

**JOHN D. HEFFNER, PLLC**

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SURFACE TRANSPORTATION BOARD

By Hand

January 10, 2005

Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a lease, a primary document, dated December 1, 2004.

The names and addresses of the parties to the document are as follows:

Lessor: National Railway Equipment Co.  
14400 S. Robey Street  
Dixmoor, IL 60426

Lessee: Corn Products U.S., a business  
unit of Corn Products  
International, Inc.  
5 Westbrook Corporate Center  
Westchester, IL 60154.

A description of the equipment covered by the document follows: The equipment being leased consists of fifty-six 17000-18000 gal EC/tank cars. Their unit numbers extend from number 4341 to number 4465, inclusive.

A fee of \$32.00 is enclosed.

Hon. Vernon A. Williams  
January 10, 2005  
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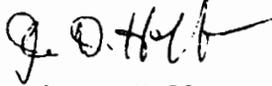
A short summary of the document to appear in the index follows: Lease between National Railway Equipment Co., 14400 S. Robey Street, Dixmoor, IL 60426 and Corn Products U.S., a business unit of Corn Products International, Inc., 5 Westbrook Corporate Center, Westchester, IL 60154 dated December 1, 2004, and covering fifty-six 17000-18000 gal EC/tank cars extending from unit number 4341 to unit number 4465, inclusive.

Please date stamp and return one copy of this letter

Respectfully submitted,

National Railway Equipment Co.

By its attorney,

A handwritten signature in black ink, appearing to read "J. D. Heffner", written in a cursive style.

John D. Heffner

cc: Robert Loewer, Esq.

Schedule 1

UNITS ACCEPTED BY LESSEE AS OF December 1, 2004

UNIT NUMBERS

1	CCLX	4341
2	CCLX	4346
3	CCLX	4351
4	CCLX	4365
5	CCLX	4374
6	CCLX	4398
7	CCLX	4408
8	CCLX	4414
9	CCLX	4415
10	CCLX	4417
11	CCLX	4421
12	CCLX	4422
13	CCLX	4425
14	CCLX	4427
15	CCLX	4431
16	CCLX	4437
17	CCLX	4441
18	CCLX	4455
19	CCLX	4460
20	CCLX	4462
21	CCLX	4463
22	CCLX	4468
23	CCLX	4469
24	CCLX	4471
25	CCLX	4474
26	CCLX	4476
27	CCLX	4493
28	CCLX	4497
29	CCLX	4499
30	CCLX	4500
31	CCLX	4503

32	CCLX	4507
33	CCLX	4508
34	CCLX	4515
35	CCLX	4353
36	CCLX	4354
37	CCLX	4369
38	CCLX	4373
39	CCLX	4380
40	CCLX	4384
41	CCLX	4399
42	CCLX	4400
43	CCLX	4416
44	CCLX	4423
45	CCLX	4424
46	CCLX	4426
47	CCLX	4429
48	CCLX	4432
49	CCLX	4435
50	CCLX	4440
51	CCLX	4444
52	CCLX	4445
53	CCLX	4452
54	CCLX	4456
55	CCLX	4458
56	CCLX	4465

Corn Products U.S., a business unit of  
Corn Products International, Inc.

"Lessee"

By: Thomas Washburn  
Name Thomas Washburn  
Title Director, Truck & Rail

Address: 5 Westbrook Corporate Center  
Westchester, IL 60154

National Railway Equipment Co.

"Lessor"

By: J. J. Beal  
Name J. J. Beal  
Title PRESIDENT

Address:

STATE OF Illinois )  
 ) SS.  
COUNTY OF Cook )

On this 14<sup>th</sup> day of December, 2004, before me appeared Thomas Waszkiewicz, the person who signed this instrument who acknowledged that ~~he~~ <sup>he is the Director, Trucks</sup> ~~is~~ <sup>is</sup> the ~~owner~~ <sup>owner</sup> of Cann Products International, Inc. US. and that, being duly authorized, ~~he~~ <sup>he</sup> signed such instrument as a free act on behalf of said corporation.

*Cheryl A. Rutgens*

CHERYL A. RUTGENS  
Notary Public

[Seal]



My Commission Expires:

5-10-08

STATE OF ILLINOIS     )  
  ) SS.  
COUNTY OF Jefferson     )

On this 17<sup>th</sup> day of December, 2004, before me appeared L. J. Beal, the person who signed this instrument who acknowledged that (s)he is the President of NATIONAL RAILWAY EQUIPMENT CO. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Michele Lisenby

Michele Lisenby  
Notary Public

[Seal]



My Commission Expires:

11-16-08

STATE OF Illinois )

) SS.

COUNTY OF Cock )

On this 14<sup>th</sup> day of December, 2004, before me appeared <sup>Cheryl K. Deave and</sup> ~~she is~~ <sup>Kimberly A. Hunter and</sup> ~~the VP and CFO~~ <sup>and CEO</sup> ~~they are~~ <sup>Corporate Treasurer</sup> of Corn Products International, Inc. and that, being duly authorized, ~~she~~ <sup>they</sup> signed such instrument as a free act on behalf of said corporation.

Cheryl A. Rutgens



CHERYL A. RUTGENS  
Notary Public

My Commission Expires:

5-10-08

STATE OF ILLINOIS        )  
  ) SS.  
COUNTY OF Jefferson        )

On this 17<sup>th</sup> day of December, 2004, before me appeared L. J. Beal, the person who signed this instrument who acknowledged that (s)he is the President of NATIONAL RAILWAY EQUIPMENT CO. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Michele Lisentby

*Michele Lisentby*  
Notary Public

[Seal]



My Commission Expires:

11-16-08