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November 29, 2016

MELANIE B. YASBIN
Melanie@lgraillaw.com

410-296-2205 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 Memorandum of Lease Agreement, a primary document, dated as of November 29, 2016. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
11333 McCormick Road
Hunt Valley, MD 21031

Lessee:

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

A description of the equipment covered by the Memorandum of Lease Agreement consists of 84 tank cars numbered BRCX 5221, 5238, 5242, 5258, 5265, 5267, 5269, 5270, 5279, 5297, 5305, 5306, 5307, 5308, 5309, 5311, 5312, 5314, 5316, 5317, 5318, 5319, 5320, 5321, 5323, 5326, 5328, 5331, 5333, 5335, 5336, 5339, 5340, 5341, 5342, 5343, 5344, 5345, 5346, 5347, 5348, 5349, 5350, 5351, 5352, 5353, 5354, 5355, 5356, 5357, 5358, 5359, 5361, 5364, 5365, 5367, 5369, 5370, 5371, 5372, 5373, 5374, 5375, 5376, 5377, 5379, 5380, 5381, 5382, 5383, 5384, 5385, 5386, 5387, 5388, 5389, 5390, 5391, 5392, 5393, 5394, 5402, 5403, and 5405.

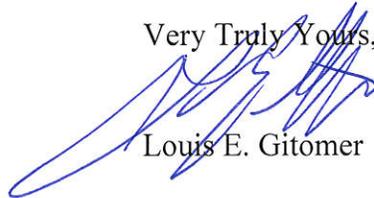
Ms. Cynthia T. Brown
November 29, 2016
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A fee of \$45.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley, MD 21031, and Bunge North America, Inc., 11720 Borman Drive, St. Louis, MO 63146, covering 84 tank cars numbered BRCX 5221, 5238, 5242, 5258, 5265, 5267, 5269, 5270, 5279, 5297, 5305, 5306, 5307, 5308, 5309, 5311, 5312, 5314, 5316, 5317, 5318, 5319, 5320, 5321, 5323, 5326, 5328, 5331, 5333, 5335, 5336, 5339, 5340, 5341, 5342, 5343, 5344, 5345, 5346, 5347, 5348, 5349, 5350, 5351, 5352, 5353, 5354, 5355, 5356, 5357, 5358, 5359, 5361, 5364, 5365, 5367, 5369, 5370, 5371, 5372, 5373, 5374, 5375, 5376, 5377, 5379, 5380, 5381, 5382, 5383, 5384, 5385, 5386, 5387, 5388, 5389, 5390, 5391, 5392, 5393, 5394, 5402, 5403, and 5405.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of November 29, 2016

between

BUNGE NORTH AMERICA, INC.,
as Lessee,

and

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 29, 2016, by and between BANC OF AMERICA LEASING & CAPITAL, LLC (“Lessor”) and BUNGE NORTH AMERICA, INC. (“Lessee”), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the “Railcars”).

All of such Railcars are or will become subject to that certain Rail Equipment Lease Agreement dated as of August 8, 2016 (the “Lease Agreement”) and one or more schedules thereto (each individually, a “Schedule”), each between Lessor and Lessee (each such Schedule and the Lease Agreement, to the extent the same is incorporated by reference into or relating to such Schedule, are collectively referred to herein as the “Lease”).

2. The Lease shall be subject to the term specified in the applicable Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

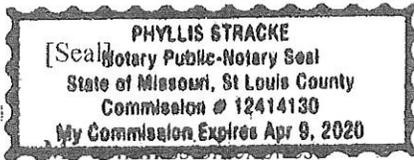
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BUNGE NORTH AMERICA, INC.

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

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

On this 10th day of November, 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.



Phyllis Stracke
Notary Public

April 9 ²⁰~~16~~

**EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS

Eighty-four (84) 29,000 gallon exterior-coiled/insulated tank cars bearing reporting marks set forth below:

<u>Car Initial</u>	<u>Car Number</u>	<u>Car Initial</u>	<u>Car Number</u>	<u>Car Initial</u>	<u>Car Number</u>
BRCX	5221	BRCX	5333	BRCX	5369
BRCX	5238	BRCX	5335	BRCX	5370
BRCX	5242	BRCX	5336	BRCX	5371
BRCX	5258	BRCX	5339	BRCX	5372
BRCX	5265	BRCX	5340	BRCX	5373
BRCX	5267	BRCX	5341	BRCX	5374
BRCX	5269	BRCX	5342	BRCX	5375
BRCX	5270	BRCX	5343	BRCX	5376
BRCX	5279	BRCX	5344	BRCX	5377
BRCX	5297	BRCX	5345	BRCX	5379
BRCX	5305	BRCX	5346	BRCX	5380
BRCX	5306	BRCX	5347	BRCX	5381
BRCX	5307	BRCX	5348	BRCX	5382
BRCX	5308	BRCX	5349	BRCX	5383
BRCX	5309	BRCX	5350	BRCX	5384
BRCX	5311	BRCX	5351	BRCX	5385
BRCX	5312	BRCX	5352	BRCX	5386
BRCX	5314	BRCX	5353	BRCX	5387
BRCX	5316	BRCX	5354	BRCX	5388
BRCX	5317	BRCX	5355	BRCX	5389
BRCX	5318	BRCX	5356	BRCX	5390
BRCX	5319	BRCX	5357	BRCX	5391
BRCX	5320	BRCX	5358	BRCX	5392
BRCX	5321	BRCX	5359	BRCX	5393
BRCX	5323	BRCX	5361	BRCX	5394
BRCX	5326	BRCX	5364	BRCX	5402
BRCX	5328	BRCX	5365	BRCX	5403
BRCX	5331	BRCX	5367	BRCX	5405