

RECORDATION NO. 30147 FILED
March 30, 2012 03:30 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 30, 2012

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 a Memorandum of Lease, dated as of December 7, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Bunge North America, Inc. 11720 Borman Drive St. Louis, Missouri 63146

Chief
Section of Administration
March 30, 2012
Page 2

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

22 covered hopper railcars: AEX 007651, AEX 007653, AEX 007658, AEX 007660, AEX 007663, AEX 007667, AEX 007672, AEX 007673, AEX 007675, AEX 007677, AEX 007678, AEX 007679, AEX 007681, AEX 007685, AEX 007686, AEX 007689, AEX 007690, AEX 007693, AEX , 07694, AEX 008634, AEX 008663, AEX 008724

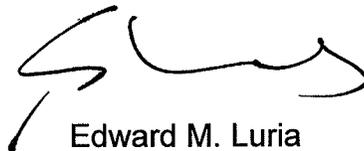
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 7th day of December, 2009, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and **Bunge North America, Inc.**, a New York corporation, having its principal place of business at 11720 Borman Drive, St. Louis, Missouri 63146 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement 200101-BNA dated April 2, 2002 and made effective as of September 21, 2001 (the "Master Lease"), and Rider #200101-BNAR27 Deal #R01473 dated as of December 7, 2009 (the "Schedule"), whereby Lessor leases to Lessee twenty-two (22) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

Lessee

BUNGE NORTH AMERICA, INC.

By: *Darrell R. Wallace*

Printed Name: Darrell R. Wallace

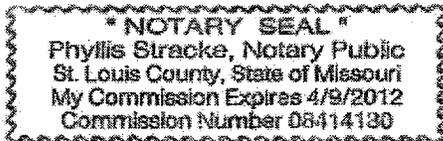
Title: Vice President, Transportation

Date: 12/03/09

STATE OF Missouri

COUNTY OF St. Louis) SS:

The foregoing instrument was acknowledged before me this 3rd day of December, 2009, by Darrell R. Wallace, Vice President, Transportation of Bunge North America, Inc., a New York corporation, on behalf of the corporation.



Phyllis Stracke
Notary Public

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed Name: Rasesh H. Shah

Title: President, Rail Group

Date: 12/7/09

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 7th day of December, 2009, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Julie Ann Dibble
Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

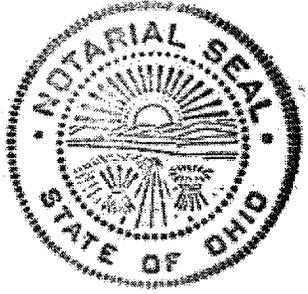


EXHIBIT A

**Car List
Twenty-Two (22) Covered Hopper Cars**

1	AEX 007651
2	AEX 007653
3	AEX 007658
4	AEX 007660
5	AEX 007663
6	AEX 007667
7	AEX 007672
8	AEX 007673
9	AEX 007675
10	AEX 007677
11	AEX 007678
12	AEX 007679
13	AEX 007681
14	AEX 007685
15	AEX 007686
16	AEX 007689
17	AEX 007690
18	AEX 007693
19	AEX 007694
20	AEX 008634
21	AEX 008663
22	AEX 008724

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: 3/30/12

Edward M Luria
Edward M. Luria