August 1, 2014



Schedule 1

DESCRIPTION AND LIST OF RAILCARS SUBJECT TO THE LEASE

Six (6) covered hopper railcars, bearing the following marks and numbers

BTCX 206, 226, 231, 232, 239, 240

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: 9/2/14

Edward M Luria
Edward M. Luria