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

110 tank railcars within the series STSX 4520 – STSX 4637 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. 008 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 day of Dec, 2014, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Peter M. Caselli, 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

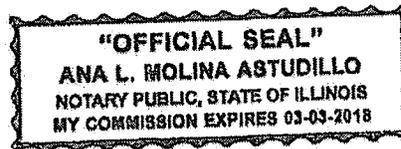


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE

DESCRIPTION OF RAILCARS

<u>Description</u>	<u>Qty</u>	<u>Car Marks</u>
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

1	ST SX	4520
2	ST SX	4521
3	ST SX	4522
4	ST SX	4523
5	ST SX	4524
6	ST SX	4525
7	ST SX	4527
8	ST SX	4528
9	ST SX	4529
10	ST SX	4530
11	ST SX	4531
12	ST SX	4532
13	ST SX	4534
14	ST SX	4535
15	ST SX	4536
16	ST SX	4537
17	ST SX	4538
18	ST SX	4539
19	ST SX	4540
20	ST SX	4542
21	ST SX	4543
22	ST SX	4544
23	ST SX	4545
24	ST SX	4546
25	ST SX	4547
26	ST SX	4548
27	ST SX	4549
28	ST SX	4550
29	ST SX	4551
30	ST SX	4552
31	ST SX	4553
32	ST SX	4554
33	ST SX	4555
34	ST SX	4556
35	ST SX	4557
36	ST SX	4558
37	ST SX	4559
38	ST SX	4560
39	ST SX	4561
40	ST SX	4562
41	ST SX	4563
42	ST SX	4564
43	ST SX	4565
44	ST SX	4566
45	ST SX	4567
46	ST SX	4568

47	STSX	4569
48	STSX	4570
49	STSX	4571
50	STSX	4572
51	STSX	4574
52	STSX	4575
53	STSX	4576
54	STSX	4577
55	STSX	4578
56	STSX	4579
57	STSX	4580
58	STSX	4581
59	STSX	4582
60	STSX	4583
61	STSX	4584
62	STSX	4585
63	STSX	4586
64	STSX	4587
65	STSX	4588
66	STSX	4590
67	STSX	4591
68	STSX	4592
69	STSX	4593
70	STSX	4594
71	STSX	4595
72	STSX	4596
73	STSX	4597
74	STSX	4599
75	STSX	4600
76	STSX	4601
77	STSX	4602
78	STSX	4603
79	STSX	4604
80	STSX	4606
81	STSX	4607
82	STSX	4608
83	STSX	4609
84	STSX	4610
85	STSX	4611
86	STSX	4612
87	STSX	4613
88	STSX	4614
89	STSX	4615
90	STSX	4616
91	STSX	4617
92	STSX	4618
93	STSX	4619
94	STSX	4620
95	STSX	4621

96	STSX	4622
97	STSX	4623
98	STSX	4625
99	STSX	4626
100	STSX	4627
101	STSX	4628
102	STSX	4629
103	STSX	4630
104	STSX	4631
105	STSX	4632
106	STSX	4633
107	STSX	4634
108	STSX	4635
109	STSX	4636
110	STSX	4637

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