

RECORDATION NO. 29568 FILED

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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

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LOUIS E. GITOMER
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December 6, 2010

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 6, 2010. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062

Lessee:

Tate & Lyle Ingredients Americas, Inc.
2200 East Eldorado Street
Decatur, Illinois 62521

A description of the equipment covered by the Memorandum of Lease Agreement consists of 56 Power Flo cars numbered SSPX 1025-1069, inclusive, and 1071-1081, inclusive.

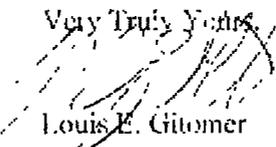
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
December 6, 2010
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Midwest Railcar Corporation, 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062, and Tate & Lyle Ingredients Americas, Inc., 2200 East Eldorado Street, Decatur, Illinois, covering 56 Power Flo cars numbered SSPX 1025-1069, inclusive, and 1071-1081, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

DEC 06 '10 -2 38 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 6, 2010

between

TATE & LYLE INGREDIENTS AMERICAS, INC.,
as Lessee

and

MIDWEST RAILCAR CORPORATION
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on December 6, 2010 at . . . :m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 6, 2010, by and between TATE & LYLE INGREDIENTS AMERICAS, INC. ("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. 90003 dated as of December 6, 2010 (the "Schedule") between Lessor and Lessee. The Schedule incorporates by reference the terms and conditions of that certain Rail Equipment Net Leasing Agreement dated as of December 6, 2010 (the "Master Agreement") between Lessee and Banc of America Leasing & Capital, LLC ("BALC"). BALC has assigned to Lessor, all of BALC's rights, title and interest under the Master Agreement (to the extent related to the Schedule and the Railcars) including, without limitation, the right for Lessor to directly enter into the Schedule with Lessee and acquire the Railcars for lease to Lessee. The Schedule and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein, as, the "Lease").

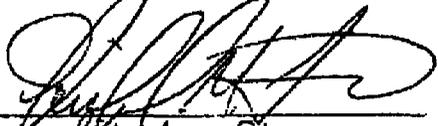
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for in the Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Schedule.

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: Richard M. Fali
Title: EVP & CFO

TATE & LYLE INGREDIENTS AMERICAS, INC.

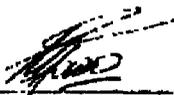
By: _____
Name:
Title:

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, INC.

By:  _____
Name: Ralph Tizora
Title: Treasurer

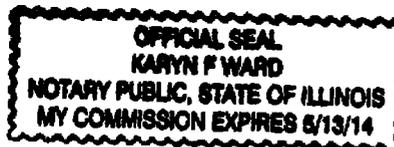
STATE OF Illinois)
) ss.
COUNTY OF Madison)

I HEREBY CERTIFY, that on this 3rd day of December, 2010, before me, the undersigned, a Notary Public of the State of ILLINOIS, personally appeared Richard M. Falso, who acknowledged himself to be the EVP & CFO 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 EVP & CFO of said company by signing the name of the company by himself as the EVP & CFO.

AS WITNESS my hand and notarial seal.

Karyn F. Ward
Notary Public

My commission expires: 5/13/14



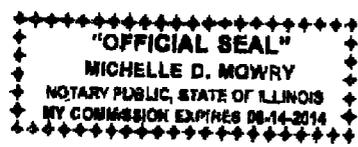
STATE OF ILLINOIS)
) ss.
COUNTY OF MACON)

I HEREBY CERTIFY, that on this ____ day of December, 2010, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Ralph Tizora, who acknowledged himself to be the Treasurer of TATE & LYLE INGREDIENTS AMERICAS, INC., 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 Treasurer of said company by signing the name of the company by himself as the Treasurer.

AS WITNESS my hand and notarial seal.

Michelle D. Mowry
Notary Public

My commission expires 6-17-14



**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE**

DESCRIPTION OF RAILCARS

**56 Power Flo Railcars (inclusive):
SSPX 1025 – SSPX 1069
SSPX 1071 – SSPX 1081**