

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)
ROBERT W. ALVORD (2011)

December 16, 2014

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 Agreement, dated as of December 16, 2014, 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 31279.

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

Lessor:	Midwest Railcar Corporation 4949 Autumn Oaks Drive Maryville, IL 62062
Lessee:	Tate & Lyle Ingredients Americas LLC 2200 East Eldorado Street Decatur, IL 62521

Chief, Section of Administration
December 16, 2014
Page 2

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

87 hopper railcars within the series STLX 8000 – STLX 8089 as set forth in the attachment to the document.

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

Memorandum of Lease Agreement.

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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of December 16, 2014

between

TATE & LYLE INGREDIENTS AMERICAS LLC,

as Lessee

and

MIDWEST RAILCAR CORPORATION

as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.

§11301

on December __, 2014 at ____: ____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 16, 2014, by and between TATE & LYLE INGREDIENTS AMERICAS LLC ("Lessee") and MIDWEST RAILCAR CORPORATION ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Schedule No. 006 dated as of December 16, 2014 (the "Schedule") between Lessor and Lessee. The Schedule incorporates by reference the terms and conditions of that certain Rail Equipment Net Leasing Agreement No. 2014-1 dated as of July 2, 2014 (the "Master Agreement") between Lessee and Lessor. The Schedule and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein, as, the "Lease").

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for in the Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Schedule.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

MIDWEST RAILCAR CORPORATION

By: 
Name: _____
Title:

TATE & LYLE INGREDIENTS AMERICAS LLC

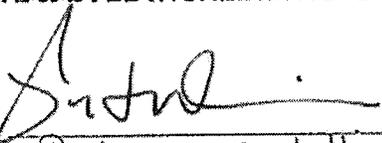
By: _____
Name:
Title:

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

MIDWEST RAILCAR CORPORATION

By: _____
Name:
Title:

TATE & LYLE INGREDIENTS AMERICAS LLC

By:  _____
Name: Peter M Castelli
Title: President

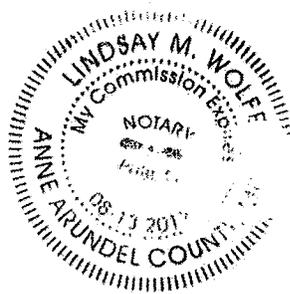
STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 9th day of December 2014, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Pick Folio who acknowledged himself to be the ~~Executive Vice President~~ ^{Executive} ~~President~~ of MIDWEST RAILCAR CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized officer of said company by signing the name of the company by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal.

Lindsay Wolfe
Notary Public

My commission expires:



STATE OF ILLINOIS)
COUNTY OF Cook) ss.

I HEREBY CERTIFY, that on this 15th day of Dec, 2014, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Peter Muskat who acknowledged himself to be the President of TATE & LYLE INGREDIENTS AMERICAS LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 03/03/18

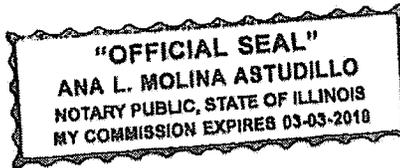


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE

DESCRIPTION OF RAILCARS

<u>Description</u>	<u>Qty</u>	<u>Car Marks</u>
6300 cubic ft. Covered Hopper Railcars with 286,000 lb. gross rail load	87	See attached Annex A to Exhibit No. 1

ANNEX A TO EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE

UNIT COUNT	CAR INITIAL	CAR NUMBER
1	STLX	8000
2	STLX	8001
3	STLX	8002
4	STLX	8003
5	STLX	8004
6	STLX	8005
7	STLX	8006
8	STLX	8007
9	STLX	8008
10	STLX	8009
11	STLX	8010
12	STLX	8011
13	STLX	8012
14	STLX	8013
15	STLX	8014
16	STLX	8015
17	STLX	8016
18	STLX	8017
19	STLX	8018
20	STLX	8020
21	STLX	8021
22	STLX	8022
23	STLX	8023
24	STLX	8024
25	STLX	8025
26	STLX	8026
27	STLX	8027
28	STLX	8028
29	STLX	8029
30	STLX	8030
31	STLX	8031
32	STLX	8032
33	STLX	8034
34	STLX	8035
35	STLX	8036
36	STLX	8037
37	STLX	8038
38	STLX	8040
39	STLX	8041
40	STLX	8042
41	STLX	8043
42	STLX	8044
43	STLX	8045
44	STLX	8046

45	STLX	8047
46	STLX	8048
47	STLX	8049
48	STLX	8050
49	STLX	8051
50	STLX	8052
51	STLX	8053
52	STLX	8054
53	STLX	8055
54	STLX	8056
55	STLX	8057
56	STLX	8058
57	STLX	8059
58	STLX	8060
59	STLX	8061
60	STLX	8062
61	STLX	8063
62	STLX	8064
63	STLX	8065
64	STLX	8066
65	STLX	8067
66	STLX	8068
67	STLX	8069
68	STLX	8070
69	STLX	8071
70	STLX	8072
71	STLX	8073
72	STLX	8074
73	STLX	8075
74	STLX	8076
75	STLX	8077
76	STLX	8078
77	STLX	8079
78	STLX	8080
79	STLX	8081
80	STLX	8082
81	STLX	8083
82	STLX	8084
83	STLX	8085
84	STLX	8086
85	STLX	8087
86	STLX	8088
87	STLX	8089

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: 12/16/14

Edward M Luria
Edward M. Luria