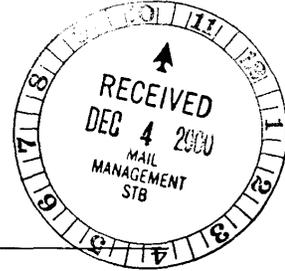


LLX Rail, Inc.
1020 Washington Ave.
Chicago Heights, IL 60411
Ph. 708/754-4100 * Fx. 708/754-4473



April 25, 2000

RECORDATION NO. 23272 FILED

DEC 2 1 '00 4-8 2 PM
TS
SURFACE TRANSPORTATION BOARD

Secretary's Office
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, D.C. 20423-0001
Attention: Recordation Unit- Ms. Taledia Stokes

RE: LLX Rail, Inc.

Dear Ms. Stokes:

On behalf of LLX Rail, Inc. I am enclosing for recording an original and two counterparts of a primary document, not previously recorded entitled: "Memorandum of Lease" dated as of March 17, 2000. Also enclosed is a check for \$26 payable to the "Surface Transportation Board."

The names and addresses of the parties is as follows:

LLX Rail, Inc. (LESSOR)
1020 Washington Ave.
Chicago Heights, IL 60411
Attn: Mr. B. Ken Forgey III

Corn Products International, Inc. (LESSEE)
6400 South Archer Avenue
Bedford Park, IL 60501-1945
Attn: Ms. Gloria L. Griesinger

The equipment covered by the document is LLX 164 SW10 locomotive bearing the reporting marks as described in the attached schedule.

A short summary of the document to appear in the index is as follows: "Lease Agreement between LLX Rail, Inc. 1020 Washington, Chicago Heights, Illinois 60411, as Lessor, and Corn Products International, Inc., address 6400 South Archer Avenue, Bedford, IL, 60501-1945, dated March 17, 2000, and covering locomotives bearing the reporting marks as filed with the STB."

Once the document has been recorded, please return to me (at the address on the letterhead above) the stamped original and any extra counterparts not needed by the STB.

Sincerely,

A handwritten signature in black ink, appearing to read "B.K. Forgey III". The signature is written in a cursive style with a prominent flourish at the end.

B. K. Forgey III
President

SCHEDULE "A"

Lessor shall lease locomotive LLX 164 with the following equipment:

LLX 164
A. Model - SW10
B. Horsepower - 1200
C. Weight - 125 Ton
D. Diesel Engine - 567BE
E. Air Brakes - 26NL
F. Truck Assembly - AAR
G. Wheels - 6 ½ x 12 Roller bearing
H. Traction motors - D77

The rental sum for the locomotive is \$5200.00 per month, and at the end of the five-year lease term, the unit can be purchased for fair market value.

Rental sum shall include unlimited maintenance and shall be provided by the lessor. Lessor shall supply all replacement parts, lubricants, filters, including all maintenance inspections and filter changes, excluding diesel engine oil, brake shoes, sand and anti-freeze.

Rent commencement date is on or about November 30, 1999.

RECORDATION NO. 23272 FILED

DEC 21 '00 4-32 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Master Lease Agreement dated as of November 5, 1999 (collectively, the "Lease Agreement"), between LLX Rail, Inc. ("Lessor"), as lessor, and Corn Products International, Inc. ("Lessee"), as lessee, Lessor has leased to Lessee the locomotive equipment identified on the exhibit attached hereto and entitled "Description of Locomotive" (the "Locomotives"). Said lease of the Locomotive is referred to hereinafter as the "Lease."
2. The addresses of the parties are as follows:

LLX Rail, Inc. (Lessor)
1020 Washington Ave.
Chicago Heights, IL 60411

Corn Products International, Inc. (Lessee)
6400 South Archer Avenue
Bedford Park, IL 60501-1945
3. The term of the Lease has already commenced and is scheduled to end approximately on November 30, 2004.
4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.
5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on Next Page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 3-17-00.

LLX Rail, Inc.

BY: BK Forgy III

Name: B. Ken Forgy III

Title: President

State of Illinois, County of Cook

On 3-17-00, 2000, before me personally appeared B Ken Forgy III, to me personally known, who being by me duly sworn says that he is President of LLX Rail, Inc., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret Palm
Notary Public
My commission expires:

[NOTARIAL SEAL]
"OFFICIAL SEAL"
Margaret Palm
Notary Public, State of Illinois
My Commission Expires June 12, 2002

[Execution continued on the next page; remainder of this page intentionally left blank]

Corn Products International, Inc.

BY: *Gloria L. Griesinger*

Name: Gloria L. Griesinger

Title: Assistant Treasurer

State of Illinois, County of Cook

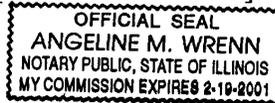
On June 23, 2000, before me personally appeared Gloria L. Griesinger, to me personally known, who being by me duly sworn says that he is Assistant Treasurer of Corn Products International, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Angeline M. Wrenn

Notary Public

My commission expires: 2-19-2001

[NOTARIAL SEAL]



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Rent commencement date is on or about November 30, 1999.