

RECORDATION NO. 32386
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SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC

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October 31, 2016

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Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of October 27, 2016. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
11333 McCormick Road
Hunt Valley, MD 21031

Lessee:

Bunge North America, Inc.
11720 Borman Drive
St. Louis, MO 63146

A description of the equipment covered by the Memorandum of Lease Agreement consists of 87 tank cars numbered BRCX 5138, 5142, 5159, 5160, 5162, 5183, 5185, 5186, 5187, 5189, 5191, 5194, 5197, 5199, 5208, 5214, 5216, 5218, 5219, 5220, 5222, 5223, 5224, 5226-5236, inclusive, 5239, 5241, 5243-5257, inclusive, 5259-5264, inclusive, 5266, 5268, 5272-5276, inclusive, 5278, 5280, 5282-5285, inclusive, 5287-5296, inclusive, and 5298-5304, inclusive.

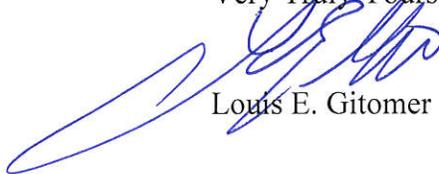
Ms. Cynthia T. Brown
October 31, 2016
Page 2

A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley, MD 21031, and Bunge North America, Inc., 11720 Borman Drive, St. Louis, MO 63146, covering 87 tank cars numbered BRCX 5138, 5142, 5159, 5160, 5162, 5183, 5185, 5186, 5187, 5189, 5191, 5194, 5197, 5199, 5208, 5214, 5216, 5218, 5219, 5220, 5222, 5223, 5224, 5226-5236, inclusive, 5239, 5241, 5243-5257, inclusive, 5259-5264, inclusive, 5266, 5268, 5272-5276, inclusive, 5278, 5280, 5282-5285, inclusive, 5287-5296, inclusive, and 5298-5304, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of October 27, 2016

between

BUNGE NORTH AMERICA, INC.,
as Lessee,

and

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 27, 2016, by and between BANC OF AMERICA LEASING & CAPITAL, LLC (“Lessor”) and BUNGE NORTH AMERICA, INC. (“Lessee”), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the “Railcars”).

All of such Railcars are or will become subject to that certain Rail Equipment Lease Agreement dated as of August 8, 2016 (the “Lease Agreement”) and one or more schedules thereto (each individually, a “Schedule”), each between Lessor and Lessee (each such Schedule and the Lease Agreement, to the extent the same is incorporated by reference into or relating to such Schedule, are collectively referred to herein as the “Lease”).

2. The Lease shall be subject to the term specified in the applicable Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

BUNGE NORTH AMERICA, INC.

By: Matthew S. Davis
Name: Matthew S. Davis
Title: Treasurer

STATE OF MISSOURI)
COUNTY OF St. Louis) ss.

On this 27th day of October, 2016, before me appeared MATTHEW S. DAVIS, the person who signed this instrument, who acknowledged that (s)he is the TREASURER of BUNGE NORTH AMERICA, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



JEAN M. MCMULLEN
My Commission Expires
January 29, 2017
St. Charles County
Commission #13659111

Jean M. McMullen
Notary Public

My commission expires:

January 29, 2017

**EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS

Eighty-seven (87) 29,000 gallon exterior-coiled/insulated tank cars bearing reporting marks set forth below:

<u>Car Initial</u>	<u>Car Number</u>	<u>Car Initial</u>	<u>Car Number</u>	<u>Car Initial</u>	<u>Car Number</u>
BRCX	5138	BRCX	5232	BRCX	5268
BRCX	5142	BRCX	5233	BRCX	5272
BRCX	5159	BRCX	5234	BRCX	5273
BRCX	5160	BRCX	5235	BRCX	5274
BRCX	5162	BRCX	5236	BRCX	5275
BRCX	5183	BRCX	5239	BRCX	5276
BRCX	5185	BRCX	5241	BRCX	5278
BRCX	5186	BRCX	5243	BRCX	5280
BRCX	5187	BRCX	5244	BRCX	5282
BRCX	5189	BRCX	5245	BRCX	5283
BRCX	5191	BRCX	5246	BRCX	5284
BRCX	5194	BRCX	5247	BRCX	5285
BRCX	5197	BRCX	5248	BRCX	5287
BRCX	5199	BRCX	5249	BRCX	5288
BRCX	5208	BRCX	5250	BRCX	5289
BRCX	5214	BRCX	5251	BRCX	5290
BRCX	5216	BRCX	5252	BRCX	5291
BRCX	5218	BRCX	5253	BRCX	5292
BRCX	5219	BRCX	5254	BRCX	5293
BRCX	5220	BRCX	5255	BRCX	5294
BRCX	5222	BRCX	5256	BRCX	5295
BRCX	5223	BRCX	5257	BRCX	5296
BRCX	5224	BRCX	5259	BRCX	5298
BRCX	5226	BRCX	5260	BRCX	5299
BRCX	5227	BRCX	5261	BRCX	5300
BRCX	5228	BRCX	5262	BRCX	5301
BRCX	5229	BRCX	5263	BRCX	5302
BRCX	5230	BRCX	5264	BRCX	5303
BRCX	5231	BRCX	5266	BRCX	5304