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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 27078-B FILED  
JUN 23 '10 -2 30 PM  
SURFACE TRANSPORTATION BOARD

June 23, 2010

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 Amended and Restated Schedule to Lease, dated as of June 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule to Lease previously filed with the Board under Recordation Number 27078.

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

Lessor.	RBS Asset Finance, Inc 71 South Wacker Drive, 28 <sup>th</sup> Floor Chicago, Illinois 60606
Lessee	Bunge North America, Inc 11720 Borman Drive St Louis, Missouri 63146

Section Chief  
June 23, 2010  
Page 2

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

150 railcars within the series BRCX 1000 - BRCX 1300 as more  
particularly set forth in the equipment schedule attached to the document

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

Memorandum of Amended and Restated Schedule to Lease

Also enclosed is a check in the amount of \$41 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,



Robert W Alvord

RWA/sem  
Enclosures

**MEMORANDUM OF AMENDED AND RESTATED SCHEDULE TO LEASE**  
(Surface Transportation Board)

This Memorandum of Amended and Restated Schedule to Lease is entered into as of June 22, 2010, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 South Wacker Drive, 28<sup>th</sup> Floor, Chicago, IL 60606 ("Lessor") and Bunge North America, Inc., a New York corporation having its principal place of business at 11720 Borman Drive, St. Louis, MO 63146 ("Lessee").

Lessor and Lessee previously entered into Equipment Schedule No 1 (the "Old Schedule"), issued pursuant to that certain Master Rail Lease Agreement having an effective date of July 20, 2007 (the "Master Rail Lease Agreement") between Lessee and Lessor, pursuant to which, Lessor leased to Lessee five hundred seventy-eight (578) tank cars (the "Railcars") for an initial term of one hundred eighty (180) months commencing as of July 20, 2007.

Lessor and Lessee have now entered into Amended and Restated Equipment Schedule No 1A, which amends and restates the Old Schedule in its entirety and, pursuant to which Lessor continues to lease to Lessee the one hundred fifty (150) Railcars described more completely on Schedule A attached hereto substantially on the terms set forth in the Old Schedule.

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

[Signature page follows.]

RECORDATION NO. 27078 -B  
FILED  
JUN 23 '10 -2 30 PM  
SURFACE TRANSPORTATION BOARD

LESSOR:  
RBS ASSET FINANCE, INC.

LESSEE:  
BUNGE NORTH AMERICA, INC.

By: Janet Melancon  
Title: Janet Melancon  
Assistant Vice President  
Date: 6-22-10

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

LESSOR  
RBS ASSET FINANCE, INC.

LESSEE  
BUNGE NORTH AMERICA, INC.

By: \_\_\_\_\_

By:  \_\_\_\_\_

Title: \_\_\_\_\_

Title: *Treasurer* \_\_\_\_\_

Date: \_\_\_\_\_

Date: *6-27-2010* \_\_\_\_\_

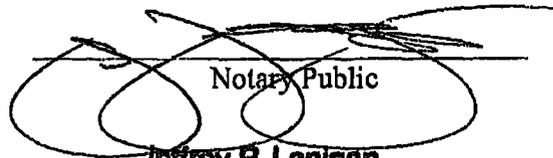
[SIGNATURE PAGE FOR MEMORANDUM OF LEASE (SCHEDULE) – STB - No 1A]

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 Janet Melancon, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his 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 22 day of June, 2010.



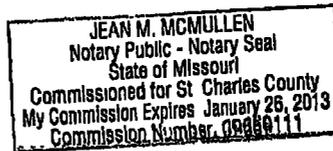
  
Notary Public  
Jeffrey P. Lanigan

State of MISSOURI )  
COUNTY OF St Louis ) ss:  
City of St Louis

BEFORE ME, a Notary Public in and for said County and State, personally appeared Bunge North America, Inc., a New York corporation (the "Corporation"), by John P. Gibson, its Treasurer, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his 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 St Louis, Missouri, this 22 day of June, 2010

Jean M. McMullen  
Notary Public



**EXHIBIT A**

**RAILCARS**

**Series BRCX Union Tank Car 2000 Built Tankcars:**

BRCX 1225  
BRCX 1226  
BRCX 1227  
BRCX 1228  
BRCX 1229  
BRCX 1230  
BRCX 1231  
BRCX 1232  
BRCX 1233  
BRCX 1234  
BRCX 1235  
BRCX 1236  
BRCX 1237  
BRCX 1238  
BRCX 1239  
BRCX 1240  
BRCX 1241  
BRCX 1242  
BRCX 1243  
BRCX 1244  
BRCX 1245  
BRCX 1246  
BRCX 1247  
BRCX 1248  
BRCX 1249  
BRCX 1250  
BRCX 1251  
BRCX 1252  
BRCX 1253  
BRCX 1254  
BRCX 1255  
BRCX 1256  
BRCX 1258  
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BRCX 1287  
BRCX 1288  
BRCX 1289  
BRCX 1290  
BRCX 1291  
BRCX 1292  
BRCX 1293  
BRCX 1294  
BRCX 1295  
BRCX 1296  
BRCX 1297  
BRCX 1298  
BRCX 1299  
BRCX 1300

Series BRCX Union Tank Car 1998 Built Tankcars:

BRCX 1000	BRCX 1015	BRCX 1030	BRCX 1045	BRCX 1060
BRCX 1001	BRCX 1016	BRCX 1031	BRCX 1046	BRCX 1061
BRCX 1002	BRCX 1017	BRCX 1032	BRCX 1047	BRCX 1062
BRCX 1003	BRCX 1018	BRCX 1033	BRCX 1048	BRCX 1063
BRCX 1004	BRCX 1019	BRCX 1034	BRCX 1049	BRCX 1064
BRCX 1005	BRCX 1020	BRCX 1035	BRCX 1050	BRCX 1065
BRCX 1006	BRCX 1021	BRCX 1036	BRCX 1051	BRCX 1066
BRCX 1007	BRCX 1022	BRCX 1037	BRCX 1052	BRCX 1067
BRCX 1008	BRCX 1023	BRCX 1038	BRCX 1053	BRCX 1068
BRCX 1009	BRCX 1024	BRCX 1039	BRCX 1054	BRCX 1069
BRCX 1010	BRCX 1025	BRCX 1040	BRCX 1055	BRCX 1070
BRCX 1011	BRCX 1026	BRCX 1041	BRCX 1056	BRCX 1071
BRCX 1012	BRCX 1027	BRCX 1042	BRCX 1057	BRCX 1072
BRCX 1013	BRCX 1028	BRCX 1043	BRCX 1058	
BRCX 1014	BRCX 1029	BRCX 1044	BRCX 1059	

**Series BRCX Trinity Industries, Inc 1999 Built Tankcars:**

**BRCX 1120**

**BRCX 1125**