

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 4, 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 June 26, 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: The Dow Chemical Company
2020 Dow Center
Midland, Michigan 48764

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

23 covered hopper railcars within the series AEX 017255 – AEX 017283
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 4, 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,


for
Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 26th day of June, 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 **The Dow Chemical Company**, a Delaware corporation, having its principal place of business at 2020 Dow Center, Midland, Michigan 48764 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated effective as of January 1, 2014 (the "Master Lease"), and Rider Deal #R02366 dated as of June 26, 2014 (the "Schedule"), whereby Lessor leases to Lessee twenty-three (23) 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

THE DOW CHEMICAL COMPANY

Witness: [Signature]
Printed
Name: LINDA L LUNA

By: [Signature]
Printed
Name: DALE M BROWN
Title: Logistics Purchasing Supply Mgr
Date: June 26, 2014

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: Jolie Ann DeBorja

By: [Signature]
Printed
Name: Rasesh H. Shah
Title: President, Rail Group
Date: JUNE 30, 2014

EXHIBIT A
TO THE MEMORANDUM OF LEASE
Deal #R02366
Car List
Twenty-Three (23) Covered Hopper Cars

1	AEX 017255
2	AEX 017256
3	AEX 017257
4	AEX 017258
5	AEX 017259
6	AEX 017260
7	AEX 017261
8	AEX 017262
9	AEX 017264
10	AEX 017265
11	AEX 017266
12	AEX 017268
13	AEX 017273
14	AEX 017274
15	AEX 017275
16	AEX 017276
17	AEX 017277
18	AEX 017278
19	AEX 017279
20	AEX 017280
21	AEX 017281
22	AEX 017282
23	AEX 017283

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: May 4, 2015

Edward M. Luria

Edward M. Luria