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December 28, 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 December 28, 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: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

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

Chief, Section of Administration
December 28, 2012
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A description of the railroad equipment covered by the enclosed document is:

49 power flo covered hopper railcars: SSPX 1232 – SSPX 1281
(excluding SSPX 1278).

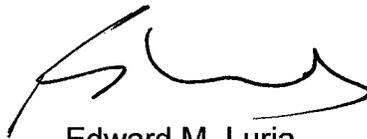
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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 28, 2012

between

TATE & LYLE INGREDIENTS AMERICA LLC,
as Lessee

and

MIDWEST RAILCAR CORPORATION
as Lessor

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

on December 28, 2012 at 3 : 45 p.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 28, 2012, 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. 90012 dated as of December 28, 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.

MIDWEST RAILCAR CORPORATION

By: 

Name: Richard M. Folio
Title: Executive Vice President & CFO

TATE & LYLE INGREDIENTS AMERICAS LLC

By: _____
Name:
Title:

STATE OF Maryland)
) ss.
COUNTY OF Harford)

I HEREBY CERTIFY, that on this 19 day of December, 2012, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folio, who acknowledged himself to be the Executive Vice President + 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 _____ of said company by signing the name of the company by himself as the _____.

AS WITNESS my hand and notarial seal.

Angela Wheatley
Notary Public

My commission expires: 5/16.



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:

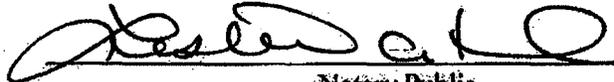
TATE & LYLE INGREDIENTS AMERICAS LLC

By:  _____
Name: RALPH TZORA
Title: ASSISTANT TREASURER

STATE OF Illinois)
) ss.
COUNTY OF Cook)

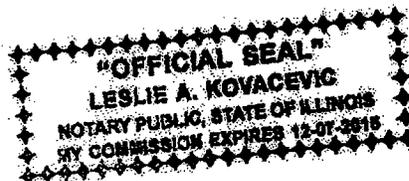
I HEREBY CERTIFY, that on this 21 day of December, 2012, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Ralph J. Zora, who acknowledged himself to be the Assistant Treasurer of TATE & LYLE INGREDIENTS AMERICAS LLC known (or satisfactorily proven), to be the 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 Assistant Treasurer.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 12/7/2015.



SCHEDULE A
TATE & LYLE INGREDIENTS AMERICAS LLC

SCHEDULE NO. 90012

| No. of Units | Unit Types | Unit Marks |
|--------------|--|---|
| 49 | 1997 Trinity Power-Flo Pressure Differential Covered Hopper Cars, 5,125 C.F., all-steel, one compartment, five pocket, stub sill 286K GRL, 14.7 PSI operating pressure | SSPX 1232-1277 SSPX 1279-1281 INCLUSIVE |

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: 12/28/12

Edward M Luria
Edward M. Luria