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July 29, 2016

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Schedule #3 to Master Railcar Lease Agreement, a primary document, dated as of October 2, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Schedule #3 to Master Railcar Lease Agreement are:

Lessor:

Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Lessee:

Honeywell International Inc.
101 Columbia Rd.
Morristown, NJ 70962

A description of the equipment covered by the Memorandum of Schedule #3 to Master Railcar Lease Agreement consists of 50 railcars numbered MCEX 350254, 350260, and 350284, and MWCX 460118, 460140, 460399, 461191, 461405, 461427, 461513, 462061, 462108, 462196, 462606, 462644, 462666, 462681, 462931, 462951, 462968, 463376, 463377, 463382, 463389, 463390, 463392, 463393, 463394, 463396, 463398, 463399, 463401, 463403, 463404, 463407, 463409, 463410, 463413, 463417, 463418, 463427, 463434, 463440, 463441, 463442, 463444, 463446, 463453, 463455, and 463459.

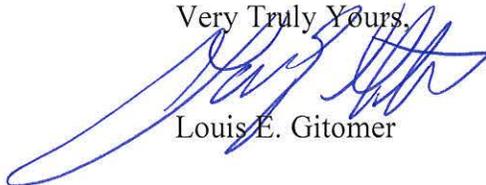
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Schedule #3 to Master Railcar Lease Agreement between and Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Maryville, IL 62062, and Honeywell International Inc., 101 Columbia Rd., Morristown, NJ 70962, covering 50 railcars numbered MCEX 350254, 350260, and 350284, and MWCX 460118, 460140, 460399, 461191, 461405, 461427, 461513, 462061, 462108, 462196, 462606, 462644, 462666, 462681, 462931, 462951, 462968, 463376, 463377, 463382, 463389, 463390, 463392, 463393, 463394, 463396, 463398, 463399, 463401, 463403, 463404, 463407, 463409, 463410, 463413, 463417, 463418, 463427, 463434, 463440, 463441, 463442, 463444, 463446, 463453, 463455, and 463459.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #3
TO MASTER RAILCAR LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION

as Lessor

and

HONEYWELL INTERNATIONAL INC.

as Lessee

MEMORANDUM OF SCHEDULE #3 TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #3 TO MASTER RAILCAR LEASE AGREEMENT is effective as of October 2, 2015 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and HONEYWELL INTERNATIONAL INC., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #3 dated October 2, 2015 between Lessor and Lessee to the Master Railcar Lease Agreement dated as of August 7, 2015 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in the Schedule #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 to Master Railcar Lease Agreement be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Printed
Name: Richard M. Murphy

Title: President & CEO

Date: 10/29/15

HONEYWELL INTERNATIONAL INC.
Lessee

By: 

Printed
Name: TIMOTHY J. METCALF

Title: SR. MGR, GLOBAL LOGISTICS PROCUREMENT

Date: 10/22/15

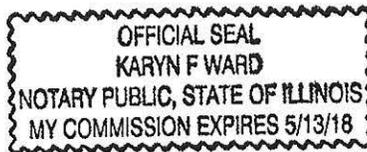
STATE OF Illinois, COUNTY OF Manison, TO WIT:

On this 24th day of October, 2015 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on October 24, 2015 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karyn F Ward
Notary Public

[Notarial Seal]

My commission expires: 5/13/18



STATE OF New Jersey, COUNTY OF Morris, TO WIT:

On this 22 day of October, 2015 before me appeared, Timothy J. Metcalf, to me personally known, who being by me duly sworn, says that he is a Senior Manager, of HONEYWELL INTERNATIONAL INC., a Delaware Corporation, that said instrument was signed and sealed on _____, 2015 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jennifer M. Mapes
Notary Public

[Notarial Seal]

My commission expires:

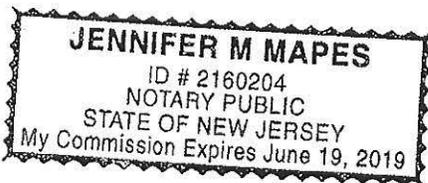


EXHIBIT A

DESCRIPTION OF RAILCARS

Fifty (50) Railcars with the following reporting mark and numbers:

<u>No.</u>	<u>Reporting Marks and Numbers</u>	<u>No.</u>	<u>Reporting Marks and Numbers</u>
1.	MCEX350254	26.	MWCX463392
2.	MCEX350260	27.	MWCX463393
3.	MCEX350284	28.	MWCX463394
4.	MWCX460118	29.	MWCX463396
5.	MWCX460140	30.	MWCX463398
6.	MWCX460399	31.	MWCX463399
7.	MWCX461191	32.	MWCX463401
8.	MWCX461405	33.	MWCX463403
9.	MWCX461427	34.	MWCX463404
10.	MWCX461513	35.	MWCX463407
11.	MWCX462061	36.	MWCX463409
12.	MWCX462108	37.	MWCX463410
13.	MWCX462196	38.	MWCX463413
14.	MWCX462606	39.	MWCX463417
15.	MWCX462644	40.	MWCX463418
16.	MWCX462666	41.	MWCX463427
17.	MWCX462681	42.	MWCX463434
18.	MWCX462931	43.	MWCX463440
19.	MWCX462951	44.	MWCX463441
20.	MWCX462968	45.	MWCX463442
21.	MWCX463376	46.	MWCX463444
22.	MWCX463377	47.	MWCX463446
23.	MWCX463382	48.	MWCX463453
24.	MWCX463389	49.	MWCX463455
25.	MWCX463390	50.	MWCX463459