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ELIAS C. ALVORD (1942)
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January 14, 2016

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 and Collateral Assignment of Lease, dated as of January 14, 2016, 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 30272.

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

Lessor:	RDRX Leasing 1, LLC 1431 Opus Place, Suite 1100 Downers Grove, IL 60615
[Lessee:	Tate & Lyle Ingredients Americas LLC 2200 East Eldorado Street Decatur, IL 62521]

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

127 covered hopper railcars: STLX 5370 – STLX 5384, inclusive; STLX 5386 – STLX 5437, inclusive; STLX 5439 – STLX 5467, inclusive, and STLX 5469 – STLX 5499, inclusive.

Section Chief
January 14, 2016
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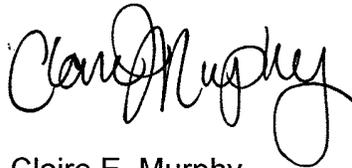
A short summary of the document to appear in the index is:

Memorandum of Lease and Collateral Assignment of Lease.

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, prominent "C" and "M".

Claire E. Murphy

CEM
Enclosures

EXECUTION VERSION

[LESSEE=TATE & LYLE]

**MEMORANDUM OF LEASE AND
COLLATERAL ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE (this "Memorandum"), made and entered into as of January 14, 2016, is intended to evidence:

- (1) The Lease Documents specified on Schedule 1 (the "Lease") pursuant to which RDRX Leasing 1, LLC ("Lessor") has leased to Tate & Lyle Ingredients Americas LLC ("Lessee") the railcars specified on Schedule 2 hereto (the "Railcars"), and
- (2) The collateral assignment of the Lease by Lessor to DVB Bank SE, as Agent ("Secured Party").

This Memorandum is being entered into pursuant to the terms of the Security Agreement dated as of January 14, 2016 (as supplemented by Security Agreement Supplement No. 1 dated the date hereof, the "Security Agreement") between Secured Party, and the Lessor, as debtor ("Debtor").

Secured Party and Lessor wish to show for the public record the existence of the aforesaid Security Agreement and the respective interest of Secured Party and Lessor therein.

In the event of a conflict between the provisions of this Memorandum and the provisions of the Security Agreement, the provisions of the Security Agreement shall control.

Signature Page Follows

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be duly executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Debtor by authority of its Sole Member and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Debtor. I further declare under penalty of perjury that the foregoing is true and correct.

RDRX LEASING 1, LLC, as Debtor

By its member,
Redwood Rail, LLC

By: 
Name: Mark M. Brecht
Title: President

**Schedule 1 to
Memorandum of Lease and Collateral Assignment of Lease**

Lease Document

1. Rail Equipment Net Leasing Agreement Number 21621-90000 dated as of December 6, 2010, by and between Banc of America Leasing & Capital, LLC, as lessor, and Tate & Lyle Ingredients Americas, Inc., as lessee.
2. Amendment Number 1 to Rail Equipment Net Leasing Agreement Number 21621-90000 dated May 19, 2011, by and between Banc of America Leasing & Capital, LLC, as lessor, and Tate & Lyle Ingredients Americas LLC, as lessee.
3. Guaranty (Schedule No. 90004) dated as of June 29, 2012, by Tate & Lyle PLC in favor of Banc of America Leasing & Capital, LLC.
4. Amendment and Reaffirmation of Guaranty dated May 1, 2015 and effective as of July 1, 2015, by Tate & Lyle PLC for the benefit of Midwest Railcar Corporation.
5. Schedule Number 90004 dated as of June 29, 2012, between Midwest Railcar Corporation, as lessor, and Tate & Lyle Ingredients Americas LLC, as lessee.
6. Extension No. 1 to Schedule Number 90004 dated as of May 6, 2015, and effective as of July 1, 2015, between Midwest Railcar Corporation, as lessor, and Tate & Lyle Ingredients Americas LLC, as lessee.
7. Memorandum of Lease Agreement dated as of June 29, 2012, between Midwest Railcar Corporation, as lessor, and Tate & Lyle Ingredients Americas LLC, as lessee, recorded with the Surface Transportation Board on June 29, 2012 under recordation number 30272.
8. Memorandum of Lease Agreement dated as of June 29, 2012, between Midwest Railcar Corporation, as lessor, and Tate & Lyle Ingredients Americas LLC, as lessee, recorded with the Registrar General of Canada on June 29, 2012 at 4:14 PM.
9. Memorandum of Assignment of Lease dated as of September 29, 2015 between Midwest Railcar Corporation, as assignor, and Redwood Rail, LLC, as assignee, recorded with the Surface Transportation Board on October 5, 2015 and assigned recordation number 30272- A.

**Schedule 2 to
Memorandum of Lease and Collateral Assignment of Lease**

Railcars

One-Hundred Twenty-Seven (127) 5450 c.f., 286K GRL covered hopper railcars originally built by Trinity Industries in 1996 bearing the following reporting marks and numbers:

Reporting Marks & Numbers	Reporting Marks & Numbers	Reporting Marks & Numbers	Reporting Marks & Numbers
STLX005370	STLX005403	STLX005435	STLX005469
STLX005371	STLX005404	STLX005436	STLX005470
STLX005372	STLX005405	STLX005437	STLX005471
STLX005373	STLX005406	STLX005439	STLX005472
STLX005374	STLX005407	STLX005440	STLX005473
STLX005375	STLX005408	STLX005441	STLX005474
STLX005376	STLX005409	STLX005442	STLX005475
STLX005377	STLX005410	STLX005443	STLX005476
STLX005378	STLX005411	STLX005444	STLX005477
STLX005379	STLX005412	STLX005445	STLX005478
STLX005380	STLX005413	STLX005446	STLX005479
STLX005381	STLX005414	STLX005447	STLX005480
STLX005382	STLX005415	STLX005448	STLX005481
STLX005383	STLX005416	STLX005449	STLX005482
STLX005384	STLX005417	STLX005450	STLX005483
STLX005386	STLX005418	STLX005451	STLX005484
STLX005387	STLX005419	STLX005452	STLX005485
STLX005388	STLX005420	STLX005453	STLX005486
STLX005389	STLX005421	STLX005454	STLX005487
STLX005390	STLX005422	STLX005455	STLX005488
STLX005391	STLX005423	STLX005456	STLX005489
STLX005392	STLX005424	STLX005457	STLX005490
STLX005393	STLX005425	STLX005458	STLX005491
STLX005394	STLX005426	STLX005459	STLX005492
STLX005395	STLX005427	STLX005460	STLX005493
STLX005396	STLX005428	STLX005461	STLX005494
STLX005397	STLX005429	STLX005462	STLX005495
STLX005398	STLX005430	STLX005463	STLX005496
STLX005399	STLX005431	STLX005464	STLX005497
STLX005400	STLX005432	STLX005465	STLX005498

Reporting Marks & Numbers	Reporting Marks & Numbers	Reporting Marks & Numbers	Reporting Marks & Numbers
STLX005401	STLX005433	STLX005466	STLX005499
STLX005402	STLX005434	STLX005467	

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and 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: January 14, 2016



Claire E. Murphy