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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

June 28, 2013

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 June 28, 2013, 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 |

Chief, Section of Administration
June 28, 2013
Page 2

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

24 tank railcars: STSX 3401 – STSX 3424.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of June 28, 2013

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 June 28, 2013 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 28, 2013, 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. 90013 dated as of June 28, 2013 (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: Richard M. Folio
Title: VP

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.

MWCX, LLC

By: _____
Name:
Title:

TATE & LYLE INGREDIENTS AMERICAS LLC

By:  _____
Name: RALPH TEO RA
Title: ASSISTANT TREASURER

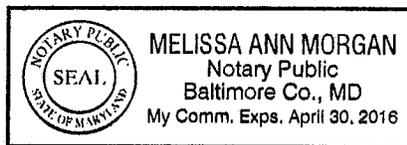
STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 24 day of June, 2013, 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 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 Executive Vice-President of said company by signing the name of the company by himself as the Executive Vice-President

AS WITNESS my hand and notarial seal.

Melissa Ann Morgan
Notary Public

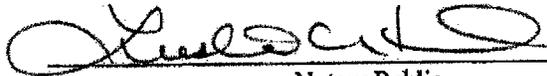
My commission expires: 4/30/16.



STATE OF Illinois)
) ss.
COUNTY OF COOK)

I HEREBY CERTIFY, that on this 24 day of June, 2013, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Ralph Tizora, who acknowledged himself to be the Asst. 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 Asst. Treasurer.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 12/5/2015.



EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE

DESCRIPTION OF RAILCARS

| Number of Units | Unit Types | Unit Marks |
|----------------------------|------------------------------------------------|------------------------------------|
| 24 | 1997 TRINITY TANK CARS; 19,636 GALLON CAPACITY | STX 3401 - STX 3424 (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: 6/28/13

Edward M. Luria
Edward M. Luria