

FEB 20 '13 -11 30 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847.318 7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

February 20, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated March 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 23651

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

Lessor	First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Bunge North America, Inc. 11720 Borman Drive St. Louis, MO 63146
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A description of the railroad equipment covered by the enclosed document is for sixty (60) hopper cars having NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosures

(BUNG068)

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ASSGN NO.. BUNG068

MEMORANDUM OF LEASE

FILE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of March, 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Bunge North America, Inc., a New York corporation

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 1, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 68 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of March 21st, 2012 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name RICHARD F. SEYMOUR
Title VICE PRESIDENT SALES & MARKETING

By: Georgia Freiberger
Name GEORGIA FREIBERGER
Title MGR. OF DOCUMENTATION

Executed on this 21st day of March, 2012

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of March, 2012

Janice L. Enolva
Notary Public

My Commission Expires.
8-2-2014
(Notary Public)



LESSEE:

BUNGE NORTH AMERICA, INC.

ATTEST

By [Signature]
Name Harry D. Grogg
Title Director Transportation Pricing

By [Signature]
Name: Darrell R. Wallace
Title: Vice President Transportation

Executed on this 12th day of March, 2012.

[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF St. Louis

I, Phyllis Stracke, a Notary Public of the County and State aforesaid, certify that Darrell R. Wallace personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of March, 2012

[Signature]
Notary Public

My Commission Expires.

4/9/2012
(Notary Public)

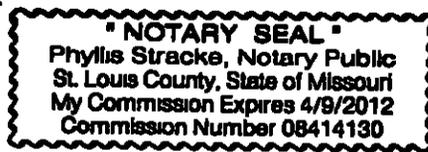


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS. **Sixty (60)**

DESCRIPTION OF CARS. **Covered Hopper Cars**

CAR NUMBERS:

NDYX 863330	NDYX 863367
NDYX 863331	NDYX 863368
NDYX 863332	NDYX 863369
NDYX 863333	NDYX 863370
NDYX 863334	NDYX 863372
NDYX 863336	NDYX 863373
NDYX 863337	NDYX 863374
NDYX 863338	NDYX 863375
NDYX 863339	NDYX 863376
NDYX 863340	NDYX 863378
NDYX 863342	NDYX 863379
NDYX 863343	NDYX 863380
NDYX 863344	NDYX 863381
NDYX 863346	NDYX 863382
NDYX 863349	NDYX 863383
NDYX 863350	NDYX 863384
NDYX 863351	NDYX 863385
NDYX 863352	NDYX 863387
NDYX 863353	NDYX 863388
NDYX 863354	NDYX 863389
NDYX 863355	NDYX 863390
NDYX 863356	NDYX 863391
NDYX 863357	NDYX 863392
NDYX 863358	NDYX 863393
NDYX 863359	NDYX 863394
NDYX 863360	NDYX 863395
NDYX 863362	NDYX 863396
NDYX 863363	NDYX 863397
NDYX 863365	NDYX 863398
NDYX 863366	NDYX 863399