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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

August 31, 2016

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of August 31, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 32306.

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

Assignor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Assignee:	Manufacturers and Traders Trust Company One Fountain Plaza Buffalo, NY 14303
[Lessee:	Ingredion Incorporated (f/k/a Corn Products International, Inc.) 5 Westbrook Corporate Center Westchester, IL 60154]

Chief, Section of Administration  
August 31, 2016  
Page 2

A description of the railroad equipment covered by the enclosed document is:

39 covered hopper railcars CCLX 95039 – CCLX 95077, inclusive.

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

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** (“Assignment”) is made and entered as of August 31, 2016, by and between The Andersons, Inc. (“Assignor”) and Manufacturers and Traders Trust Company (“Assignee”).

**WHEREAS**, Assignor as successor Lessor upon assignment from Citicorp Railmark, Inc., and Corn Products International, Inc. (now known as Ingredion Incorporated), entered into a Railcar Net Leasing Agreement dated as of December 16, 2003 (the “Master Lease”), and a Railcar Net Leasing Agreement Rider, Deal #R02697, dated July 25, 2016 (collectively with Master Lease, the “Lease”), evidence of which is recorded with the Surface Transportation Board (“STB”) pursuant to 49 U.S.C. §11301 at recordation number 32306.

**NOW, THEREFORE**, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

*[Signature Pages to Follow]*

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

**ASSIGNOR:** THE ANDERSONS, INC.

By: Catherine Shelnick  
Catherine Shelnick  
Assistant Treasurer, Short-Term Funding

STATE OF OHIO        )  
COUNTY OF LUCAS ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Catherine Shelnick, Assistant Treasurer, Short-Term Funding of The Andersons, Inc., and she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 31<sup>st</sup> day of August, 2016.

Rachell D. Fox  
Notary Public



RACHELL D. FOX  
NOTARY PUBLIC - OHIO  
MY COMMISSION EXPIRES 02-26-2018

ASSIGNEE: MANUFACTURERS AND TRADERS  
TRUST COMPANY

By: *Christopher J. Oliver*

Name: Christopher J. Oliver

Title: Vice President

STATE OF NEW YORK )  
 ) ss:  
CITY/COUNTY OF MONROE )

Before me, a Notary Public, in and for said county and state, personally appeared Christopher J. Oliver, the Vice President of Manufacturers and Traders Trust Company, a New York banking corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Buffalo, New York this 31<sup>st</sup> day of August, 2016.

*Rosemarie Nucci*  
Notary Public  
My Commission Expires: October 12, 2017

ROSEMARIE NUCCI  
Lic. #01NU6031718  
Notary Public-State of New York  
Qualified in Monroe County  
My Commission Expires OCTOBER 12 2017

## EQUIPMENT

### **Ingredion Incorporated 39 Covered Hopper Railcars**

1	CCLX095039
2	CCLX095040
3	CCLX095041
4	CCLX095042
5	CCLX095043
6	CCLX095044
7	CCLX095045
8	CCLX095046
9	CCLX095047
10	CCLX095048
11	CCLX095049
12	CCLX095050
13	CCLX095051
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28	CCLX095066
29	CCLX095067
30	CCLX095068
31	CCLX095069
32	CCLX095070
33	CCLX095071
34	CCLX095072
35	CCLX095073
36	CCLX095074
37	CCLX095075
38	CCLX095076
39	CCLX095077

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 31, 2016

*Edward M Luria*

\_\_\_\_\_  
Edward M. Luria

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 31, 2016

*Edward M. Luria*

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Edward M. Luria