RECORDATION NO 30315 FILED
July 30, 2012 03:15 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 30, 2012

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 30, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: MWCX, LLC
Dolfield Office Park,
300 Redland Court, Suite 213
Owings Mills, MD 21117

Lessee: Tate & Lyle Ingredients Americas, Inc.
2200 East Eldorado Street
Decatur, IL 62521

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

122 railcars: STSX 3150 – STSX 3274 (excluding 3156, 3196 and 3268).

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 $41.00 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,

Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of July 30, 2012

between

TATE & LYLE INGREDIENTS AMERICAS LLC,
as Lessee

and

MWCX, LLC
as Lessor

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

on July 30, 2012 at ____:_____ __.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 30, 2012, by and between TATE & LYLE INGREDIENTS AMERICAS LLC ("Lessee") and MWCX, LLC ("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. 90007 dated as of July 30, 2012 (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.

MWCX, LLC

By:_____
Name: Rick Folio
Title: Executive Vice President

TATE & LYLE INGREDIENTS AMERICAS LLC

By:_____
Name:
Title:

STATE OF Maryland)
) ss.
COUNTY OF Harford)

I HEREBY CERTIFY, that on this 25 day of July, 2012, 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 MWCX, 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 _____ of said company by signing the name of the company by himself as the _____.

AS WITNESS my hand and notarial seal.

Angela Christine Whaples
Notary Public

My commission expires: 5/16/2016.

ANGELA CHRISTINE WHAPLES
NOTARY
PUBLIC
HARFORD COUNTY, MD

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.

MWCX, LLC

By:_____
Name:
Title:

TATE & LYLE INGREDIENTS AMERICAS LLC

By:_____
Name:
Title:

STATE OF Illinois)
) ss.
COUNTY OF Cook)

I HEREBY CERTIFY, that on this 27 day of July, 2012, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Peter Castelli, who acknowledged himself to be the Grp VP, General Counsel 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 Signatory of said company by signing the name of the company by himself as the Grp VP, General Counsel

AS WITNESS my hand and notarial seal.

Notary Public

My commission expires: 12.7.2015.

"OFFICIAL SEAL"
LESLIE A. KOVACEVIC
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 12-07-2015

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE

DESCRIPTION OF RAILCARS

STSX 3150-3155, inclusive
STSX 3157-3195, inclusive
STSX 3197-3267, inclusive
STSX 3269-3274, inclusive (total 122 cars)

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: 7/30/12

Edward M Luria

Edward M. Luria