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

June 13, 2014

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 Assignment, dated as of June 13, 2014, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27710.

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

Assignor:	RBS Asset Finance, Inc. 71 S. Wacker Drive, 28 th Floor Chicago, IL 60606
Assignee:	MassMutual Asset Finance LLC Two Hampshire Road, Suite 101 Foxborough, MA 02035

Chief
Section of Administration
June 13, 2014
Page 2

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

531 railcars within the series BNGX 30001 - BNGX 30587 (not including casualties BNGX 30325 and BNGX 30430) as set forth in the attachment to the document.

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

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$44.00 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 ASSIGNMENT
(Surface Transportation Board)

This Memorandum of Lease Assignment, dated as of June 13, 2014, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and MassMutual Asset Finance LLC, a Delaware, limited liability company ("Assignee").

Pursuant to that certain Master Rail Lease Agreement, dated as of July 20, 2007 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and Bunge North America, Inc., a New York corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 2 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By: 

Name: Soula Perakis
Vice President

Title: _____

**MASSMUTUAL ASSET FINANCE LLC,
Assignee**

By: 

Name: Daniel Carter

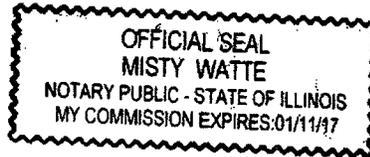
Title: President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 13th day of June, 2014.

Misty Watte
Notary Public



State of Massachusetts)
) ss:
County of Norfolk)

BEFORE ME, a Notary Public in and for said County and State, personally appeared MassMutual Asset Finance LLC, a Delaware limited liability company (the "Corporation"), by David Carter, its President, who acknowledged that he/she signed the foregoing Memorandum of Lease Assignment and that the same is his/her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Foxborough, Massachusetts, this 12th day of June, 2014.

Alison C. Olden
Notary Public

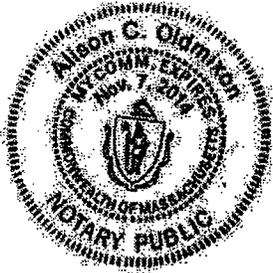


EXHIBIT A
to
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 2.
2. Initial Term: The Initial Term of Equipment Schedule No. 2 is One Hundred Eighty (180) months commencing as of October 31, 2008.
3. Equipment: The Equipment covered by Equipment Schedule No. 2 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

2008 BNGX Series Covered Hopper Cars:

BNGX 30001	BNGX 30110	BNGX 30217	BNGX 30328	BNGX 30435
BNGX 30002	BNGX 30111	BNGX 30218	BNGX 30329	BNGX 30436
BNGX 30003	BNGX 30112	BNGX 30219	BNGX 30330	BNGX 30437
BNGX 30004	BNGX 30113	BNGX 30220	BNGX 30331	BNGX 30438
BNGX 30005	BNGX 30114	BNGX 30221	BNGX 30332	BNGX 30439
BNGX 30006	BNGX 30115	BNGX 30222	BNGX 30333	BNGX 30440
BNGX 30007	BNGX 30116	BNGX 30223	BNGX 30334	BNGX 30441
BNGX 30008	BNGX 30117	BNGX 30224	BNGX 30335	BNGX 30442
BNGX 30010	BNGX 30118	BNGX 30225	BNGX 30336	BNGX 30443
BNGX 30011	BNGX 30119	BNGX 30226	BNGX 30337	BNGX 30444
BNGX 30012	BNGX 30120	BNGX 30227	BNGX 30338	BNGX 30445
BNGX 30013	BNGX 30121	BNGX 30228	BNGX 30339	BNGX 30446
BNGX 30014	BNGX 30122	BNGX 30229	BNGX 30340	BNGX 30447
BNGX 30015	BNGX 30123	BNGX 30230	BNGX 30341	BNGX 30448
BNGX 30016	BNGX 30124	BNGX 30231	BNGX 30342	BNGX 30449
BNGX 30017	BNGX 30125	BNGX 30232	BNGX 30343	BNGX 30450
BNGX 30018	BNGX 30126	BNGX 30233	BNGX 30344	BNGX 30451
BNGX 30019	BNGX 30127	BNGX 30234	BNGX 30345	BNGX 30452
BNGX 30020	BNGX 30128	BNGX 30235	BNGX 30346	BNGX 30453
BNGX 30021	BNGX 30129	BNGX 30236	BNGX 30347	BNGX 30454
BNGX 30022	BNGX 30130	BNGX 30237	BNGX 30348	BNGX 30455
BNGX 30023	BNGX 30131	BNGX 30238	BNGX 30349	BNGX 30456
BNGX 30024	BNGX 30132	BNGX 30239	BNGX 30350	BNGX 30457
BNGX 30025	BNGX 30133	BNGX 30240	BNGX 30351	BNGX 30458
BNGX 30026	BNGX 30134	BNGX 30241	BNGX 30352	BNGX 30459
BNGX 30027	BNGX 30135	BNGX 30242	BNGX 30353	BNGX 30460
BNGX 30028	BNGX 30136	BNGX 30243	BNGX 30354	BNGX 30461
BNGX 30029	BNGX 30137	BNGX 30244	BNGX 30355	BNGX 30462
BNGX 30030	BNGX 30138	BNGX 30245	BNGX 30356	BNGX 30463
BNGX 30031	BNGX 30139	BNGX 30246	BNGX 30357	BNGX 30464

BNGX 30032	BNGX 30140	BNGX 30247	BNGX 30358	BNGX 30465
BNGX 30033	BNGX 30141	BNGX 30248	BNGX 30359	BNGX 30466
BNGX 30034	BNGX 30142	BNGX 30249	BNGX 30360	BNGX 30467
BNGX 30035	BNGX 30143	BNGX 30251	BNGX 30361	BNGX 30468
BNGX 30036	BNGX 30144	BNGX 30252	BNGX 30362	BNGX 30469
BNGX 30037	BNGX 30145	BNGX 30253	BNGX 30363	BNGX 30470
BNGX 30038	BNGX 30146	BNGX 30254	BNGX 30364	BNGX 30471
BNGX 30039	BNGX 30147	BNGX 30255	BNGX 30365	BNGX 30472
BNGX 30040	BNGX 30148	BNGX 30256	BNGX 30366	BNGX 30473
BNGX 30041	BNGX 30149	BNGX 30257	BNGX 30367	BNGX 30474
BNGX 30042	BNGX 30150	BNGX 30258	BNGX 30368	BNGX 30475
BNGX 30043	BNGX 30151	BNGX 30259	BNGX 30369	BNGX 30476
BNGX 30044	BNGX 30152	BNGX 30260	BNGX 30370	BNGX 30477
BNGX 30045	BNGX 30153	BNGX 30261	BNGX 30371	BNGX 30478
BNGX 30046	BNGX 30154	BNGX 30262	BNGX 30372	BNGX 30479
BNGX 30047	BNGX 30155	BNGX 30263	BNGX 30373	BNGX 30481
BNGX 30048	BNGX 30156	BNGX 30264	BNGX 30374	BNGX 30482
BNGX 30049	BNGX 30157	BNGX 30265	BNGX 30375	BNGX 30483
BNGX 30050	BNGX 30158	BNGX 30266	BNGX 30376	BNGX 30484
BNGX 30051	BNGX 30159	BNGX 30267	BNGX 30377	BNGX 30485
BNGX 30052	BNGX 30160	BNGX 30268	BNGX 30378	BNGX 30486
BNGX 30053	BNGX 30161	BNGX 30269	BNGX 30379	BNGX 30487
BNGX 30054	BNGX 30162	BNGX 30270	BNGX 30380	BNGX 30488
BNGX 30055	BNGX 30163	BNGX 30271	BNGX 30381	BNGX 30490
BNGX 30056	BNGX 30164	BNGX 30272	BNGX 30382	BNGX 30491
BNGX 30057	BNGX 30165	BNGX 30273	BNGX 30383	BNGX 30492
BNGX 30058	BNGX 30166	BNGX 30274	BNGX 30384	BNGX 30493
BNGX 30059	BNGX 30167	BNGX 30275	BNGX 30385	BNGX 30494
BNGX 30060	BNGX 30168	BNGX 30276	BNGX 30386	BNGX 30069
BNGX 30061	BNGX 30169	BNGX 30277	BNGX 30387	BNGX 30496
BNGX 30062	BNGX 30170	BNGX 30278	BNGX 30388	BNGX 30497
BNGX 30063	BNGX 30171	BNGX 30279	BNGX 30389	BNGX 30498
BNGX 30064	BNGX 30172	BNGX 30280	BNGX 30390	BNGX 30499
BNGX 30065	BNGX 30173	BNGX 30281	BNGX 30391	BNGX 30500
BNGX 30066	BNGX 30174	BNGX 30282	BNGX 30392	BNGX 30503
BNGX 30067	BNGX 30175	BNGX 30283	BNGX 30393	BNGX 30504
BNGX 30068	BNGX 30176	BNGX 30284	BNGX 30394	BNGX 30505
BNGX 30070	BNGX 30177	BNGX 30285	BNGX 30395	BNGX 30506
BNGX 30071	BNGX 30178	BNGX 30286	BNGX 30396	BNGX 30509
BNGX 30072	BNGX 30179	BNGX 30009	BNGX 30397	BNGX 30510
BNGX 30073	BNGX 30180	BNGX 30288	BNGX 30398	BNGX 30511
BNGX 30074	BNGX 30181	BNGX 30289	BNGX 30399	BNGX 30513
BNGX 30075	BNGX 30182	BNGX 30292	BNGX 30400	BNGX 30514
BNGX 30076	BNGX 30183	BNGX 30293	BNGX 30401	BNGX 30515
BNGX 30077	BNGX 30184	BNGX 30294	BNGX 30402	BNGX 30516
BNGX 30078	BNGX 30185	BNGX 30296	BNGX 30403	BNGX 30517

BNGX 30079	BNGX 30186	BNGX 30297	BNGX 30404	BNGX 30519
BNGX 30080	BNGX 30187	BNGX 30298	BNGX 30405	BNGX 30520
BNGX 30081	BNGX 30188	BNGX 30299	BNGX 30406	BNGX 30521
BNGX 30082	BNGX 30189	BNGX 30300	BNGX 30407	BNGX 30522
BNGX 30083	BNGX 30190	BNGX 30301	BNGX 30408	BNGX 30523
BNGX 30084	BNGX 30191	BNGX 30302	BNGX 30409	BNGX 30524
BNGX 30085	BNGX 30192	BNGX 30303	BNGX 30410	BNGX 30525
BNGX 30086	BNGX 30193	BNGX 30304	BNGX 30411	BNGX 30532
BNGX 30087	BNGX 30194	BNGX 30305	BNGX 30412	BNGX 30533
BNGX 30088	BNGX 30195	BNGX 30306	BNGX 30413	BNGX 30535
BNGX 30089	BNGX 30196	BNGX 30307	BNGX 30414	BNGX 30542
BNGX 30090	BNGX 30197	BNGX 30308	BNGX 30415	BNGX 30553
BNGX 30091	BNGX 30198	BNGX 30309	BNGX 30416	BNGX 30554
BNGX 30092	BNGX 30199	BNGX 30310	BNGX 30417	BNGX 30555
BNGX 30093	BNGX 30200	BNGX 30311	BNGX 30418	BNGX 30556
BNGX 30094	BNGX 30201	BNGX 30312	BNGX 30419	BNGX 30559
BNGX 30095	BNGX 30202	BNGX 30313	BNGX 30420	BNGX 30560
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BNGX 30097	BNGX 30204	BNGX 30315	BNGX 30422	BNGX 30562
BNGX 30098	BNGX 30205	BNGX 30316	BNGX 30423	BNGX 30564
BNGX 30099	BNGX 30206	BNGX 30317	BNGX 30424	BNGX 30565
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BNGX 30101	BNGX 30208	BNGX 30319	BNGX 30426	BNGX 30567
BNGX 30102	BNGX 30209	BNGX 30320	BNGX 30427	BNGX 30572
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BNGX 30106	BNGX 30213	BNGX 30324	BNGX 30431	BNGX 30582
BNGX 30107	BNGX 30214		BNGX 30432	BNGX 30587
BNGX 30108	BNGX 30215	BNGX 30326	BNGX 30433	
BNGX 30109	BNGX 30216	BNGX 30327	BNGX 30434	

Casualties: Cars BNGX30325 & BNGX30430

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: 6/13/14

Edward M Luria
Edward M. Luria