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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

October 21, 2016

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 an Amended and Restated Memorandum of Lease Agreement, dated as of October 21, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document replaces and supersedes the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 32311

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

Lessor: PNC Equipment Finance, LLC  
One PNC Plaza, 10<sup>th</sup> Floor  
249 Fifth Avenue  
Pittsburgh, PA 15222

Lessee: Bunge North America, Inc.  
11720 Borman Drive  
St. Louis, Missouri 63146

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

200 tank railcars:

BRCX 5000-5124, inclusive;  
BRCX 5126-5132, inclusive;

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BRCX 5134-5137, inclusive;  
BRCX 5139-5141, inclusive;  
BRCX 5143-5158, inclusive;  
BRCX 5161;  
BRCX 5163-5182, inclusive;  
BRCX 5184;  
BRCX 5188;  
BRCX 5190;  
BRCX 5192  
BRCX 5193;  
BRCX 5195  
BRCX 5196;  
BRCX 5198;  
BRCX 5200-5207, inclusive;  
BRCX 5209-5213, inclusive;  
BRCX 5215;  
BRCX 5217; and  
BRCX 5225

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

Amended and Restated Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$45.00 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

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AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

dated as of October 21, 2016

between

BUNGE NORTH AMERICA, INC.,  
as Lessee,

and

PNC EQUIPMENT FINANCE, LLC,  
as Lessor

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## AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT

THIS AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT (the "Amended and Restated Memorandum") is made and entered into as of October 21, 2016, by and between PNC EQUIPMENT FINANCE, LLC ("Lessor") and BUNGE NORTH AMERICA, INC. ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore entered into that certain Rail Equipment Lease Agreement dated as of June 10, 2016 (the "Lease Agreement") and one or more schedules thereto (each individually, a "Schedule", and together with the Lease Agreement, to the extent the same is incorporated by reference into or relating to each such Schedule, collectively, the "Lease"), pertaining to those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").
2. To evidence the Lease, a Memorandum of Lease Agreement dated as of September 12, 2016 (the "Memorandum") between Lessor and Lessee covering the Lease and the Railcars was (i) filed with the United States Surface Transportation Board on September 12, 2016, under Recordation Number 32311 and (ii) deposited with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on September 12, 2016, as Deposit Number 25487.
3. Lessor and Lessee desire to amend the description of the Railcars in Exhibit No. 1 to the Memorandum, and to replace said Exhibit No. 1 to the Memorandum with Exhibit No. 1 attached hereto in order to correctly describe the Railcars currently leased from Lessor to Lessee.
4. Lessor and Lessee desire to show for the public record the leasing of the Railcars described in Exhibit No. 1 attached hereto from Lessor to Lessee, the ownership of said Railcars by Lessor, the leasehold interest therein of Lessee, the rights of Lessee from time to time to purchase said Railcars on the terms set forth in the Lease, and, accordingly, the parties have caused this Amended and Restated Memorandum to be executed as of the date first above written by their officers thereunto duly authorized.
5. This Amended and Restated Memorandum is intended to replace and supersede the Memorandum.

This Amended and Restated Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each executed counterpart constituting an original but all of which together shall constitute a single agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

BUNGE NORTH AMERICA, INC.

By: Matthew S. Davis  
Name: Matthew S. Davis  
Title: Treasurer

STATE OF MISSOURI )  
COUNTY OF St. Louis ) ss.

On this 20<sup>th</sup> day of October, 2016, before me appeared MATTHEW S. DAVIS, the person who signed this instrument, who acknowledged that (s)he is the TREASURER of BUNGE NORTH AMERICA, INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Jean M. McMullen  
Notary Public

My commission expires:

January 29, 2017



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



**EXHIBIT NO. 1  
TO AMENDED AND RESTATED MEMORANDUM**

**DESCRIPTION OF RAILCARS**

Two hundred (200) tank cars bearing reporting marks set forth below:

BRCX 5000-5124, inclusive;  
BRCX 5126-5132, inclusive;  
BRCX 5134-5137, inclusive;  
BRCX 5139-5141, inclusive;  
BRCX 5143-5158, inclusive;  
BRCX 5161;  
BRCX 5163-5182, inclusive;  
BRCX 5184;  
BRCX 5188;  
BRCX 5190;  
BRCX 5192-5193, inclusive;  
BRCX 5195-5196, inclusive;  
BRCX 5198;  
BRCX 5200-5207, inclusive;  
BRCX 5209-5213, inclusive;  
BRCX 5215;  
BRCX 5217; and  
BRCX 5225

**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:

October 21, 2016

*Edward M Luria*

Edward M. Luria