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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
Page 2

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

110 tank railcars within the series STSX 4638 – STSX 4749 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. 009 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").

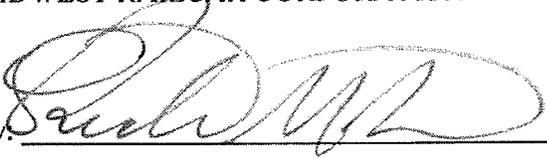
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for in the Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Schedule.

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 Maryland)
COUNTY OF Baltimore) ss.

I HEREBY CERTIFY, that on this 7th day of December, 2014, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Rick Folio who acknowledged himself to be the Executive Vice President 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 Woye
Notary Public

My commission expires:



STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

I HEREBY CERTIFY, that on this 15th 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: 03/02/18

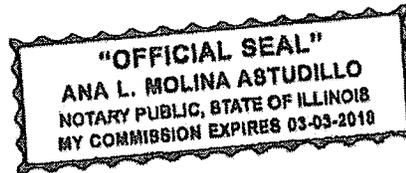


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE

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	STX	4638
2	STX	4639
3	STX	4640
4	STX	4641
5	STX	4642
6	STX	4643
7	STX	4644
8	STX	4645
9	STX	4646
10	STX	4647
11	STX	4648
12	STX	4649
13	STX	4650
14	STX	4651
15	STX	4652
16	STX	4653
17	STX	4654
18	STX	4655
19	STX	4656
20	STX	4657
21	STX	4658
22	STX	4659
23	STX	4660
24	STX	4661
25	STX	4662
26	STX	4663
27	STX	4664
28	STX	4665
29	STX	4666
30	STX	4667
31	STX	4668
32	STX	4669
33	STX	4670
34	STX	4671
35	STX	4672
36	STX	4673
37	STX	4674
38	STX	4675
39	STX	4676
40	STX	4677
41	STX	4678
42	STX	4679
43	STX	4680
44	STX	4681
45	STX	4682
46	STX	4683

47	STX	4684
48	STX	4685
49	STX	4686
50	STX	4687
51	STX	4688
52	STX	4689
53	STX	4690
54	STX	4691
55	STX	4692
56	STX	4693
57	STX	4694
58	STX	4695
59	STX	4696
60	STX	4697
61	STX	4698
62	STX	4699
63	STX	4700
64	STX	4701
65	STX	4702
66	STX	4703
67	STX	4704
68	STX	4705
69	STX	4706
70	STX	4707
71	STX	4708
72	STX	4709
73	STX	4710
74	STX	4711
75	STX	4712
76	STX	4713
77	STX	4714
78	STX	4715
79	STX	4716
80	STX	4717
81	STX	4718
82	STX	4719
83	STX	4720
84	STX	4721
85	STX	4722
86	STX	4723
87	STX	4725
88	STX	4726
89	STX	4727
90	STX	4728
91	STX	4729
92	STX	4730
93	STX	4731
94	STX	4732
95	STX	4733

96	STSX	4734
97	STSX	4735
98	STSX	4736
99	STSX	4737
100	STSX	4738
101	STSX	4739
102	STSX	4740
103	STSX	4741
104	STSX	4742
105	STSX	4743
106	STSX	4744
107	STSX	4746
108	STSX	4747
109	STSX	4748
110	STSX	4749

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