



CORPORATION SERVICE COMPANY SURFACE TRANSPORTATION BOARD

RECORDATION NO. 23720-F FILED

DEC 03 '03

2-43 PM

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:

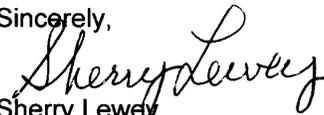
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **BUNGE NORTH AMERICA, INC.** covering 108 hopper cars with reporting marks and numbers – CEFX 10868 – CEFX 11121, INCLUSIVE.

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 J. 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. Weller
Name: Darrell R. Weller
Title: 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>	
108	5150 c.f. covered hopper cars with gravity gates and trough hatches	CEFX	10868
		CEFX	10869
		CEFX	10870
		CEFX	10873
		CEFX	10875
		CEFX	10876
		CEFX	10877
		CEFX	10878
		CEFX	10880
		CEFX	10905
		CEFX	10906
		CEFX	10907
		CEFX	10910
		CEFX	10918
		CEFX	10921
		CEFX	10922
		CEFX	10923
		CEFX	10924
		CEFX	10925
		CEFX	10930
		CEFX	10933
		CEFX	10935
		CEFX	10936
		CEFX	10937
		CEFX	10939
		CEFX	10943
		CEFX	10944
		CEFX	10946
		CEFX	10947
		CEFX	10948
		CEFX	10949
		CEFX	10950
		CEFX	10951
		CEFX	10955
		CEFX	10956
		CEFX	10958
		CEFX	10960
		CEFX	10964
		CEFX	10966

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
108	5150 c.f. covered hopper cars with gravity gates and trough hatches	CEFX	10968
		CEFX	10971
		CEFX	10982
		CEFX	10985
		CEFX	11047
		CEFX	11051
		CEFX	11054
		CEFX	11059
		CEFX	11060
		CEFX	11061
		CEFX	11063
		CEFX	11064
		CEFX	11065
		CEFX	11066
		CEFX	11067
		CEFX	11068
		CEFX	11069
		CEFX	11070
		CEFX	11071
		CEFX	11072
		CEFX	11073
		CEFX	11074
		CEFX	11075
		CEFX	11076
		CEFX	11077
		CEFX	11078
		CEFX	11079
		CEFX	11080
		CEFX	11081
		CEFX	11082
		CEFX	11083
		CEFX	11084
		CEFX	11085
		CEFX	11086
		CEFX	11087
		CEFX	11088
		CEFX	11089
		CEFX	11090
		CEFX	11091

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
108	5150 c.f. covered hopper cars with gravity gates and trough hatches	CEFX	11092
		CEFX	11093
		CEFX	11094
		CEFX	11095
		CEFX	11096
		CEFX	11097
		CEFX	11098
		CEFX	11099
		CEFX	11100
		CEFX	11101
		CEFX	11102
		CEFX	11103
		CEFX	11104
		CEFX	11105
		CEFX	11106
		CEFX	11107
		CEFX	11108
		CEFX	11109
		CEFX	11110
		CEFX	11111
		CEFX	11112
		CEFX	11113
		CEFX	11114
		CEFX	11115
		CEFX	11116
		CEFX	11117
		CEFX	11118
		CEFX	11119
		CEFX	11120
		CEFX	11121