RECORDATION NO 27361-E
FILED
January 10, 2013 04:45 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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 Number 27361.

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

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

Lessee: Marquis Energy – Wisconsin, LLC
N9585 State Road 80
Necedah, Wisconsin 54646

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

77 railcars: TAEX 1563 – TAEX 1639 (previously marked within the series ADLX 500061 – ADLX 500140 as more particularly set forth in the attachment to the document).

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,

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 27361-E
FILED
January 10, 2013 04:45 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 19th 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 - Wisconsin, LLC**, a Delaware limited liability company, having its principal place of business at N9585 State Road 80, Necedah, Wisconsin 54646 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Full Service Railcar Lease dated as of January 22, 2008 (the "Master Lease"), and Rider Deal #R02020 dated as of November 19, 2012 (the "Schedule"), whereby Lessor leases to Lessee seventy-seven (77) 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 - WISCONSIN, LLC

Witness: Donald R. Rayfield
Printed Name: Donald R. Rayfield

By: Thomas L Marquis
Printed Name: Thomas L Marquis
Title: Vice President
Date: 11/19/12

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 - WISCONSIN, 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 A. Dibble
Printed Name: Julie Ann Dibble

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 #R02020
Car List
Seventy-Seven (77) Tank Cars

	Current Mark	New Mark		Current Mark	New Mark
1	ADLX500061	TAEX001563	40	ADLX500102	TAEX001602
2	ADLX500062	TAEX001564	41	ADLX500103	TAEX001603
3	ADLX500063	TAEX001565	42	ADLX500104	TAEX001604
4	ADLX500064	TAEX001566	43	ADLX500105	TAEX001605
5	ADLX500065	TAEX001567	44	ADLX500106	TAEX001606
6	ADLX500066	TAEX001568	45	ADLX500107	TAEX001607
7	ADLX500067	TAEX001569	46	ADLX500108	TAEX001608
8	ADLX500068	TAEX001570	47	ADLX500109	TAEX001609
9	ADLX500069	TAEX001571	48	ADLX500110	TAEX001610
10	ADLX500070	TAEX001572	49	ADLX500111	TAEX001611
11	ADLX500071	TAEX001573	50	ADLX500112	TAEX001612
12	ADLX500072	TAEX001574	51	ADLX500113	TAEX001613
13	ADLX500073	TAEX001575	52	ADLX500114	TAEX001614
14	ADLX500074	TAEX001576	53	ADLX500115	TAEX001615
15	ADLX500075	TAEX001577	54	ADLX500116	TAEX001616
16	ADLX500076	TAEX001578	55	ADLX500117	TAEX001617
17	ADLX500077	TAEX001579	56	ADLX500118	TAEX001618
18	ADLX500078	TAEX001580	57	ADLX500119	TAEX001619
19	ADLX500079	TAEX001581	58	ADLX500120	TAEX001620
20	ADLX500080	TAEX001582	59	ADLX500121	TAEX001621
21	ADLX500081	TAEX001583	60	ADLX500122	TAEX001622
22	ADLX500082	TAEX001584	61	ADLX500123	TAEX001623
23	ADLX500083	TAEX001585	62	ADLX500124	TAEX001624
24	ADLX500084	TAEX001586	63	ADLX500125	TAEX001625
25	ADLX500086	TAEX001587	64	ADLX500127	TAEX001626
26	ADLX500088	TAEX001588	65	ADLX500128	TAEX001627
27	ADLX500089	TAEX001589	66	ADLX500129	TAEX001628
28	ADLX500090	TAEX001590	67	ADLX500130	TAEX001629
29	ADLX500091	TAEX001591	68	ADLX500131	TAEX001630
30	ADLX500092	TAEX001592	69	ADLX500132	TAEX001631
31	ADLX500093	TAEX001593	70	ADLX500133	TAEX001632
32	ADLX500094	TAEX001594	71	ADLX500134	TAEX001633
33	ADLX500095	TAEX001595	72	ADLX500135	TAEX001634
34	ADLX500096	TAEX001596	73	ADLX500136	TAEX001635
35	ADLX500097	TAEX001597	74	ADLX500137	TAEX001636
36	ADLX500098	TAEX001598	75	ADLX500138	TAEX001637
37	ADLX500099	TAEX001599	76	ADLX500139	TAEX001638
38	ADLX500100	TAEX001600	77	ADLX500140	TAEX001639
39	ADLX500101	TAEX001601			

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