



August 5, 2016

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of August 5, 2016 between the following parties:

Lessee: M.A. Energy Resources, LLC
9255 Indian Creek Parkway
Overland, KS 66210

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (100) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of August 5, 2016 related to one hundred (100) railcars bearing reporting marks: DJJX 30001 - 30617, sporadic.

Please file this agreement as a primary document. The filing fee in the amount of \$43.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard

Julie Woodard
Contract Manager

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 5th day of August, 2016, is intended to evidence the lease dated as of March 21, 2016 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **M.A. ENERGY RESOURCES, LLC**, a Kansas limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred (100) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: *Kelly C. Poellein*

Name: Kelly C. Poellein

Title: Vice President Finance, Brokerage

Date: August 5, 2016

STATE OF OHIO)
) **SS:**
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 5th day of August, 2016, by Kelly C. Poellein the Vice President Finance, Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



Julie M. Woodard
Notary Public, State of Ohio
My Commission Expires 09-24-2017

Julie M Woodard
Notary Public

EXHIBIT A

To the Memorandum of Lease dated August 5, 2016, between The David J. Joseph Company and M.A. Energy Resources, LLC.

DESCRIPTION OF UNITS

One hundred (100) railcars bearing reporting marks:

DJJX030001	DJJX030080	DJJX030195	DJJX030347
DJJX030008	DJJX030091	DJJX030199	DJJX030349
DJJX030009	DJJX030094	DJJX030200	DJJX030351
DJJX030012	DJJX030098	DJJX030202	DJJX030360
DJJX030013	DJJX030103	DJJX030204	DJJX030366
DJJX030015	DJJX030109	DJJX030205	DJJX030368
DJJX030020	DJJX030111	DJJX030214	DJJX030371
DJJX030021	DJJX030114	DJJX030221	DJJX030378
DJJX030023	DJJX030118	DJJX030226	DJJX030389
DJJX030026	DJJX030125	DJJX030239	DJJX030397
DJJX030027	DJJX030126	DJJX030241	DJJX030405
DJJX030031	DJJX030128	DJJX030244	DJJX030408
DJJX030033	DJJX030131	DJJX030245	DJJX030418
DJJX030042	DJJX030132	DJJX030252	DJJX030423
DJJX030043	DJJX030134	DJJX030261	DJJX030425
DJJX030046	DJJX030139	DJJX030269	DJJX030435
DJJX030051	DJJX030143	DJJX030274	DJJX030440
DJJX030057	DJJX030148	DJJX030275	DJJX030448
DJJX030061	DJJX030152	DJJX030298	DJJX030477
DJJX030064	DJJX030154	DJJX030299	DJJX030490
DJJX030069	DJJX030168	DJJX030312	DJJX030497
DJJX030071	DJJX030177	DJJX030314	DJJX030512
DJJX030075	DJJX030179	DJJX030331	DJJX030537
DJJX030076	DJJX030186	DJJX030334	DJJX030592
DJJX030077	DJJX030188	DJJX030339	DJJX030617