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Corn Products International, Inc.
6500 South Archer Road
Bedford Park, IL 60501-1933



98055969
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Cook County Recorder-Deputy
22.50

January 7, 1998

Metropolitan Water Reclamation
District of Greater Chicago
100 E. Erie Street
Chicago, Illinois 60611

**RE: Assignment of Indenture Agreement dated 12/31/07 (the "Agreement")
Property Tax Identification Numbers: 18-23-101-009-8001, 18-23-101-009-8002,
18-23-101-010-8001, 18-23-101-010-8002, 18-14-400-006-8004**

Ladies and Gentlemen:

As you may already know, CPC International Inc. ("CPC") will spin-off its corn refining business to its public shareholders effective December 31, 1997 at 11:59:59 P.M. In anticipation of the spin-off, CPC will transfer all of the corn refining business' assets, agreements and obligations into Corn Products International, Inc. ("Corn Products"), which will become a publicly held company at the time of the spin-off and which will continue to operate the corn refining business.

So that the rights and obligations of Corn Products under the referenced Agreement may remain with the appropriate business through the spin-off, CPC hereby gives you notice of the assignment by CPC to Corn Products of the above Agreement and all of CPC's rights, title and interest in, to and under the Agreement and the assumption by Corn Products of CPC's obligations thereunder. Corn Products agrees to perform and be bound by all of the covenants, agreements, obligations, terms, provisions and conditions on the part of CPC set forth in the Agreement.

Pursuant to the provisions of Article VIII of the Agreement, Corn Products will record this Notice of Assignment in the Recorder's Office of Cook County, Illinois as Property Tax Identification Numbers: 18-23-101-009-8001, 18-23-101-009-8002, 18-23-101-010-8001, 18-23-101-010-8002, 18-14-400-006-8004 and Legal Description as set forth in Exhibit A.

This Notice of Assignment shall not affect any obligations or liabilities of CPC under the Agreement that arise or relate to events occurring on or before the assignment of the Agreement from CPC to Corn Products. Should you have any questions or concerns regarding the proposed spin-off or the assignment of the Agreement, please contact me at 708-563-6911.

Very truly yours,

A handwritten signature in cursive script that reads "Christine M. Castellano".

Christine M. Castellano
Attorney

Phone. 708-563-2400

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EXHIBIT A

LEGAL DESCRIPTION

"That part of Sections fourteen (14) and twenty-three (23), Township thirty-eight (38) North, Range twelve (12), East of the Third Principal Meridian, bounded as follows: beginning at the point of intersection of the Northerly Reserve Line of the Illinois and Michigan Canal, with the North line of said Section twenty-three (23) running thence Southwest on said Northerly Reserve Line of the Illinois and Michigan Canal, to its intersection with a line twelve hundred (1200) feet South of and parallel with said North line of Section twenty-three (23) running thence Northwest and at right angles with said Northerly Reserve Line to the South dock line of the Main Channel of the Sanitary District of Chicago, said South dock line being one hundred twenty (120) feet distant from (measured at right angles in a Southerly direction) the center line of said Main Channel running thence Northeast along said South dock line to a point opposite the point of beginning, running thence Southeast and at right angles to said South dock line to the point of beginning, containing fourteen and two one-hundredths (14.02) acres, more or less, situated in the County of Cook and State of Illinois."

Property Tax Identification Numbers: 18-23-101-009-8001, 18-23-101-009-8002, 18-23-101-010-8001, 18-23-101-010-8002, 18-14-400-006-8004

Property of Cook County Clerk's Office