



CORPORATION SERVICE COMPANY

RECORDATION NO. 23720-G FILED

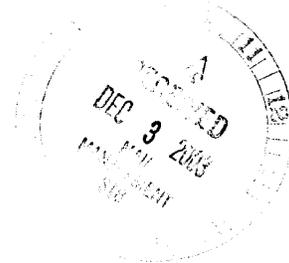
DEC 03 '03

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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 90 hopper cars with reporting marks and numbers – CEFX 10807 – CEFX 10796, 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
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 McWallan
Name: Darrell McWallan
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>	
90	5150 c.f. covered hopper cars with gravity gates and trough hatches	CEFX	10807
		CEFX	10808
		CEFX	10797
		CEFX	10800
		CEFX	10801
		CEFX	10802
		CEFX	10803
		CEFX	10804
		CEFX	10805
		CEFX	10806
		CEFX	10815
		CEFX	10816
		CEFX	10817
		CEFX	10818
		CEFX	10819
		CEFX	10820
		CEFX	10821
		CEFX	10738
		CEFX	10750
		CEFX	10762
		CEFX	10786
		CEFX	10798
		CEFX	10810
		CEFX	10780
		CEFX	10812
		CEFX	10799
		CEFX	10774
		CEFX	10752
		CEFX	10746
		CEFX	10790
		CEFX	10809
		CEFX	10811
		CEFX	10813
		CEFX	10814
		CEFX	10731
		CEFX	10732
		CEFX	10733
		CEFX	10734
		CEFX	10735

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
90	5150 c.f. covered hopper cars with gravity gates and trough hatches	CEFX	10736
		CEFX	10737
		CEFX	10739
		CEFX	10740
		CEFX	10741
		CEFX	10742
		CEFX	10743
		CEFX	10744
		CEFX	10745
		CEFX	10747
		CEFX	10748
		CEFX	10749
		CEFX	10751
		CEFX	10753
		CEFX	10754
		CEFX	10755
		CEFX	10756
		CEFX	10757
		CEFX	10758
		CEFX	10759
		CEFX	10760
		CEFX	10761
		CEFX	10763
		CEFX	10765
		CEFX	10766
		CEFX	10767
		CEFX	10768
		CEFX	10769
		CEFX	10770
		CEFX	10771
		CEFX	10772
		CEFX	10773
		CEFX	10775
		CEFX	10776
		CEFX	10777
		CEFX	10778
		CEFX	10779
		CEFX	10781
		CEFX	10782

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>	
90	5150 c.f. covered hopper cars with gravity gates and trough hatches	CEFX	10783
		CEFX	10784
		CEFX	10785
		CEFX	10787
		CEFX	10788
		CEFX	10789
		CEFX	10791
		CEFX	10792
		CEFX	10793
		CEFX	10794
		CEFX	10795
		CEFX	10796