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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 Lease, dated as of July 25, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Ingredion Incorporated (f/k/a Corn Products International, Inc.) 5 Westbrook Corporate Center Westchester, IL 60154

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 Lease.

Chief, Section of Administration  
August 31, 2016  
Page 2

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 LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 25<sup>th</sup> day of July, 2016, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 West Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and **Ingredion Incorporated** fka Corn Products International, Inc., a Delaware corporation, having its principal place of business at 5 Westbrook Corporate Center, Westchester, Illinois 60154 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Railcar Net Leasing Agreement dated December 16, 2003 (the "Master Lease"), and Rider Deal #R02697 dated as of July 25, 2016 (the "Schedule"), whereby Lessor leases to Lessee thirty-nine (39) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Page to Follow]***

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Lessee

**INGREDION INCORPORATED**

Witness: \_\_\_\_\_  
Printed  
Name: \_\_\_\_\_

By: Kevin Wilson  
Printed  
Name: KEVIN WILSON  
Title: VP + Corporate Treasurer  
Date: 7/25/16

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Lessor

**THE ANDERSONS, INC.**

Witness: [Signature]  
Printed  
Name: Dolice Ann Sibbald

By: [Signature]  
Printed  
Name: Rasesh H. Shah  
Title: President, Rail Group  
Date: AUGUST 4, 2016

**APPROVED**  
NEE 8-3-16

**EXHIBIT A**  
**TO THE MEMORANDUM OF LEASE**  
**Deal #R02697**  
**Car List**  
**Thirty-Nine (39) Covered Hopper Cars**

1	CCLX095039	21	CCLX095059
2	CCLX095040	22	CCLX095060
3	CCLX095041	23	CCLX095061
4	CCLX095042	24	CCLX095062
5	CCLX095043	25	CCLX095063
6	CCLX095044	26	CCLX095064
7	CCLX095045	27	CCLX095065
8	CCLX095046	28	CCLX095066
9	CCLX095047	29	CCLX095067
10	CCLX095048	30	CCLX095068
11	CCLX095049	31	CCLX095069
12	CCLX095050	32	CCLX095070
13	CCLX095051	33	CCLX095071
14	CCLX095052	34	CCLX095072
15	CCLX095053	35	CCLX095073
16	CCLX095054	36	CCLX095074
17	CCLX095055	37	CCLX095075
18	CCLX095056	38	CCLX095076
19	CCLX095057	39	CCLX095077
20	CCLX095058		

**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*

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