

FIRST UNION RAIL

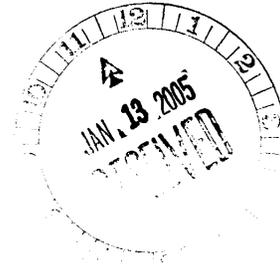
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 25411-A FILED

JAN 13 '05 4-34 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT DAY AIR

January 6, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated November 19, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Corn Products International, Inc. 5 Westbrook Corporate Center Westchester, IL 60154</p>
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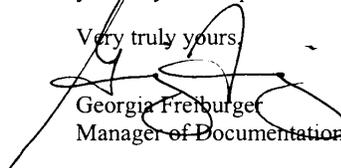
A description of the railroad equipment covered by the enclosed document is seventy-five (75) 4750 cu. ft. covered hopper cars, with NDYX, FURX and UMPX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(CPI003)

RECORDATION NO. 25411-A FILED

ASSGN. NO. CPI003

JAN 13 '05

4-34 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of November, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Corn Products International, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 2004 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 19, 2004 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Theresa Catapano
Name: THERESA CATAPANO

Title: _____

Title: MGR. OF DOCUMENTATION Executed on this 19th day of November 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of November, 2004.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

CORN PRODUCTS INTERNATIONAL, INC.

By: *Cheryl K. Beebe*

Name: Cheryl K. Beebe

Title: Vice President and
Chief Financial Officer

ATTEST:

By: *Kimberly A. Hunter*

Name: Kimberly A. Hunter

Title: Treasurer

Executed on this 12th day of November, 2004.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Cheryl A. Rutgens, a Notary Public of the County and State aforesaid, certify that Cheryl K. Beebe & Kimberly A. Hunter personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of November, 2004.

Cheryl A. Rutgens
Notary Public

Commission Expires:

5-10-08
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-five (75)

DESCRIPTION OF CARS: 4750 cubic foot capacity, covered hopper cars equipped with gravity outlets and trough hatches.

CAR NUMBERS:

FURX 823879	FURX 828437	FURX 830564
FURX 823910	FURX 828492	FURX 830575
FURX 824121	FURX 828526	FURX 830618
FURX 824275	FURX 828531	FURX 830646
FURX 824296	FURX 828537	FURX 830864
FURX 824349	FURX 828617	FURX 830908
FURX 824597	FURX 828618	FURX 831167
FURX 824671	FURX 828620	FURX 839486
FURX 826244	FURX 828687	NDYX 475016
FURX 826795	FURX 828771	NDYX 475043
FURX 826906	FURX 828781	NDYX 475300
FURX 827015	FURX 828854	NDYX 475308
FURX 827018	FURX 828879	NDYX 475311
FURX 827041	FURX 828988	NDYX 475316
FURX 827074	FURX 829021	NDYX 475323
FURX 827150	FURX 829025	NDYX 475325
FURX 827158	FURX 829026	NDYX 475329
FURX 827507	FURX 829579	NDYX 475472
FURX 828082	FURX 829884	NDYX 487075
FURX 828166	FURX 830020	NDYX 823793
FURX 828170	FURX 830208	NDYX 829032
FURX 828216	FURX 830213	NDYX 830728
FURX 828245	FURX 830264	UMPX 482600
FURX 828269	FURX 830403	Count: 75
FURX 828431	FURX 830440	
FURX 828435	FURX 830457	