

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](mailto: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:

110 tank railcars: STSX 4046 and within the series STSX 4405 – STSX 4519 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. 007 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").

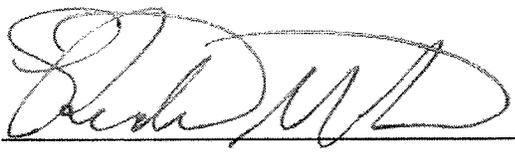
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for in the Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Schedule.

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

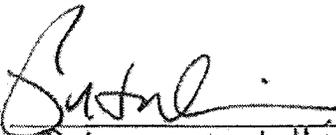
By: \_\_\_\_\_  
Name:  
Title:

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

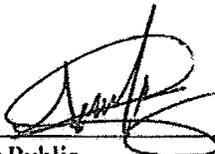
By:  \_\_\_\_\_  
Name: Peter M. Castelli  
Title: President



STATE OF ILLINOIS        )  
  ) ss.  
COUNTY OF Cook        )

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of Dec., 2014, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Peter Mastelli, 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: 03/03/2018

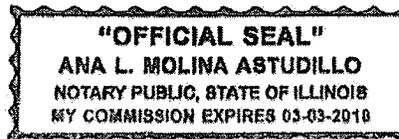


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE SCHEDULE

DESCRIPTION OF RAILCARS

<u>Description</u>	<u>Qty</u>	<u>Car Marks</u>
19,636 gallon Tank Cars with 286,000 lb. gross rail load	110	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	ST SX	4046
2	ST SX	4405
3	ST SX	4406
4	ST SX	4407
5	ST SX	4408
6	ST SX	4409
7	ST SX	4410
8	ST SX	4411
9	ST SX	4412
10	ST SX	4413
11	ST SX	4414
12	ST SX	4415
13	ST SX	4416
14	ST SX	4417
15	ST SX	4418
16	ST SX	4419
17	ST SX	4420
18	ST SX	4421
19	ST SX	4422
20	ST SX	4423
21	ST SX	4424
22	ST SX	4425
23	ST SX	4426
24	ST SX	4428
25	ST SX	4429
26	ST SX	4430
27	ST SX	4431
28	ST SX	4432
29	ST SX	4433
30	ST SX	4434
31	ST SX	4435
32	ST SX	4436
33	ST SX	4437
34	ST SX	4438
35	ST SX	4439
36	ST SX	4440
37	ST SX	4441
38	ST SX	4442
39	ST SX	4443
40	ST SX	4444
41	ST SX	4445
42	ST SX	4446
43	ST SX	4447
44	ST SX	4448

45	STSX	4449
46	STSX	4450
47	STSX	4451
48	STSX	4452
49	STSX	4453
50	STSX	4454
51	STSX	4455
52	STSX	4456
53	STSX	4457
54	STSX	4458
55	STSX	4459
56	STSX	4460
57	STSX	4461
58	STSX	4462
59	STSX	4463
60	STSX	4464
61	STSX	4465
62	STSX	4466
63	STSX	4467
64	STSX	4468
65	STSX	4469
66	STSX	4470
67	STSX	4472
68	STSX	4473
69	STSX	4474
70	STSX	4475
71	STSX	4476
72	STSX	4477
73	STSX	4478
74	STSX	4479
75	STSX	4480
76	STSX	4481
77	STSX	4482
78	STSX	4483
79	STSX	4484
80	STSX	4485
81	STSX	4486
82	STSX	4487
83	STSX	4488
84	STSX	4489
85	STSX	4490
86	STSX	4491
87	STSX	4493
88	STSX	4494
89	STSX	4495
90	STSX	4496
91	STSX	4497
92	STSX	4498
93	STSX	4499

94	STSX	4500
95	STSX	4501
96	STSX	4502
97	STSX	4504
98	STSX	4505
99	STSX	4506
100	STSX	4507
101	STSX	4508
102	STSX	4510
103	STSX	4511
104	STSX	4512
105	STSX	4513
106	STSX	4514
107	STSX	4515
108	STSX	4517
109	STSX	4518
110	STSX	4519

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