

ALVORD AND ALVORD PLLC

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

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

May 29, 2015

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 February 27, 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 document are:

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

Lessee: Honeywell International Inc.
101 Columbia Road
Morristown, NJ 70962

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

96 covered hopper railcars within the series AEX 000613 – AEX 000649;
AEX 010486 – AEX 019138 as more particularly set forth on the
attachment to the document.

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

Memorandum of Lease.

Section Chief
May 29, 2015
Page 2

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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 27th day of February, 2014, 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 **Honeywell International Inc.**, a Delaware corporation, having its principal place of business at 101 Columbia Road, Morristown, New Jersey 70962 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated effective as of June 1, 2011 (the "Master Lease"), and Rider Deal #R02183 dated as of February 27, 2014 (the "Schedule"), whereby Lessor leases to Lessee Ninety-Six (96) 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

HONEYWELL INTERNATIONAL INC.

Witness: Mark W. Bondway
Printed Name: Mark W. Bondway

By: John A. Blumenstock
Printed Name: JOHN A. BLUMENSTOCK
Title: DIRECTOR - LOGISTICS
Date: 1/9/14

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: [Signature]
Printed Name: _____

By: Rasesh H. Shah
Printed Name: Rasesh H. Shah
Title: President, Rail Group
Date: FEBRUARY 27, 2014

EXHIBIT A
TO THE MEMORANDUM OF LEASE
Deal #R02183
Car List
Ninety Six (96) Covered Hopper Cars

1	AEX 000613	25	AEX 018856	49	AEX 018881	73	AEX 018923
2	AEX 000615	26	AEX 018857	50	AEX 018885	74	AEX 018924
3	AEX 000630	27	AEX 018858	51	AEX 018887	75	AEX 018925
4	AEX 000632	28	AEX 018859	52	AEX 018888	76	AEX 018927
5	AEX 000633	29	AEX 018860	53	AEX 018889	77	AEX 018928
6	AEX 000649	30	AEX 018861	54	AEX 018890	78	AEX 018929
7	AEX 010486	31	AEX 018862	55	AEX 018891	79	AEX 018930
8	AEX 011817	32	AEX 018863	56	AEX 018892	80	AEX 018931
9	AEX 011932	33	AEX 018864	57	AEX 018893	81	AEX 018932
10	AEX 013578	34	AEX 018865	58	AEX 018894	82	AEX 018933
11	AEX 013579	35	AEX 018866	59	AEX 018895	83	AEX 018934
12	AEX 013658	36	AEX 018867	60	AEX 018897	84	AEX 018935
13	AEX 013683	37	AEX 018868	61	AEX 018898	85	AEX 018936
14	AEX 013690	38	AEX 018869	62	AEX 018899	86	AEX 018937
15	AEX 013720	39	AEX 018870	63	AEX 018900	87	AEX 018938
16	AEX 014170	40	AEX 018872	64	AEX 018901	88	AEX 018939
17	AEX 014213	41	AEX 018873	65	AEX 018902	89	AEX 018940
18	AEX 016659	42	AEX 018874	66	AEX 018903	90	AEX 018941
19	AEX 016724	43	AEX 018875	67	AEX 018905	91	AEX 018942
20	AEX 016790	44	AEX 018876	68	AEX 018906	92	AEX 018943
21	AEX 016896	45	AEX 018877	69	AEX 018907	93	AEX 018944
22	AEX 017571	46	AEX 018878	70	AEX 018912	94	AEX 018945
23	AEX 017586	47	AEX 018879	71	AEX 018915	95	AEX 018946
24	AEX 018854	48	AEX 018880	72	AEX 018918	96	AEX 019138

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: May 29, 2015



Claire E. Murphy