

RECORDATION NO 27381-E

FILED

January 10, 2013 04:45 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 10, 2013

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 as of November 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 27205 and 27381.

The names and addresses of the parties to the enclosed document are:

Lessee: The Andersons, Inc.
480 West Dusel Drive
Maumee, OH 43537

Lessee: Marquis Energy LLC
11953 Prairie Industrial Parkway
Hennepin, IL 61327

Chief
Section of Administration
November 21, 2012
Page 2

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

120 railcars:

Rec. No. 27205 - 10 railcars: TAEX 1443 – TAEX 1452 (previously marked ADLX 500001 – ADLX 500010); and

Rec. No. 27381 - 110 railcars: TAEX 1453 – TAEX 1562 (previously marked ADLX 500141 - ADLX 500250)

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$42.00 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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 15th day of November, 2012, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and **Marquis Energy LLC**, an Illinois limited liability company, having its principal place of business at 11953 Prairie Industrial Parkway, Hennepin, Illinois 61327 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Full Service Railcar Lease dated as of February 8, 2008 (the "Master Lease"), and Rider Deal #R02021 dated as of November 15, 2012 (the "Schedule"), whereby Lessor leases to Lessee one hundred twenty (120) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Page to Follow]

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Lessee

MARQUIS ENERGY LLC

Witness: *Dana Gustafson*
Printed _____
Name: DANA GUSTAFSON

By: *D.L. Marquis*
Printed _____
Name: D.L. MARQUIS
Title: President
Date: 11/15/12

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Lessor

THE ANDERSONS, INC.

Witness: _____
Printed _____
Name: _____

By: _____
Printed _____
Name: Rasesh H. Shah
Title: President, Rail Group
Date: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Lessee

MARQUIS ENERGY LLC

Witness: _____
Printed
Name: _____

By: _____
Printed
Name: _____

Title: _____

Date: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Lessor

THE ANDERSONS, INC.

Witness: Julie Ann Doble
Printed
Name: Julie Ann Doble

By: Catherine Shelnick
Printed
Name: Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

Date: 11/20/2012

EXHIBIT A
TO THE MEMORANDUM OF LEASE
Deal #R02021
Car List
One Hundred Twenty (120) Tank Cars

	Current Mark	New Mark		Current Mark	New Mark		Current Mark	New Mark
1	ADLX500001	TAEX001443	41	ADLX500171	TAEX001483	81	ADLX500211	TAEX001523
2	ADLX500002	TAEX001444	42	ADLX500172	TAEX001484	82	ADLX500212	TAEX001524
3	ADLX500003	TAEX001445	43	ADLX500173	TAEX001485	83	ADLX500213	TAEX001525
4	ADLX500004	TAEX001446	44	ADLX500174	TAEX001486	84	ADLX500214	TAEX001526
5	ADLX500005	TAEX001447	45	ADLX500175	TAEX001487	85	ADLX500215	TAEX001527
6	ADLX500006	TAEX001448	46	ADLX500176	TAEX001488	86	ADLX500216	TAEX001528
7	ADLX500007	TAEX001449	47	ADLX500177	TAEX001489	87	ADLX500217	TAEX001529
8	ADLX500008	TAEX001450	48	ADLX500178	TAEX001490	88	ADLX500218	TAEX001530
9	ADLX500009	TAEX001451	49	ADLX500179	TAEX001491	89	ADLX500219	TAEX001531
10	ADLX500010	TAEX001452	50	ADLX500180	TAEX001492	90	ADLX500220	TAEX001532
11	ADLX500141	TAEX001453	51	ADLX500181	TAEX001493	91	ADLX500221	TAEX001533
12	ADLX500142	TAEX001454	52	ADLX500182	TAEX001494	92	ADLX500222	TAEX001534
13	ADLX500143	TAEX001455	53	ADLX500183	TAEX001495	93	ADLX500223	TAEX001535
14	ADLX500144	TAEX001456	54	ADLX500184	TAEX001496	94	ADLX500224	TAEX001536
15	ADLX500145	TAEX001457	55	ADLX500185	TAEX001497	95	ADLX500225	TAEX001537
16	ADLX500146	TAEX001458	56	ADLX500186	TAEX001498	96	ADLX500226	TAEX001538
17	ADLX500147	TAEX001459	57	ADLX500187	TAEX001499	97	ADLX500227	TAEX001539
18	ADLX500148	TAEX001460	58	ADLX500188	TAEX001500	98	ADLX500228	TAEX001540
19	ADLX500149	TAEX001461	59	ADLX500189	TAEX001501	99	ADLX500229	TAEX001541
20	ADLX500150	TAEX001462	60	ADLX500190	TAEX001502	100	ADLX500230	TAEX001542
21	ADLX500151	TAEX001463	61	ADLX500191	TAEX001503	101	ADLX500231	TAEX001543
22	ADLX500152	TAEX001464	62	ADLX500192	TAEX001504	102	ADLX500232	TAEX001544
23	ADLX500153	TAEX001465	63	ADLX500193	TAEX001505	103	ADLX500233	TAEX001545
24	ADLX500154	TAEX001466	64	ADLX500194	TAEX001506	104	ADLX500234	TAEX001546
25	ADLX500155	TAEX001467	65	ADLX500195	TAEX001507	105	ADLX500235	TAEX001547
26	ADLX500156	TAEX001468	66	ADLX500196	TAEX001508	106	ADLX500236	TAEX001548
27	ADLX500157	TAEX001469	67	ADLX500197	TAEX001509	107	ADLX500237	TAEX001549
28	ADLX500158	TAEX001470	68	ADLX500198	TAEX001510	108	ADLX500238	TAEX001550
29	ADLX500159	TAEX001471	69	ADLX500199	TAEX001511	109	ADLX500239	TAEX001551
30	ADLX500160	TAEX001472	70	ADLX500200	TAEX001512	110	ADLX500240	TAEX001552
31	ADLX500161	TAEX001473	71	ADLX500201	TAEX001513	111	ADLX500241	TAEX001553
32	ADLX500162	TAEX001474	72	ADLX500202	TAEX001514	112	ADLX500242	TAEX001554
33	ADLX500163	TAEX001475	73	ADLX500203	TAEX001515	113	ADLX500243	TAEX001555
34	ADLX500164	TAEX001476	74	ADLX500204	TAEX001516	114	ADLX500244	TAEX001556
35	ADLX500165	TAEX001477	75	ADLX500205	TAEX001517	115	ADLX500245	TAEX001557
36	ADLX500166	TAEX001478	76	ADLX500206	TAEX001518	116	ADLX500246	TAEX001558
37	ADLX500167	TAEX001479	77	ADLX500207	TAEX001519	117	ADLX500247	TAEX001559
38	ADLX500168	TAEX001480	78	ADLX500208	TAEX001520	118	ADLX500248	TAEX001560
39	ADLX500169	TAEX001481	79	ADLX500209	TAEX001521	119	ADLX500249	TAEX001561
40	ADLX500170	TAEX001482	80	ADLX500210	TAEX001522	120	ADLX500250	TAEX001562

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: 1/10/13

Edward M Luria
Edward M. Luria