

RECORDATION NO 30266 FILED  
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SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

June 27, 2012

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 Lease, dated as of March 26, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Bunge North America, Inc. 11720 Borman Drive St. Louis, Missouri 63146

Chief  
Section of Administration  
June 27, 2012  
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A description of the railroad equipment covered by the enclosed document is:

145 covered hopper railcars within the series AEX 17792 – AEX 18187 as more particularly set forth in the attachment to the document.

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

Memorandum of 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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 26<sup>th</sup> day of March, 2012, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and **Bunge North America, Inc.**, a New York corporation, having its principal place of business at 11720 Borman Drive, St. Louis, Missouri 63146 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement #200101-BNA dated April 2, 2002 and made effective as of September 21, 2001 (the "Master Lease"), and Rider #200101-BNA37 Deal #R01946 dated as of March 26, 2012 (the "Schedule"), whereby Lessor leases to Lessee one hundred forty-five (145) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Page to Follow]***

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

Lessee

**BUNGE NORTH AMERICA, INC.**

Witness: Anita LaChance  
Printed  
Name: Anita LaChance

By: Darrell R. Wallace  
Printed  
Name: Darrell R. Wallace  
Title: Vice President Transportation  
Date: 03/22/2012

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

Lessor

**THE ANDERSONS, INC.**

Witness: Willie A. Dioble  
Printed  
Name: Willie A. Dioble

By: Rasesh H. Shah  
Printed  
Name: Rasesh H. Shah  
Title: President, Rail Group  
Date: 3/26/2012

## EXHIBIT A

### Car List One Hundred Forty-Five (145) Covered Hopper Cars

1	AEX 017792	37	AEX 017898	73	AEX 017995	109	AEX 018083
2	AEX 017793	38	AEX 017901	74	AEX 017996	110	AEX 018086
3	AEX 017794	39	AEX 017903	75	AEX 017999	111	AEX 018090
4	AEX 017801	40	AEX 017905	76	AEX 018000	112	AEX 018093
5	AEX 017802	41	AEX 017908	77	AEX 018001	113	AEX 018094
6	AEX 017804	42	AEX 017910	78	AEX 018003	114	AEX 018096
7	AEX 017806	43	AEX 017911	79	AEX 018004	115	AEX 018098
8	AEX 017807	44	AEX 017913	80	AEX 018005	116	AEX 018099
9	AEX 017809	45	AEX 017919	81	AEX 018009	117	AEX 018101
10	AEX 017812	46	AEX 017920	82	AEX 018011	118	AEX 018106
11	AEX 017814	47	AEX 017922	83	AEX 018013	119	AEX 018107
12	AEX 017815	48	AEX 017923	84	AEX 018015	120	AEX 018118
13	AEX 017816	49	AEX 017924	85	AEX 018016	121	AEX 018123
14	AEX 017825	50	AEX 017928	86	AEX 018018	122	AEX 018124
15	AEX 017829	51	AEX 017929	87	AEX 018020	123	AEX 018125
16	AEX 017833	52	AEX 017931	88	AEX 018021	124	AEX 018126
17	AEX 017835	53	AEX 017932	89	AEX 018023	125	AEX 018127
18	AEX 017841	54	AEX 017933	90	AEX 018025	126	AEX 018130
19	AEX 017842	55	AEX 017934	91	AEX 018030	127	AEX 018133
20	AEX 017844	56	AEX 017939	92	AEX 018034	128	AEX 018135
21	AEX 017845	57	AEX 017946	93	AEX 018035	129	AEX 018139
22	AEX 017846	58	AEX 017947	94	AEX 018038	130	AEX 018142
23	AEX 017851	59	AEX 017948	95	AEX 018039	131	AEX 018146
24	AEX 017853	60	AEX 017949	96	AEX 018040	132	AEX 018147
25	AEX 017856	61	AEX 017951	97	AEX 018044	133	AEX 018148
26	AEX 017866	62	AEX 017954	98	AEX 018045	134	AEX 018149
27	AEX 017868	63	AEX 017959	99	AEX 018047	135	AEX 018152
28	AEX 017871	64	AEX 017962	100	AEX 018054	136	AEX 018155
29	AEX 017872	65	AEX 017964	101	AEX 018055	137	AEX 018157
30	AEX 017873	66	AEX 017969	102	AEX 018058	138	AEX 018159
31	AEX 017875	67	AEX 017971	103	AEX 018061	139	AEX 018161
32	AEX 017876	68	AEX 017973	104	AEX 018066	140	AEX 018166
33	AEX 017878	69	AEX 017982	105	AEX 018067	141	AEX 018180
34	AEX 017881	70	AEX 017983	106	AEX 018076	142	AEX 018183
35	AEX 017887	71	AEX 017985	107	AEX 018078	143	AEX 018184
36	AEX 017893	72	AEX 017991	108	AEX 018081	144	AEX 018186
						145	AEX 018187

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/27/12

Edward M Luria  
Edward M. Luria