

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 Termination, 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 22421.

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

Owner Trustee:	U.S. Bank National Association (successor to State Street Bank and Trust Company, N.A.) Goodwin Square 225 Asylum Street, 23rd Floor Hartford, CT 06103
Indenture Trustee:	Wells Fargo Bank Northwest, N.A. (successor in interest to First Security Bank, N.A.) 79 South Main Street, 3rd Floor Salt Lake City, UT 84111

Section Chief  
December 26, 2014  
Page 2

Lessee: Tate & Lyle Ingredients Americas LLC  
(f/k/a A.E. Staley Manufacturing  
Company)  
2200 Eldorado Street  
Decator, IL 62521

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

All railcars subject to the Memorandum of Lease and Lease Supplement No. 1 filed under Rec. No. 22421, the Trust Indenture and Security Agreement filed under Rec. No. 22421-A, the Memorandum of Lease Supplement No. 2 filed under Rec. No. 22421-B, the Memorandum of Lease Supplement No. 3 filed under Rec. No. 22421-D, the Memorandum of Indenture Supplement No. 2 filed under Rec. No. 22421-C, the Memorandum of Indenture Supplement No. 3 filed under Rec. No. 22421-E (as amended by the Memorandum of Amendment to Indenture Supplement No. 3 filed under Rec. No. 22421-G) are RELEASED, including but not limited to: 346 railcars, STSX 4046 and STSX 4405 – STSX 4749, inclusive; and 90 railcars, STLX 8000 – STLX 8089, inclusive.

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

Memorandum of Termination.

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,

  
for

Edward M. Luria

EML/cem  
Enclosures

MEMORANDUM OF TERMINATION

THIS MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of December 16, 2014, by and among TATE & LYLE INGREDIENTS AMERICAS LLC (formerly known as A.E. Staley Manufacturing Company) ("Lessee"), WELLS FARGO BANK NORTHWEST, N.A. (successor in interest to First Security Bank, National Association), not in its individual capacity, but solely as Indenture Trustee (the "Indenture Trustee") and U.S. BANK NATIONAL ASSOCIATION (successor to State Street Bank and Trust Company, N.A.), not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee" and together with Lessee and Indenture Trustee, the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Indenture (defined below).

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain Equipment Lease Agreement (GE/Staley Trust 1999A), dated as of September 15, 1999 (as amended, modified and/or supplemented from time to time, the "Lease") as supplemented by that certain Lease Supplement No. 1 (GE/Staley Trust 1999A), dated September 24, 1999 (the "Lease Supplement No. 1") and a memorandum of the Lease and Lease Supplement No. 1 was recorded with the Surface Transportation Board ("STB") on September 23, 1999 at 2:00 p.m. under Recordation No. 22421 and at the Office of the Registrar General of Canada (the "RGC") as Document Key 11950 covering the Equipment described therein;

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Trust Indenture and Security Agreement (GE/Staley Trust 1999A), dated as of September 15, 1999 (as amended, modified and/or supplemented from time to time, the "Indenture") as supplemented by that certain Indenture Supplement (GE/Staley Trust 1999A) No. 1 dated September 24, 1999 (the "Indenture Supplement No. 1") and a memorandum of the Indenture and Indenture Supplement No. 1 was recorded on September 23, 1999 at 2:00 p.m. under Recordation No. 22421-A and on September 24, 1999 at the RGC as Document Key 11951 covering the Equipment described therein;

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain Lease Supplement No. 2 (GE/Staley Trust 1999A) dated December 15, 1999 ("Lease Supplement No. 2"), a memorandum of which was recorded on December 15, 1999 at 1:14 p.m. under recordation number 22421-B and on December 4, 1999 at the RGC as Document Key 121977 and Lease Supplement No. 3 (GE/Staley Trust 1999A) dated March 15, 2000, a memorandum of which was recorded on March 15, 2000 at 1:57 p.m. under recordation number 22421-D, as amended by the Amendment to March Closing Documents No. 1 (GE/Staley Trust 1999A) which was evidenced by the Memorandum of Amendment to Lease Supplement No. 3 dated July 21, 2000 which was recorded on July 21, 2000 at 11:12 a.m. under recordation number 22421-F (as amended, "Lease Supplement No. 3");

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain Indenture Supplement (GE/Staley Trust 1999A) No. 2 dated December 15, 1999 ("Indenture Supplement No. 2"), a memorandum of which was recorded on December 15, 1999 at 1:14 p.m. under recordation number

22421-C and on December 12, 1999 at the RGC as Document Key 12198 and Indenture Supplement (GE/Staley Trust 1999A) No. 3 dated March 15, 2000, a memorandum of which was recorded on March 15, 2000 at 2:14 p.m. under recordation number 22421-E, as amended by the Amendment to March Closing Documents No. 1 (GE/Staley Trust 1999A) which was evidenced by the Memorandum of Amendment to Indenture Supplement No. 3 dated July 21, 2000 which was recorded on July 21, 2000 at 11:27 a.m. under recordation number 22421-G (as amended, "Indenture Supplement No. 3");

WHEREAS, Owner Trustee, Indenture Trustee and Lessee entered into that certain Memorandum of Partial Lease and Partial Indenture Termination dated as of July 2, 2014, which was recorded with the STB on July 2, 2014 at 1:40 p.m. under recordation number 22421-I and on July 2, 2014 at the RGC as Document Key 23700 covering the Equipment described therein.

WHEREAS, effective the date hereof, the Lease, together with Lease Supplement No. 2 and Lease Supplement No. 3 and the Indenture, together with Indenture Supplement No. 2 and Indenture Supplement No. 3, delivered with respect to the railroad equipment described in Schedule A hereto (the "Terminated Units") are terminated in full and the Lien of the Indenture is released in full;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment of the Terminated Units, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease and Indenture Termination with the STB pursuant to 49 USC Section 11301(a) and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.



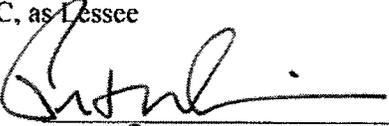
This Memorandum of Lease and Indenture Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

U.S. BANK NATIONAL ASSOCIATION, not  
in its individual capacity, but solely as Owner  
Trustee

By: Susan C. Chadbourne  
Name: Susan C. Chadbourne  
Title: Vice President

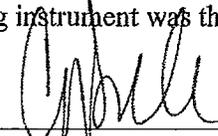
This Memorandum of Lease and Indenture Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

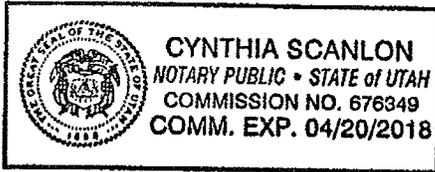
TATE & LYLE INGREDIENTS AMERICAS  
LLC, as Lessee

By:   
Name: Peter M Castell  
Title: President

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

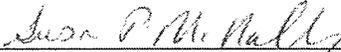
On this 12<sup>th</sup> day of December 2014, before me personally appeared Michael Arsenault, to me personally known, who, by me being duly sworn, says that he/she is Vice President of WELLS FARGO BANK NORTHWEST, N.A., and that the foregoing instrument was signed on behalf of said national banking association by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

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



STATE OF CONNECTICUT        )  
  ) SS.:  
COUNTY OF HARTFORD        )

On this \_\_\_\_\_ day of December, 2014, before me personally appeared Susan C. Chadbourne, to me personally known, who, by me being duly sworn, says that she is a Vice President of U.S. BANK NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said national banking association, by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

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

SUSAN P. McNALLY  
Notary Public, State of Connecticut  
My Commission Expires Mar. 31, 2015

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this 15<sup>th</sup> day of December 2014, before me personally appeared Peter M. Castelli, to me personally known, who, by me being duly sworn, says that he/she is President of TATE & LYLE INGREDIENTS AMERICAS LLC, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



A handwritten signature in black ink, appearing to read "Ana L. Molina Astudillo", written over a horizontal line.

Notary Public

SCHEDULE A  
to Memorandum of Lease and Indenture Termination

<u>Description</u>	<u>Qty</u>	<u>Car Marks</u>
19,636 Pressure Differential gallon Tank Cars with 286,000 lb. gross rail load	346	STSX 4046 and STSX 4405 through STSX 4749 (inclusive)
6300 cubic ft. Covered Hopper Railcars with 286,000 lb. gross rail load	90	STLX 8000 through STLX 8089 (inclusive)

**ANNEX 1**

**19,636 GALLON PRESSURE DIFFERENTIAL TANK RAILCARS WITH  
286,000 LBS GROSS RAIL LOAD**

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
STSX 4046	STSX 4447	STSX 4490	STSX 4538
STSX 4405	STSX 4448	STSX 4491	STSX 4539
STSX 4406	STSX 4449	STSX 4493	STSX 4540
STSX 4407	STSX 4450	STSX 4494	STSX 4542
STSX 4408	STSX 4451	STSX 4495	STSX 4543
STSX 4409	STSX 4452	STSX 4496	STSX 4544
STSX 4410	STSX 4453	STSX 4497	STSX 4545
STSX 4411	STSX 4454	STSX 4498	STSX 4546
STSX 4412	STSX 4455	STSX 4499	STSX 4547
STSX 4413	STSX 4456	STSX 4500	STSX 4548
STSX 4414	STSX 4457	STSX 4501	STSX 4549
STSX 4415	STSX 4458	STSX 4502	STSX 4550
STSX 4416	STSX 4459	STSX 4504	STSX 4551
STSX 4417	STSX 4460	STSX 4505	STSX 4552
STSX 4418	STSX 4461	STSX 4506	STSX 4553
STSX 4419	STSX 4462	STSX 4507	STSX 4554
STSX 4420	STSX 4463	STSX 4508	STSX 4555
STSX 4421	STSX 4464	STSX 4510	STSX 4556
STSX 4422	STSX 4465	STSX 4511	STSX 4557
STSX 4423	STSX 4466	STSX 4512	STSX 4558
STSX 4424	STSX 4467	STSX 4513	STSX 4559
STSX 4425	STSX 4468	STSX 4514	STSX 4560
STSX 4426	STSX 4469	STSX 4515	STSX 4561
STSX 4428	STSX 4470	STSX 4517	STSX 4562
STSX 4429	STSX 4472	STSX 4518	STSX 4563
STSX 4430	STSX 4473	STSX 4519	STSX 4564
STSX 4431	STSX 4474	STSX 4520	STSX 4565
STSX 4432	STSX 4475	STSX 4521	STSX 4566
STSX 4433	STSX 4476	STSX 4522	STSX 4567
STSX 4434	STSX 4477	STSX 4523	STSX 4568
STSX 4435	STSX 4478	STSX 4524	STSX 4569
STSX 4436	STSX 4479	STSX 4525	STSX 4570
STSX 4437	STSX 4480	STSX 4527	STSX 4571
STSX 4438	STSX 4481	STSX 4528	STSX 4572
STSX 4439	STSX 4482	STSX 4529	STSX 4574
STSX 4440	STSX 4483	STSX 4530	STSX 4575
STSX 4441	STSX 4484	STSX 4531	STSX 4576
STSX 4442	STSX 4485	STSX 4532	STSX 4577
STSX 4443	STSX 4486	STSX 4534	STSX 4578
STSX 4444	STSX 4487	STSX 4535	STSX 4579
STSX 4445	STSX 4488	STSX 4536	STSX 4580
STSX 4446	STSX 4489	STSX 4537	STSX 4581

<b><u>Car Number</u></b>	<b><u>Car Number</u></b>	<b><u>Car Number</u></b>	<b><u>Car Number</u></b>
STSX 4582	STSX 4627	STSX 4668	STSX 4709
STSX 4583	STSX 4628	STSX 4669	STSX 4710
STSX 4584	STSX 4629	STSX 4670	STSX 4711
STSX 4585	STSX 4630	STSX 4671	STSX 4712
STSX 4586	STSX 4631	STSX 4672	STSX 4713
STSX 4587	STSX 4632	STSX 4673	STSX 4714
STSX 4588	STSX 4633	STSX 4674	STSX 4715
STSX 4590	STSX 4634	STSX 4675	STSX 4716
STSX 4591	STSX 4635	STSX 4676	STSX 4717
STSX 4592	STSX 4636	STSX 4677	STSX 4718
STSX 4593	STSX 4637	STSX 4678	STSX 4719
STSX 4594	STSX 4638	STSX 4679	STSX 4720
STSX 4595	STSX 4639	STSX 4680	STSX 4721
STSX 4596	STSX 4640	STSX 4681	STSX 4722
STSX 4597	STSX 4641	STSX 4682	STSX 4723
STSX 4599	STSX 4642	STSX 4683	STSX 4725
STSX 4600	STSX 4643	STSX 4684	STSX 4726
STSX 4601	STSX 4644	STSX 4685	STSX 4727
STSX 4602	STSX 4645	STSX 4686	STSX 4728
STSX 4603	STSX 4646	STSX 4687	STSX 4729
STSX 4604	STSX 4647	STSX 4688	STSX 4730
STSX 4606	STSX 4648	STSX 4689	STSX 4731
STSX 4607	STSX 4649	STSX 4690	STSX 4732
STSX 4608	STSX 4650	STSX 4691	STSX 4733
STSX 4609	STSX 4651	STSX 4692	STSX 4734
STSX 4610	STSX 4652	STSX 4693	STSX 4735
STSX 4611	STSX 4653	STSX 4694	STSX 4736
STSX 4612	STSX 4654	STSX 4695	STSX 4737
STSX 4613	STSX 4655	STSX 4696	STSX 4738
STSX 4614	STSX 4656	STSX 4697	STSX 4739
STSX 4615	STSX 4657	STSX 4698	STSX 4740
STSX 4616	STSX 4658	STSX 4699	STSX 4741
STSX 4617	STSX 4659	STSX 4700	STSX 4742
STSX 4618	STSX 4660	STSX 4701	STSX 4743
STSX 4619	STSX 4661	STSX 4702	STSX 4744
STSX 4620	STSX 4662	STSX 4703	STSX 4746
STSX 4621	STSX 4663	STSX 4704	STSX 4747
STSX 4622	STSX 4664	STSX 4705	STSX 4748
STSX 4623	STSX 4665	STSX 4706	STSX 4749
STSX 4625	STSX 4666	STSX 4707	
STSX 4626	STSX 4667	STSX 4708	

ANNEX 2

6300 CUBIC FT. COVERED HOPPER RAILCARS WITH  
286,000 LBS GROSS RAIL LOAD

<b>Car Number</b>	<b>Car Number</b>
STLX 8000	STLX 8046
STLX 8001	STLX 8047
STLX 8002	STLX 8048
STLX 8003	STLX 8049
STLX 8004	STLX 8050
STLX 8005	STLX 8051
STLX 8006	STLX 8052
STLX 8007	STLX 8053
STLX 8008	STLX 8054
STLX 8009	STLX 8055
STLX 8010	STLX 8056
STLX 8011	STLX 8057
STLX 8012	STLX 8058
STLX 8013	STLX 8059
STLX 8014	STLX 8060
STLX 8015	STLX 8061
STLX 8016	STLX 8062
STLX 8017	STLX 8063
STLX 8018	STLX 8064
STLX 8020	STLX 8065
STLX 8021	STLX 8066
STLX 8022	STLX 8067
STLX 8023	STLX 8068
STLX 8024	STLX 8069
STLX 8025	STLX 8070
STLX 8026	STLX 8071
STLX 8027	STLX 8072
STLX 8028	STLX 8073
STLX 8029	STLX 8074
STLX 8030	STLX 8075
STLX 8031	STLX 8076
STLX 8032	STLX 8077
STLX 8034	STLX 8078
STLX 8035	STLX 8079
STLX 8036	STLX 8080
STLX 8037	STLX 8081
STLX 8038	STLX 8082
STLX 8040	STLX 8083
STLX 8041	STLX 8084
STLX 8042	STLX 8085
STLX 8043	STLX 8086
STLX 8044	STLX 8087
STLX 8045	STLX 8088
	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