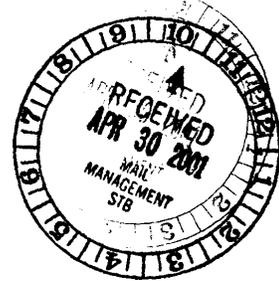




# NATIONAL CAR SYSTEMS

Railroad Equipment Leasing & Sales  
Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street NW  
Washington DC 20423-0001

RECORDATION NO. 23474 FILED  
APR 30 '01 10-80 AM  
SURFACE TRANSPORTATION BOARD



Dear Secretary:

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

The document is a Memorandum of Lease, a primary document dated February 27, 2001.

The names and addresses of the parties are as follows:

Lessor: National Car Systems Inc.  
222 West Gregory, Suite 231  
Kansas City Missouri 64114-1127  
Attn: Gary Vontz  
Phone & Fax 816-444-6663

Lessee: Corn Products International, Inc.  
6500 South Archer Avenue  
Bedford Park, Illinois 60501-1945  
Attn: Daniel L. Musson  
Phone: 708-563-5329, Fax: 708-563-6966

The equipment involved is one hundred and seventy (170) rotary open top gondola cars, AAR designation J312(GT). The cars bear the following marks and numbers:

NCEX 1 through NCEX 5, NCEX 7 through NCEX 15  
NCEX 17 through NCEX 19, NCEX 22 through NCEX 23,  
NCEX 25, NCEX 27 through NCEX 30,  
NCEX 32, NCEX 34 through NCEX 35,  
NCEX 39 through NCEX 42  
NCEX 46, NCEX 49, NCEX 50, NCEX 51, NCEX 53, NCEX 55  
NCEX 56, NCEX 58, NCEX 59, NCEX 60 NCEX 62, NCEX 63,  
NCEX 64 NCEX 67 through NCEX 70  
NCEX 72 through NCEX 76, NCEX 78,

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NCEX 80 through NCEX 88, NCEX 91  
NCEX 95 through NCEX 102, NCEX 105, NCEX 106, NCEX 108  
NCEX 109, NCEX 111, NCEX 112, NCEX 114 through NCEX 117  
NCEX 119 NCEX 121 through NCEX 123  
NCEX 125 NCEX 127 through NCEX 130,  
NCEX 132 through NCEX 140  
NCEX 143, NCEX 145, NCEX 149, NCEX 150 through NCEX 154,  
NCEX 156 NCEX 158, NCEX 159, NCEX 161 through NCEX 163,  
NCEX 166 through NCEX 170, NCEX 172, NCEX 173  
NCEX 176 through NCEX 184, NCEX 186 through NCEX 193,  
NCEX 195 NCEX 197 through NCEX 198,  
NCEX 200 through NCEX 206,  
NCEX 208 through NCEX 210, NCEX 212  
NCEX 214 through NCEX 216, NCEX 218, NCEX 220, NCEX 221,  
NCEX 223 through NCEX 227, NCEX 229, NCEX 231, NCEX 232,  
NCEX 237, NCEX 239, NCEX 240, NCEX 242

A fee of \$28.00 is enclosed.

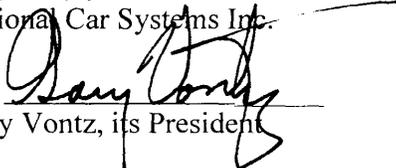
Please return the original and any extra copies not needed by the Board for recordation in the enclosed self addressed FEDEX envelope to:

National Car Systems Inc.  
222 West Gregory, Suite 231  
Kansas City Missouri 64114-1127  
Attn: Gary Vontz  
Phone 816-444-6663

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

This is a three year lease between lessor National Car Systems Inc. 222 West Gregory, Suite 231, Kansas City, Missouri 64114-1127, and lessee, Corn Products International, Inc., 6500 South Archer Avenue, Bedford Park, Illinois 60501-1933, dated February 27, 2001 covering one hundred and seventy (170) rotary open top gondola cars, AAR designation J312 (GT).

Very truly yours,  
National Car Systems Inc.

By:   
Gary Vontz, its President

RECORDATION NO. 23474 FILED

**MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT**

APR 30 '01 10-80 AM

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT** IS intended to evidence the Railcar Equipment Lease, dated as of February 27, 2001 (the "Lease" between National Car Systems, Inc, a Missouri Corporation (the "Lessor"), and Corn Products International, Inc., a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 U.S.C. 11303. The Lessor is the owner of 170 open top gondolas more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 28<sup>th</sup> day of April, 2001.

**"Lessor"**

National Car Systems Inc

By: Gary L. Vontz  
Gary L. Vontz

Title: President

ATTEST:

Bonnie Vontz

Title: Secretary

**"Lessee"**

Corn Products International, Inc.

By: Cheryl H. Bell

Title: Treasurer

ATTEST:

Jeff Jensen

Title: Corp. Treasury Analyst

## ANNEX A

One hundred seventy (170) open top rotary coupler rail gondolas, AAR mechanical designation J312 (GT), built in 1979 bearing the following marks and numbers:

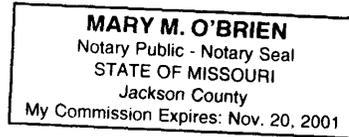
NCEX	1	NCEX	64	NCEX	126	NCEX	184
NCEX	2	NCEX	67	NCEX	127	NCEX	186
NCEX	3	NCEX	68	NCEX	128	NCEX	187
NCEX	4	NCEX	69	NCEX	129	NCEX	188
NCEX	5	NCEX	70	NCEX	130	NCEX	189
NCEX	7	NCEX	72	NCEX	132	NCEX	190
NCEX	8	NCEX	73	NCEX	133	NCEX	191
NCEX	9	NCEX	74	NCEX	134	NCEX	192
NCEX	10	NCEX	75	NCEX	135	NCEX	193
NCEX	11	NCEX	76	NCEX	136	NCEX	195
NCEX	12	NCEX	78	NCEX	137	NCEX	197
NCEX	13	NCEX	80	NCEX	138	NCEX	198
NCEX	14	NCEX	81	NCEX	139	NCEX	200
NCEX	15	NCEX	82	NCEX	140	NCEX	201
NCEX	17	NCEX	83	NCEX	143	NCEX	202
NCEX	18	NCEX	84	NCEX	145	NCEX	203
NCEX	19	NCEX	85	NCEX	149	NCEX	204
NCEX	22	NCEX	86	NCEX	150	NCEX	205
NCEX	23	NCEX	87	NCEX	151	NCEX	206
NCEX	25	NCEX	88	NCEX	152	NCEX	208
NCEX	27	NCEX	91	NCEX	153	NCEX	209
NCEX	28	NCEX	95	NCEX	154	NCEX	210
NCEX	29	NCEX	96	NCEX	156	NCEX	212
NCEX	30	NCEX	97	NCEX	158	NCEX	214
NCEX	32	NCEX	98	NCEX	159	NCEX	215
NCEX	34	NCEX	99	NCEX	161	NCEX	216
NCEX	35	NCEX	100	NCEX	162	NCEX	218
NCEX	39	NCEX	101	NCEX	163	NCEX	220
NCEX	40	NCEX	102	NCEX	166	NCEX	221
NCEX	41	NCEX	105	NCEX	167	NCEX	223
NCEX	42	NCEX	106	NCEX	168	NCEX	224
NCEX	46	NCEX	108	NCEX	169	NCEX	225
NCEX	49	NCEX	109	NCEX	170	NCEX	226
NCEX	50	NCEX	111	NCEX	172	NCEX	227
NCEX	51	NCEX	112	NCEX	173	NCEX	229
NCEX	53	NCEX	114	NCEX	176	NCEX	231
NCEX	55	NCEX	115	NCEX	177	NCEX	232
NCEX	56	NCEX	116	NCEX	178	NCEX	237
NCEX	58	NCEX	117	NCEX	179	NCEX	239
NCEX	59	NCEX	119	NCEX	180	NCEX	240
NCEX	60	NCEX	121	NCEX	181	NCEX	242
NCEX	62	NCEX	122	NCEX	182		
NCEX	63	NCEX	123	NCEX	183		

STATE OF MISSOURI )  
 )  
COUNTY OF JACKSON )

On this 26<sup>th</sup> day of April, 2001, before me personally appeared Gary L. Vontz, to me personally known, who being by me duly sworn, says that he is the president of National Car Systems Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

(SEAL)

Mary M. O'Brien  
Signature of Notary Public  
My Commission expires NOV 20, 2001



STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

On this 25th day of April, 2001, before me appeared Cheryl K. Beebe, to me personally known, who being by me duly sworn, says that she is the Treasurer of Corn Products International, Inc., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Cheryl A. Rutgens  
Signature of Notary Public  
My Commission expires 5-10-2004

