

LAW OFFICES OF
LOUIS E. GITOMER, LLC

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November 30, 2016

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination, a secondary document, dated as of November 30, 2016. The primary document to which this is connected is recorded under Recordation Number 30004. We request that this document be recorded under Recordation Number 30004-A.

The names and addresses of the parties to the Termination Agreement are:

Lender:

The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch
1251 Avenue of the Americas
New York NY 10020

Lender, Administrative Agent and Lessor:

BTMU Capital Leasing & Finance, LLC
111 Huntington Avenue, Suite 400
Boston, MA 02199

Lessee:

Bunge North America, Inc.
11720 Borman Drive
St. Louis, MO 63146

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A description of the equipment covered by the Termination consists of 1159 covered hopper cars numbered CSYX 012345-012353, inclusive, 012355-012359, inclusive, 012361-012381, inclusive, 012383-012405, inclusive, 012407-012418, inclusive, 012420-012450, inclusive, 012452-012582, inclusive, 012584-012586, inclusive, 012588-012621, inclusive, 012622, 012623, 012625-012645, inclusive, 012646, 012647-012663, inclusive, 012665-012675, inclusive, 012677-012682, inclusive, 012684-012769, inclusive, 012771-012802, inclusive, 012803, 012804-012810, inclusive, 012812-012856, inclusive, 012858-012893, inclusive, 012894, 012895-012903, inclusive, 012904, 012905-012936, inclusive, 012938-012951, inclusive, 012953-012995, inclusive, 012996, 012997-012999, inclusive, 013001-013029, inclusive, 013031-013034, inclusive, 013036-013095, inclusive, 013097, 013098-013148, inclusive, 013149, 013150-013173, inclusive, 013175-013187, inclusive, 013189-013294, inclusive, 013296, 013298-013336, inclusive, 013338-013359, inclusive, 013360, 013361-013364, inclusive, 013366-013374, inclusive, 013376, 013377, 013378, 013379-013388, inclusive, 013390-013395, inclusive, 013397-013404, inclusive, 013406-013408, inclusive, 013410-013415, inclusive, 013416, 013417-013448, inclusive, 013450-013469, inclusive, 013471-013486, inclusive, 013488-013493, inclusive, 013494, 013495-013512, inclusive, 013514, 013516-013522, inclusive, 013524-013530, inclusive, and 013532-013544, inclusive.

A fee of \$45.00 is enclosed. Please return one copy by email to:

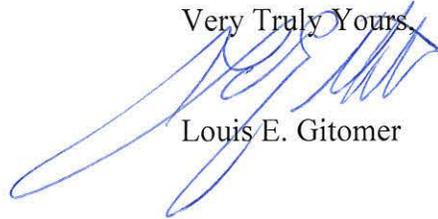
Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Termination among The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, 1251 Avenue of the Americas, New York NY 10020, BTMU Capital Leasing & Finance, LLC, 111 Huntington Avenue, Suite 400, Boston, MA 02199, and Bunge North America, Inc., 11720 Borman Drive, St. Louis, MO 63146, covering 1159 covered hopper cars numbered CSYX 012345-012353, inclusive, 012355-012359, inclusive, 012361-012381, inclusive, 012383-012405, inclusive, 012407-012418, inclusive, 012420-012450, inclusive, 012452-012582, inclusive, 012584-012586, inclusive, 012588-012621, inclusive, 012622, 012623, 012625-012645, inclusive, 012646, 012647-012663, inclusive, 012665-012675, inclusive, 012677-012682, inclusive, 012684-012769, inclusive, 012771-012802, inclusive, 012803, 012804-012810, inclusive, 012812-012856, inclusive, 012858-012893, inclusive, 012894, 012895-012903, inclusive, 012904, 012905-012936, inclusive, 012938-012951, inclusive, 012953-012995, inclusive, 012996, 012997-012999, inclusive, 013001-013029, inclusive, 013031-013034, inclusive, 013036-013095, inclusive, 013097, 013098-013148, inclusive,

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013149, 013150-013173, inclusive, 013175-013187, inclusive, 013189-013294, inclusive, 013296, 013298-013336, inclusive, 013338-013359, inclusive, 013360, 013361-013364, inclusive, 013366-013374, inclusive, 013376, 013377, 013378, 013379-013388, inclusive, 013390-013395, inclusive, 013397-013404, inclusive, 013406-013408, inclusive, 013410-013415, inclusive, 013416, 013417-013448, inclusive, 013450-013469, inclusive, 013471-013486, inclusive, 013488-013493, inclusive, 013494, 013495-013512, inclusive, 013514, 013516-013522, inclusive, 013524-013530, inclusive, and 013532-013544, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

TERMINATION

This Termination, dated as of November 30, 2016, is among The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, and BTMU Capital Leasing & Financing, LLC, as successor-in-interest to BFC Assets, Inc. ("Lenders"), as lenders, BTMU Capital Leasing & Financing, LLC, as successor-in-interest to BFC Assets, Inc. ("BTMU"), as lessor, and Bunge North America, Inc. (Bunge"), as lessee.

WHEREAS, BTMU and Lenders entered into that certain Loan and Security Agreement dated as of November 30, 2011 (the "Loan Agreement"), as supplemented by Loan and Security Agreement Supplement dated November 30, 2011 (the "Loan Agreement Supplement"), pledging 1,159 covered hopper cars identified in the Attachment (the "Equipment"); and

WHEREAS, BBTMU and Bunge entered into that certain Equipment Lease Agreement dated as of November 30, 2011 (the "Lease"), as supplemented by that certain Lease Supplement dated November 30, 2011 (the "Lease Supplement") where BTMU agreed to lease to Bunge and Bunge agreed to lease from BTMU the Equipment; and

WHEREAS, Lenders, BTMU, and Bunge entered that certain Memorandum of Equipment Lease Agreement and Loan and Security Agreement dated as of November 30, 2011 (the "Memorandum" together with the Loan Agreement, the Loan Agreement Supplement, the Lease, and the Lease Supplement are referred to as the "Lien Documents"), which was recorded at the Surface Transportation Board on November 11, 2011 at 1:35 pm under Recordation No. 30004 for the Equipment.

WHEREAS, the duties and obligations of the parties to the Lien Documents have been satisfied and discharged; and

WHEREAS, as of the date hereof, all amounts due for the Equipment under the Lien Documents have been paid in full; and

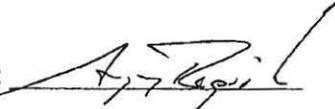
NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, Lenders, BTMU and Bunge hereby terminate and cancel the Lien Documents as of the date herein first written above; provided that this termination does not apply to provisions of the Lien Documents stated to survive such termination.

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be duly executed as of the date hereinabove first written.

BTMU Capital Leasing &
Financing, LLC,
as lender and lessor

BUNGE NORTH AMERICA, INC.,
as lessee

By: 

Name: Gregory B. Register
Managing Director

Title: _____

By: _____

Name: _____

Title: _____

THE BANK OF TOKYO-MITSUBISHI
UFJ, LTD., NEW YORK BRANCH,
as lender

By: 

Name: Mustafa Khan
Director

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Termination to be duly executed as of the date hereinabove first written.

BTMU Capital Leasing &
Financing, LLC,
as lender and lessor

BUNGE NORTH AMERICA, INC.,
as lessee

By: _____

By: *Matthew J Davis*

Name: _____

Name: *Matthew J Davis*

Title: _____

Title: *Treasurer*

THE BANK OF TOKYO-MITSUBISHI
UFJ, LTD., NEW YORK BRANCH,
as lender

By: _____

Name: _____

Title: _____

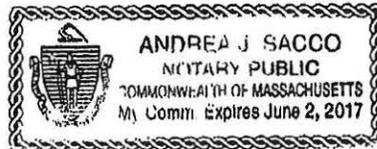
STATE OF MASSACHUSETTS)
) ss.
County of SUFFOLK)

On this 30th day of November 2016, before me, the undersigned Notary Public, personally appeared **Gregory B. Register** personally known to me to be the person who executed the within instrument as **Massachusetts Driver's License** on behalf of BTMU Capital Leasing & Financing, LLC and acknowledged to me that the corporation executed it.


Andrea J. Sacco

Notary Public for State of Massachusetts

My Commission expires June 2, 2017



STATE OF MISSOURI)
) ss.
County of ST. LOUIS)

On this 29th day of November 2016 before me, the undersigned Notary Public, personally appeared MATTHEWS DAVIS personally known to me to be the person who executed the within instrument as TREASURER on behalf of the BUNGE NORTH AMERICA, INC., and acknowledged to me that the corporation executed it.

Jean M. McMullen
Notary Public for 600 STATE OF MISSOURI
My Commission expires 1/29/2017



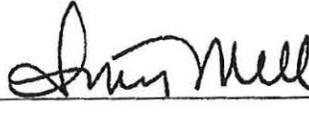
JEAN M. MCMULLEN
My Commission Expires
January 29, 2017
St. Charles County
Commission #13659111

STATE OF NEW YORK)

) ss.

County of NEW YORK)

On this 30th day of November 2016, before me, the undersigned Notary Public, personally appeared Mustafa Khan, personally known to me to be the person who executed the within instrument as a Director on behalf of THE BANK OF TOKYO-MITSUBISHI UFJ, LTD, NEW YORK BRANCH and acknowledged to me that the corporation executed it.



Notary Public for _____

AMY MELLON

Notary Public, State of New York

Nb: 02ME6188904

My Commission expires _____

Qualified in New York County

Commission Expires November 9, 2018/20

ATTACHMENT

1159 covered hopper cars numbered CSYX 012345-012353, inclusive, 012355-012359, inclusive, 012361-012381, inclusive, 012383-012405, inclusive, 012407-012418, inclusive, 012420-012450, inclusive, 012452-012582, inclusive, 012584-012586, inclusive, 012588-012621, inclusive, 012622, 012623, 012625-012645, inclusive, 012646, 012647-012663, inclusive, 012665-012675, inclusive, 012677-012682, inclusive, 012684-012769, inclusive, 012771-012802, inclusive, 012803, 012804-012810, inclusive, 012812-012856, inclusive, 012858-012893, inclusive, 012894, 012895-012903, inclusive, 012904, 012905-012936, inclusive, 012938-012951, inclusive, 012953-012995, inclusive, 012996, 012997-012999, inclusive, 013001-013029, inclusive, 013031-013034, inclusive, 013036-013095, inclusive, 013097, 013098-013148, inclusive, 013149, 013150-013173, inclusive, 013175-013187, inclusive, 013189-013294, inclusive, 013296, 013298-013336, inclusive, 013338-013359, inclusive, 013360, 013361-013364, inclusive, 013366-013374, inclusive, 013376, 013377, 013378, 013379-013388, inclusive, 013390-013395, inclusive, 013397-013404, inclusive, 013406-013408, inclusive, 013410-013415, inclusive, 013416, 013417-013448, inclusive, 013450-013469, inclusive, 013471-013486, inclusive, 013488-013493, inclusive, 013494, 013495-013512, inclusive, 013514, 013516-013522, inclusive, 013524-013530, inclusive, and 013532-013544, inclusive.