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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

July 2, 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 July 2, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being 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, Inc. 2200 East Eldorado Street Decatur, IL 62521

Chief, Section of Administration  
July 2, 2014  
Page 2

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

128 tank cars within the series STSX 4138 – STSX 4267 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 \$44.00 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

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MEMORANDUM OF LEASE AGREEMENT

dated as of July 2, 2014

between

TATE & LYLE INGREDIENTS AMERICAS LLC,

as Lessee

and

MIDWEST RAILCAR CORPORATION

as Lessor

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

§11301

on July \_\_, 2014 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 2, 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. 002 dated as of July 2, 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: RALPH TRORA  
Title: ASSISTANT TREASURER

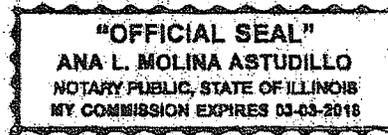
STATE OF ILLINOIS        )  
  ) ss.  
COUNTY OF COOK        )

I HEREBY CERTIFY, that on this \_\_\_ day of June 2014, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Ralph Tizola who acknowledged himself to be the <sup>Asst.</sup>~~Treasurer~~ 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 signature of said company by signing the name of the company by himself as the Asst. Treasurer

AS WITNESS my hand and notarial seal.

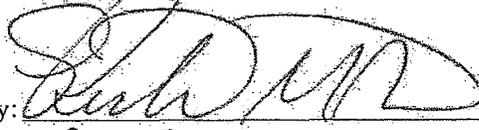
  
\_\_\_\_\_  
Notary Public

My commission expires: 03/03/2018



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: RICK FOLIO

Title: Executive Vice President

TATE & LYLE INGREDIENTS AMERICAS LLC

By: \_\_\_\_\_

Name:

Title:

STATE OF Maryland )  
 ) ss.  
COUNTY OF Baltimore )

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of June, 2014, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Pick Folio who acknowledged himself to be the ~~vice president~~<sup>executive</sup> 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 Wolf  
Notary Public

My commission expires:

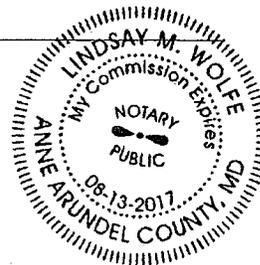


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE SCHEDULE

DESCRIPTION OF RAILCARS

<u>Description</u>	<u>Qty</u>	<u>Car Marks</u>
19,600 gallon Tank Cars with 286,000 lb. gross rail load	128	See attached Annex A to Exhibit No. 1

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

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STX 4267

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: 7/2/14

Edward M Luria  
Edward M. Luria