

LAW OFFICES  
**MILES & STOCKBRIDGE P.C.**  
10 LIGHT STREET  
BALTIMORE, MARYLAND 21202-1487  
TELEPHONE 410-727-6464  
FAX 410-385-3700

CAMBRIDGE, MD  
COLUMBIA, MD  
EASTON, MD  
FREDERICK, MD

MCLEAN, VA  
ROCKVILLE, MD  
TOWSON, MD  
WASHINGTON, D.C.

April 9, 2002



**VIA FEDERAL EXPRESS**

Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001  
Attn: Ms. Taledia Stokes

REGISTRATION NO. 19983-H FILED

APR 12 '02 10:49 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement Modification Agreement, dated April 1, 2002, a secondary document, as defined in the Board's Rules for the Recordation of Documents, to the Memorandum of Lease Agreement dated March 18, 1996, Recordation No. 19983 between Allfirst Bank, as lessor, and Bunge North America Inc., as lessee.

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

Lessor: Allfirst Bank  
25 South Charles Street  
Baltimore, Maryland 21201

Lessee: Bunge North America, Inc.  
11720 Borman Drive  
P.O. Box 28500  
St. Louis, MO 63146

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

Two hundred forty-two (242), 4,600-5,200 cubic foot, 100-ton capacity, trough hatch covered hopper railcars bearing the reporting marks and numbers as referenced in Schedule A of the said document.

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

Surface Transportation Board  
April 9, 2002  
Page 2

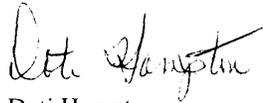
**MILES & STOCKBRIDGE P.C.**

Memorandum of Lease Agreement Modification agreement Allfirst Bank, Lessor and Bunge North America, Inc., Lessee, covering two hundred forty-two (242), 4,600-5,200 cubic foot, 100-ton capacity, trough hatch covered hopper railcars bearing the reporting marks and numbers as referenced in Schedule A of the said document.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Very truly yours,



Doti Hampton  
Legal Assistant

Enclosures

RECORDATION NO. 19983-H FILED

APR 12 '02 11-49 AM

SURFACE TRANSPORTATION BOARD



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MEMORANDUM OF LEASE AGREEMENT MODIFICATION AGREEMENT

dated as of April 1, 2002

by and between

ALLFIRST BANK,  
as Lessor

and

BUNGE NORTH AMERICA, INC.,  
as Lessee

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## **MEMORANDUM OF LEASE AGREEMENT MODIFICATION AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT MODIFICATION AGREEMENT (this "Agreement") is made as of this 1<sup>st</sup> day of April 2002, by and between BUNGE NORTH AMERICA, INC. (formerly known as Bunge Corporation), a New York corporation (the "Lessee"), and ALLFIRST BANK (formerly known as The First National Bank of Maryland), a Maryland state-chartered banking corporation (the "Lessor), witnesseth:

### **Recitals**

A. The Lessor, as successor lessor, leases to Lessee certain covered hopper railcars described in Exhibit A attached hereto and made a part hereof (the "Railcars") pursuant to the Lease Agreement (the "Lease Agreement") dated as of September 1, 1995 (the "Lease").

B. The Memorandum of Lease Agreement (as amended, the "Memorandum") dated as of March 18, 1996 was filed and recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. §11303(a) on March 20, 1996 under the Recordation No. 19983, and was amended by the Assignment of Lessor's Interest in Lease dated as of March 18, 1996, filed and recorded with the ICC on March 20, 1996 under Recordation No. 19983-A, the Assignment of Lessor's Interest in Lease dated as of March 29, 1996, filed and recorded with the ICC on June 3, 1996 under Recordation No. 19983-B, the Assignment of Lessor's Interest in Lease dated as of May 31, 1996, filed and recorded with the ICC on June 7, 1996 under Recordation No. 19983-C, the Assignment of Lessor's Interest in Lease dated as of June 7, 1996, filed and recorded with the ICC on June 11, 1996 under Recordation No. 19983-D, the Assignment of Lessor's Interest in Lease dated as of June 28, 1996, filed and recorded with the ICC on July 5, 1996 under Recordation No. 19983-E, the Assignment of Lessor's Interest in Lease dated as of July 31, 1996, filed and recorded with the ICC on August 19, 1996 under Recordation No. 19983-F, and the Assignment of Lessor's Interest in Lease dated as of September 23, 1996, filed and recorded with the ICC on September 25, 1996 under Recordation No. 19983-G, each by and between the Lessor and the Lessee.

C. Eight (8) of the railcars originally-leased under the Lease Agreement were removed from the Lease pursuant to Section 16 of the Lease Agreement. Three (3) of the railcars originally-leased under the Lease Agreement were withdrawn from the Lease and replaced pursuant to Section 10 of the Lease Agreement.

D. The Lessee changed its name from Bunge Corporation to Bunge North America, Inc. and re-numbered the remaining originally-leased Railcars.

E. The Lessor and the Lessee desire to amend certain provisions of the Memorandum.

## TERMS

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. The facts set forth above are true and accurate in each respect.
2. Exhibit A to the Memorandum is hereby deleted in its entirety and Exhibit A attached hereto is inserted in lieu thereof.
3. The term “this Memorandum of Lease Agreement” as used in the Memorandum of Lease Agreement shall mean the Memorandum of Lease Agreement as modified herein unless the context clearly indicates or dictates a contrary meaning.
4. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Agreement to be executed as of the date first above written.

WITNESS:

ALLFIRST BANK  
(formerly known as The First National Bank of Maryland),  
as Lessor

 \_\_\_\_\_

By:  (SEAL)  
Richard M. Folio  
Vice President

BUNGE NORTH AMERICA, INC.  
(formerly known as Bunge Corporation),  
as Lessee

 \_\_\_\_\_

By:  (SEAL)  
Name: Darrell R. Wallace  
Title: Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 5<sup>th</sup> day of April, 2002, before me, a Notary Public of the City and State aforesaid, personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2005

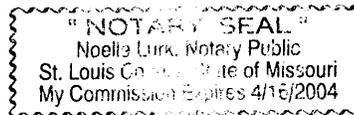
STATE OF MISSOURI, COUNTY OF ST. LOUIS, TO WIT:

On this 1<sup>st</sup> day of April, 2002, before me, a Notary Public of the City and State aforesaid, personally appeared Darrell R. Wallace, to me personally known, who being by me duly sworn, says that he is a Vice President of Bunge North America, Inc., a New York corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Noelle Lark  
Notary Public

My Commission Expires: 4-16-04



**Exhibit A**

**DESCRIPTION OF RAILCARS**

Two Hundred Forty-Two (242), 4,600 - 5,200 cubic foot, 100-ton capacity, trough hatch covered hopper railcars bearing the following numbers and marks:

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6700	SIRX	801	4/20/01
AEX	6701	SIRX	803	7/6/01
AEX	6702	SIRX	805	6/6/01
AEX	6703	SIRX	806	7/2/01
AEX	6704	SIRX	808	7/13/00
AEX	6705	SIRX	810	4/18/00
AEX	6706	SIRX	812	2/19/01
AEX	6707	SIRX	813	5/25/00
AEX	6708	SIRX	814	3/20/00
AEX	6709	SIRX	817	10/13/00
AEX	6710	SIRX	818	3/27/00
AEX	6711	SIRX	820	10/9/00
AEX	6712	SIRX	821	8/21/00
AEX	6713	SIRX	823	6/6/01
AEX	6714	SIRX	824	8/23/01
AEX	6715	SIRX	825	3/21/00
AEX	6716	SIRX	826	5/9/00
AEX	6717	SIRX	827	7/13/00
AEX	6718	SIRX	828	9/20/01
AEX	6719	SIRX	829	2/29/00
AEX	6720	SIRX	834	4/14/00
AEX	6721	SIRX	835	3/7/00
AEX	6722	SIRX	836	4/3/00
AEX	6723	SIRX	837	2/29/00
AEX	6724	SIRX	838	10/9/00
AEX	6725	SIRX	839	7/11/00
AEX	6726	SIRX	841	4/14/00
AEX	6727	SIRX	842	5/12/00
AEX	6728	SIRX	843	5/16/00
AEX	6730	SIRX	845	2/12/01
AEX	6731	SIRX	847	7/13/00
AEX	6732	SIRX	849	7/13/01
AEX	6733	SIRX	851	4/14/00
AEX	6734	SIRX	852	2/8/01
AEX	6735	SIRX	855	7/11/00

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6736	SIRX	856	4/26/00
AEX	6737	SIRX	857	9/6/00
AEX	6738	SIRX	859	7/3/00
AEX	6739	SIRX	860	3/21/00
AEX	6740	SIRX	862	9/21/01
AEX	6741	SIRX	863	4/3/01
AEX	6742	SIRX	864	3/28/00
AEX	6743	SIRX	865	3/21/00
AEX	6744	SIRX	866	3/21/00
AEX	6745	SIRX	867	6/11/01
AEX	6746	SIRX	870	2/24/00
AEX	6747	SIRX	873	2/29/00
AEX	6748	SIRX	875	5/9/00
AEX	6749	SIRX	876	5/2/00
AEX	6750	SIRX	878	8/15/00
AEX	6751	SIRX	881	11/15/00
AEX	6752	SIRX	883	6/15/00
AEX	6753	SIRX	888	3/27/00
AEX	6754	SIRX	890	5/16/00
AEX	6755	SIRX	892	8/18/00
AEX	6757	SIRX	894	3/16/00
AEX	6758	SIRX	897	7/5/00
AEX	6759	SIRX	899	10/17/00
AEX	6760	SIRX	1116	9/25/01
AEX	6761	SIRX	1117	2/25/00
AEX	6762	SIRX	1118	4/7/00
AEX	6764	SIRX	1120	3/27/00
AEX	6765	SIRX	1121	10/9/00
AEX	6766	SIRX	1122	4/17/01
AEX	6767	SIRX	1123	6/9/00
AEX	6768	SIRX	1124	7/2/01
AEX	6769	SIRX	1125	7/17/01
AEX	6770	SIRX	1126	9/11/00
AEX	6771	SIRX	1127	10/5/00
AEX	6772	SIRX	1128	9/13/00
AEX	6773	SIRX	1129	3/15/01
AEX	6774	SIRX	2606	7/17/01
AEX	6775	SIRX	2637	8/3/00
AEX	6776	SIRX	2689	8/14/01
AEX	6777	SIRX	2708	7/17/01
AEX	6778	SIRX	2760	7/2/01
AEX	6779	SIRX	31002	9/12/01
AEX	6780	SIRX	31004	8/28/00
AEX	6781	SIRX	31005	9/12/00

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6782	SIRX	31006	6/9/00
AEX	6783	SIRX	31007	7/6/01
AEX	6784	SIRX	31008	4/14/00
AEX	6785	SIRX	31009	8/8/01
AEX	6786	SIRX	31010	11/29/00
AEX	6787	SIRX	31011	7/12/01
AEX	6788	SIRX	31012	6/15/00
AEX	6789	SIRX	31013	10/9/00
AEX	6790	SIRX	31014	10/9/00
AEX	6791	SIRX	31015	6/26/00
AEX	6792	SIRX	31016	4/16/01
AEX	6793	SIRX	31017	6/6/01
AEX	6794	SIRX	31018	7/17/01
AEX	6795	SIRX	31019	4/14/00
AEX	6796	SIRX	31020	7/18/00
AEX	6797	SIRX	31021	9/12/00
AEX	6798	SIRX	31022	4/11/00
AEX	6799	SIRX	31023	10/11/00
AEX	6800	SIRX	31024	6/16/00
AEX	6801	SIRX	31025	4/10/01
AEX	6802	SIRX	31026	7/13/01
AEX	6803	SIRX	31027	2/8/01
AEX	6804	SIRX	31028	7/13/01
AEX	6806	SIRX	31031	3/1/00
AEX	6807	SIRX	31032	7/2/01
AEX	6808	SIRX	31034	9/25/01
AEX	6809	SIRX	31035	8/1/01
AEX	6810	SIRX	31036	7/11/00
AEX	6811	SIRX	31037	10/9/00
AEX	6812	SIRX	31038	5/2/00
AEX	6813	SIRX	31040	6/6/01
AEX	6814	SIRX	31042	9/12/01
AEX	6815	SIRX	31043	3/7/00
AEX	6816	SIRX	31044	6/4/01
AEX	6817	SIRX	31045	10/9/00
AEX	6818	SIRX	31046	2/23/00
AEX	6819	SIRX	31047	4/17/00
AEX	6820	SIRX	31048	10/25/01
AEX	6821	SIRX	31049	4/14/00
AEX	6822	SIRX	31050	10/9/00
AEX	6823	SIRX	31051	5/9/00
AEX	6824	SIRX	31052	3/29/01
AEX	6826	SIRX	31054	10/18/01
AEX	6827	SIRX	31056	4/14/00

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6828	SIRX	31057	9/6/00
AEX	6829	SIRX	31058	9/6/00
AEX	6830	SIRX	31059	6/22/00
AEX	6831	SIRX	31060	9/7/00
AEX	6832	SIRX	31061	5/31/01
AEX	6833	SIRX	31062	1/26/01
AEX	6834	SIRX	31063	4/16/01
AEX	6835	SIRX	31064	4/18/00
AEX	6836	SIRX	31066	3/30/01
AEX	6837	SIRX	31067	3/1/00
AEX	6838	SIRX	31068	3/9/01
AEX	6839	SIRX	31069	10/9/00
AEX	6840	SIRX	31070	9/7/00
AEX	6841	SIRX	31071	3/28/00
AEX	6842	SIRX	31072	5/10/01
AEX	6843	SIRX	31073	7/12/01
AEX	6844	SIRX	31074	3/30/01
AEX	6845	SIRX	31075	4/2/01
AEX	6846	SIRX	31076	9/11/00
AEX	6847	SIRX	31077	7/18/00
AEX	6848	SIRX	31078	4/24/00
AEX	6849	SIRX	31081	7/13/00
AEX	6850	SIRX	31082	9/7/00
AEX	6851	SIRX	31083	6/13/00
AEX	6852	SIRX	31084	4/2/01
AEX	6853	SIRX	31085	9/6/00
AEX	6854	SIRX	31087	2/23/00
AEX	6855	SIRX	31088	7/23/01
AEX	6856	SIRX	31089	2/23/00
AEX	6857	SIRX	31090	4/26/00
AEX	6858	SIRX	73613	5/18/00
AEX	6879	SIRX	203134	7/12/01
AEX	6880	SIRX	203152	7/31/00
AEX	6881	SIRX	205053	7/2/01
AEX	6882	SIRX	205158	9/19/00
AEX	6883	SIRX	246449	3/15/01
AEX	6884	SIRX	246471	7/19/01
AEX	6885	SIRX	248387	6/9/00
AEX	6886	SIRX	460212	9/25/01
AEX	6887	SIRX	460227	2/26/01
AEX	6888	SIRX	460228	10/17/00
AEX	6889	SIRX	460229	5/18/00
AEX	6890	SIRX	460230	10/9/00
AEX	6891	SIRX	460232	8/1/00

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6892	SIRX	460233	4/17/01
AEX	6893	SIRX	460234	4/14/00
AEX	6894	SIRX	460235	4/14/00
AEX	6895	SIRX	460236	4/14/00
AEX	6896	SIRX	460237	5/2/00
AEX	6897	SIRX	460239	9/7/00
AEX	6898	SIRX	460240	3/1/00
AEX	6899	SIRX	460241	4/20/01
AEX	6900	SIRX	460242	5/29/01
AEX	6901	SIRX	460243	4/2/01
AEX	6902	SIRX	460244	7/13/00
AEX	6903	SIRX	460245	7/11/00
AEX	6904	SIRX	460246	8/1/00
AEX	6905	SIRX	460247	3/1/00
AEX	6906	SIRX	460248	7/17/01
AEX	6907	SIRX	460249	10/26/00
AEX	6908	SIRX	460250	9/11/00
AEX	6909	SIRX	460251	3/1/00
AEX	6910	SIRX	460252	9/26/01
AEX	6911	SIRX	460253	9/6/00
AEX	6912	SIRX	460254	9/11/00
AEX	6913	SIRX	460255	6/13/00
AEX	6914	SIRX	460256	2/8/01
AEX	6915	SIRX	460257	4/14/00
AEX	6916	SIRX	460258	4/26/00
AEX	6917	SIRX	460259	9/27/00
AEX	6918	SIRX	460260	5/10/01
AEX	6919	SIRX	460261	9/11/00
AEX	6930	SIRX	460262	4/14/00
AEX	6921	SIRX	460263	4/14/00
AEX	6922	SIRX	460264	8/28/00
AEX	6923	SIRX	460265	3/30/01
AEX	6924	SIRX	460266	9/11/00
AEX	6925	SIRX	460267	4/18/01
AEX	6926	SIRX	460268	9/12/01
AEX	6927	SIRX	460269	9/6/00
AEX	6928	SIRX	460270	5/18/00
AEX	6929	SIRX	460271	2/21/01
AEX	6920	SIRX	460272	7/23/01
AEX	6931	SIRX	460273	4/14/00
AEX	6932	SIRX	460274	10/9/00
AEX	6933	SIRX	460276	4/14/00
AEX	6934	SIRX	460277	8/1/01

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6936	SIRX	460280	7/23/01
AEX	6937	SIRX	460281	9/21/01
AEX	6938	SIRX	460282	5/18/00
AEX	6939	SIRX	460284	7/13/00
AEX	6940	SIRX	460285	9/11/00
AEX	6943	SIRX	465030	6/22/00
AEX	6944	SIRX	465031	5/3/01
AEX	6945	SIRX	465033	7/6/01
AEX	6946	SIRX	470023	9/11/00
AEX	6947	SIRX	470034	10/27/00
AEX	6948	SIRX	470039	9/25/01
AEX	6949	SIRX	470059	7/18/00
AEX	6950	SIRX	470079	4/14/00
AEX	6951	SIRX	475024	9/6/00
AEX	6952	SIRX	475028	1/26/01
AEX	6953	SIRX	475031	8/2/01
AEX	6954	SIRX	475035	9/11/00
AEX	6955	SIRX	475036	6/21/00
AEX	6956	SIRX	475042	9/12/00
AEX	6957	SIRX	475045	8/15/00
AEX	6958	SIRX	475425	3/7/00
AEX	6959	SIRX	475426	7/23/01
AEX	6960	SIRX	475427	6/22/00
AEX	6961	SIRX	475428	7/2/01
AEX	6991	SIRX	525001	3/30/01
AEX	6992	SIRX	525002	8/4/00
AEX	6993	SIRX	525003	6/16/00
AEX	6994	SIRX	837040	7/13/01
AEX	6995	SIRX	837048	7/17/01
AEX	6697	*	*	*
AEX	6698	**	**	**
AEX	6699	***	***	***

\*Railcar SIRX 31029 was withdrawn from the Lease and replaced with Railcar AEX 6697 pursuant to Section 10 of the Lease Agreement.

\*\*Railcar SIRX 31053 was withdrawn from the Lease and replaced with Railcar AEX 6698 pursuant to Section 10 of the Lease Agreement.

\*\*Railcar AEX 6935 (formerly, SIRX 460278) was withdrawn from the Lease and replaced with Railcar AEX 6699 pursuant to Section 10 of the Lease Agreement.