



RECORDATION NO. 23720-F FILED

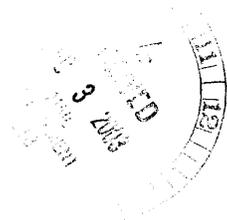
DEC 03 '03

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CORPORATION SERVICE COMPANY SURFACE TRANSPORTATION BOARD

December 2, 2003

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 31, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **BUNGE NORTH AMERICA, INC.**
11720 Borman Drive, St. Louis, MO 63146-1000

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BUNGE NORTH AMERICA, INC.** covering 70 tank cars with reporting marks and numbers – DBUX 250483 – DBUX 250630, NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23720 dated 10/24/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31 day of October, 2003 is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and BUNGE NORTH AMERICA, INC. (formerly known as Bunge Corporation), a New York corporation, with an address at 11720 Borman Drive, St. Louis, MO 63146-1000 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 26, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 24, 2001 and given Recordation Number 23720.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

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 the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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 the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BUNGE NORTH AMERICA, INC.
(formerly known as Bunge Corporation)

By: Darrell R. Waller
Name: Darrell R. Waller
Title: 10/21/03 Vice President
Transportation Commodities Group

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
70	25,000 - 27,000 gallon capacity tank cars, exterior coiled, insulated. Cars equipped with food grade gaskets and seal cables. Cars stencilled 286,000 GWOR.	DBUX	250483
		DBUX	250486
		DBUX	250487
		DBUX	250489
		DBUX	250490
		DBUX	250493
		DBUX	250507
		DBUX	250508
		DBUX	250509
		DBUX	250510
		DBUX	250511
		DBUX	250512
		DBUX	250513
		DBUX	250514
		DBUX	250515
		DBUX	250516
		DBUX	250517
		DBUX	250518
		DBUX	250519
		DBUX	250520
		DBUX	250521
		DBUX	250522
		DBUX	250523
		DBUX	250525
		DBUX	250585
		DBUX	250586
		DBUX	250587
		DBUX	250588
		DBUX	250589
		DBUX	250590
		DBUX	250591
		DBUX	250592
		DBUX	250593
		DBUX	250594
		DBUX	250595
		DBUX	250596
		DBUX	250597
		DBUX	250598
		DBUX	250599

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
70	25,000 - 27,000 gallon capacity tank cars, exterior coiled, insulated. Cars equipped with food grade gaskets and seal cables. Cars stencilled 286,000 GWOR.	DBUX	250600
		DBUX	250601
		DBUX	250602
		DBUX	250603
		DBUX	250604
		DBUX	250605
		DBUX	250606
		DBUX	250607
		DBUX	250608
		DBUX	250609
		DBUX	250610
		DBUX	250611
		DBUX	250612
		DBUX	250613
		DBUX	250614
		DBUX	250615
		DBUX	250616
		DBUX	250617
		DBUX	250618
		DBUX	250619
		DBUX	250620
		DBUX	250621
		DBUX	250622
		DBUX	250623
		DBUX	250624
		DBUX	250625
		DBUX	250626
		DBUX	250627
		DBUX	250628
		DBUX	250629
		DBUX	250630