

RECORDATION NO. 25411-E FILED

JUL 09 '12 -4 49 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

July 5, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street S.W., Suite 100
Washington, DC 20423
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated April 13, 2012, 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 Surface Transportation Board under Recordation Number 25411.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Corn Products International, Inc.
5 Westchester Corporate Center
Westchester, IL 60154

A description of the railroad equipment covered by the enclosed document is for twenty-five (25) hopper cars having CCLX 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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(CPI011'A)

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ASSGN. NO.: CPI011/A

MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of April, 2012, 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. 11 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2011, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Janice Enclva

Name: JANICE ENCLVA

Title: Manager of Documentation

Executed on this 13th day of April, 2012.

[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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of April, 2012.

Georgia Freiburger
Notary Public

Commission Expires:

6-2012
(Notary Public)



LESSEE:

CORN PRODUCTS INTERNATIONAL, INC.

By: *N. Christian*

Name: Neal R. Christian

Title: V.P. Finance - North America

~~ATTEST:~~

By: *Kimberly A. Hunter*

Name: Kimberly A. Hunter

Title: Corporate Treasurer

Executed on this 29th day of March, 2012.

STATE OF ILLINOIS

COUNTY OF COOK

I, Cheryl A. Rutgens, a Notary Public of the County and State aforesaid, certify that Neal R. Christian & Kimberly A. Hunter personally appeared before me this day and acknowledged ^{their} ~~his/her~~ due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of March, 2012.

Cheryl A. Rutgens
Notary Public

Commission Expires:

May 10, 2012
(Notary Public)

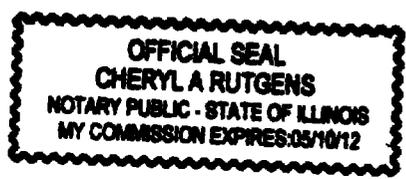


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty five (25)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS:

- CCLX 051057
- CCLX 051064
- CCLX 051065
- CCLX 051067
- CCLX 051068
- CCLX 051069
- CCLX 051072
- CCLX 051073
- CCLX 051051
- CCLX 051052
- CCLX 051053
- CCLX 051054
- CCLX 051055
- CCLX 051056
- CCLX 051058
- CCLX 051059
- CCLX 051060
- CCLX 051061
- CCLX 051062
- CCLX 051063
- CCLX 051066
- CCLX 051070
- CCLX 051071
- CCLX 051074
- CCLX 051075