

RECORDATION NO 30892 FILED  
August 13, 2013 02:35 PM  
SURFACE TRANSPORTATION BOARD

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

August 13, 2013

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, effective as of July 30, 2013, 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 W. Dussel Drive  
Maumee, Ohio 43537

Lessee:           Ingredion Incorporated  
(f/k/a Corn Products International, Inc.)  
5 Westbrook Corporate Center  
Westchester, Illinois 60154

Section Chief  
August 13, 2013  
Page 2

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

39 covered hopper cars: CCLX 095000 – CCLX 095038.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 30<sup>th</sup> day of July, 2013, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. 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").

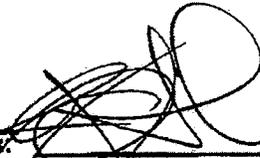
1. Lessor and Lessee are parties to that certain Railcar Net Leasing Agreement dated December 16, 2003 (the "Master Lease"), and Rider Deal #R02098 dated as of June 5, 2013 (the "Schedule"), whereby Lessor leases to Lessee thirty-nine (39) railcars bearing railroad reporting marks as noted on attached 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: Richard J. O'Shanna

By:   
Printed Name: Neal R. Christian

Title: Acting Corporate Treasurer  
Date: 7/29/30

Title: V.P. Finance - North America  
Date: 7/25/13

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

By: \_\_\_\_\_  
Printed Name: Rasesh H. Shah

Title: President, Rail Group

Date: \_\_\_\_\_

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: \_\_\_\_\_  
Printed \_\_\_\_\_  
Name: \_\_\_\_\_  
  
Title: \_\_\_\_\_  
  
Date: \_\_\_\_\_

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: April Oglethorpe  
Printed \_\_\_\_\_  
Name: April Oglethorpe

By: Catherine Shelnick  
Printed \_\_\_\_\_  
Name: Catherine Shelnick  
  
Title: Assistant Treasurer, Short-Term Funding  
  
Date: 7/30/13

**EXHIBIT A**  
**TO THE MEMORANDUM OF LEASE**  
**Deal #R02098**  
**Car List**  
**Thirty-Nine (39) Covered Hopper Cars**

1	CCLX095000	21	CCLX095020
2	CCLX095001	22	CCLX095021
3	CCLX095002	23	CCLX095022
4	CCLX095003	24	CCLX095023
5	CCLX095004	25	CCLX095024
6	CCLX095005	26	CCLX095025
7	CCLX095006	27	CCLX095026
8	CCLX095007	28	CCLX095027
9	CCLX095008	29	CCLX095028
10	CCLX095009	30	CCLX095029
11	CCLX095010	31	CCLX095030
12	CCLX095011	32	CCLX095031
13	CCLX095012	33	CCLX095032
14	CCLX095013	34	CCLX095033
15	CCLX095014	35	CCLX095034
16	CCLX095015	36	CCLX095035
17	CCLX095016	37	CCLX095036
18	CCLX095017	38	CCLX095037
19	CCLX095018	39	CCLX095038
20	CCLX095019		

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: 8-13-13

Edward M Luria  
Edward M. Luria