

RECORDATION I. 22361 FILED

AUG 26 '99 12- PM



**BOMBARDIER  
CAPITAL**

**Bombardier Capital Rail Inc.**  
6900 Wedgwood Road, Suite 120  
Maple Grove, MN 55311 United States  
Telephone 1 (612) 420-8000  
Fax 1 (612) 420-8003  
<http://www.capital.bombardier.com>

August 23, 1999

Surface Transportation Board  
Recording Department  
1925 K. Street NW, Suite 700  
Washington, D.C. 20423

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of December 28, 1998, a primary document as defined in the Board's Rules for Recordation of Documents.

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

**Lessor:** Bombardier Capital Rail Inc.  
(formerly called NorRail, Inc.)  
6900 Wedgwood Road, Suite 120  
Maple Grove, MN 55311  
Phone: 612-416-7205

**Lessee:** Bunge Corporation  
11720 Borman Drive  
P.O. Box 28500  
St. Louis, MO 63146-1000  
Phone: 314-994-6276

The enclosed Memorandum of Railcar Lease Agreement covers the two (2) 5650 Cu. Ft. PD Covered Hopper Railcars bearing reporting marks and numbers NRLX056261 and NRLX056269.

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-416-7205.

Very truly yours,

  
Bradley C. Gunstad  
Vice President & General Counsel  
Enclosures

RECORDATION NO. 22361 FILED

AUG 26 '99

12 - PM

REC'D DEC 30 1998

**MEMORANDUM OF MASTER RAILCAR SERVICE AND LEASE AGREEMENT**

THIS MEMORANDUM OF MASTER RAILCAR SERVICE AND LEASE AGREEMENT is made and entered into as of December 28, 1998 by and between **NorRail, Inc.**, a Minnesota Corporation ("Lessor") and **Bunge Corporation**, a New York Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various Railcars pursuant to one or more Schedules to the Lease (as defined below) to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. 1814 dated as of December 28, 1998 between Lessor and Lessee (the "Lease").

2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the two (2) Trinity built 5650 Cu. Ft. Pressure Differential Railcars bearing the reporting marks and numbers NRLX056261 and NRLX056269, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Master Railcar Service and Lease Agreement to be executed as of the date first above written.

**LESSOR: NorRail, Inc.**  
By: [Signature]  
Its: V.P. SPK  
By: [Signature]  
          **Bradley C. Gunstad**  
Its: Vice President & General Counsel

**LESSEE: Bunge Corporation**  
By: [Signature]  
Its: VICE PRESIDENT  
By: [Signature]  
Its: Treasurer

STATE OF MISSOURI, COUNTY OF ST. LOUIS TO WIT:

On this 28<sup>th</sup> day of December, 1998 before me personally appeared, Darrell R. Wallace and \_\_\_\_\_, to me personally known, who being by me duly sworn, says that ~~they are~~<sup>is</sup> the Vice President and \_\_\_\_\_, respectively of Bunge Corporation, a New York Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and ~~they~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

My commission expires: July 9, 2002

Heather M. Dorrough  
Notary Public  
HEATHER M DORROUGH  
NOTARY PUBLIC STATE OF MISSOURI  
GASCONADE COUNTY  
MY COMMISSION EXP. JULY 9, 2002

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 28<sup>th</sup> day of December, 1998 before me personally appeared, L. Lu Stueble and Bradley C. Dunstad, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and V.P. + General Counsel respectively of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



My commission expires: 1-31-2000

Gail M. Blagsvedt  
Notary Public

STATE OF MISSOURI, COUNTY OF ST. LOUIS TO WIT:

On this 29<sup>th</sup> day of December, 1998 before me personally appeared, FRANCIS X. MARCHIONY and \_\_\_\_\_, to me personally known, who being by me duly sworn, says that ~~they~~ <sup>is</sup> the TREASURER and \_\_\_\_\_, respectively of Bunge Corporation, a New York Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and ~~they~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Barbara J. Miller  
Notary Public

My commission expires: \_\_\_\_\_  
BARBARA J. MILLER  
Notary Public - State of Missouri  
County of Jefferson  
My Commission Expires Oct. 26, 2001

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 28<sup>th</sup> day of December, 1998 before me personally appeared, L. Lee Stuble and Bradley C. Hunstad, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and V.P. + General Counsel, respectively of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt  
Notary Public

My commission expires: 1-31-2000