Bunge LTD
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April 16, 2008

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF
THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

BUNGE LIMITED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Bunge Limited
50 Main Street
White Plains, New York 10606
U.S.A.

April 16, 2008

Dear Shareholder:

You are cordially invited to attend our Annual General Meeting of Shareholders, which will be held on Friday, May 23, 2008 at 10:00 a.m., Eastern time, at the Sofitel Hotel, 45 West 44th Street, in New York City.

The proxy statement contains important information about the Annual General Meeting, the proposals we will consider and how you can vote your shares.

Your vote is very important to us. We encourage you to promptly complete, sign, date and return the enclosed proxy card, which contains instructions on how you would like your shares to be voted. You may also appoint your proxy by telephone or the internet by following the instructions included with the proxy card. **Please submit your proxy regardless of whether you will attend the Annual General Meeting.** This will help us ensure that your vote is represented at the Annual General Meeting.

On behalf of the Board of Directors and the management of Bunge, I extend our appreciation for your investment in Bunge. We look forward to seeing you at the Annual General Meeting.

Alberto Weisser
Chairman of the Board of Directors
and Chief Executive Officer

Bunge Limited
50 Main Street
White Plains, New York 10606
U.S.A.

April 16, 2008

**NOTICE OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Bunge Limited's 2008 Annual General Meeting of Shareholders will be held on May 23, 2008 at 10:00 a.m., Eastern time, at the Sofitel Hotel, 45 West 44th Street, in New York City. At the Annual General Meeting, we will discuss and you will vote on the following proposals:

Proposal 1 the election to our Board of Directors of three Class III Directors to serve for a three year term;

Proposal 2 the appointment of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 31, 2008 and the authorization of the audit committee of the Board of Directors to determine the independent auditors' fees;

Proposal 3 to increase the number of authorized common shares of Bunge from 240,000,000 to 400,000,000;

Proposal 4 to increase the number of authorized preference shares of Bunge from 10,000,000 to 21,000,000; and

Proposal 5 to amend our bye-laws to permit Bunge to repurchase or otherwise acquire its shares to hold as treasury shares.

Shareholders will also consider and act on such other matters as may properly come before the meeting or any adjournments or postponements thereof.

These matters are more fully described in the enclosed proxy statement. We will also present at the Annual General Meeting the consolidated financial statements and independent auditors' report for the fiscal year ended December 31, 2007, copies of which can be found in our 2007 Annual Report that accompanies this notice.

March 27, 2008 is the record date for determining which shareholders are entitled to notice of, and to vote at, the Annual General Meeting and at any subsequent adjournments or postponements. The share register will not be closed between the record date and the date of the Annual General Meeting.

Please promptly complete, sign, date and return the enclosed proxy card in the accompanying pre-addressed envelope. You may also appoint your proxy by telephone or the Internet by following the instructions included with your proxy card. **We must receive your proxy no later than 11:59 p.m., Eastern time, on May 22, 2008**.

You will be required to bring certain documents with you to be admitted to the Annual General Meeting. Please read carefully the sections in the proxy statement on attending and voting at the Annual General Meeting to ensure that you comply with these requirements.

By order of the Board of Directors.

James Macdonald
Secretary

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Why did I receive this Proxy Statement?

Bunge has sent these proxy materials to you because Bunge's Board of Directors is soliciting your proxy to vote at the Annual General Meeting of Shareholders on May 23, 2008. This proxy statement contains information about the items being voted on at the Annual General Meeting and important information about Bunge. Bunge's 2007 Annual Report, which includes Bunge's 2007 Annual Report on Form 10-K, is enclosed with these materials. Proxy materials, including this proxy statement, were first released to shareholders on or about April 16, 2008.

Bunge has sent these materials to each person who is registered as a holder of its common shares in its register of shareholders (such owners are often referred to as "holders of record") as of the close of business on March 27, 2008, the record date for the Annual General Meeting.

Bunge has requested that banks, brokerage firms and other nominees who hold Bunge common shares on behalf of the owners of the common shares (such owners are often referred to as "beneficial shareholders" or "street name holders") as of the close of business on March 27, 2008 forward these materials, together with a proxy card or voting instruction card, to those beneficial shareholders. Bunge has agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials.

Finally, Bunge has provided for these materials to be sent to persons who have interests in Bunge common shares through participation in the company share funds of the Bunge Retirement Savings Plan, the Bunge Savings Plan and the Bunge Savings Plan Supplement A. Although these persons are not eligible to vote directly at the Annual General Meeting, they may, however, instruct the trustees of the plans on how to vote the common shares represented by their interests. The enclosed proxy card will also serve as voting instructions for the trustees of the plans. If you do not provide voting instructions for shares held for you in any of these plans, the trustees will vote these shares in the same ratio as the shares for which voting instructions are provided.

Shareholders who owned our common shares as of the close of business on the record date for the Annual General Meeting are entitled to attend and vote at the Annual General Meeting and adjournments or postponements of the Annual General Meeting. A poll will be taken on each proposal to be put to the Annual General Meeting.

How many votes do I have?

Every holder of a common share will be entitled to one vote per share for the election of each director and to one vote per share on each other matter presented at the Annual General Meeting. On March 27, 2008, there were 121,521,529 common shares issued and outstanding and entitled to vote at the Annual General Meeting.

What proposals are being presented at the Annual General Meeting?

Bunge intends to present proposals numbered one through five for shareholder consideration and voting at the Annual General Meeting. These proposals are for:

- the election of three Class III Directors;
- the appointment of Deloitte & Touche LLP as our independent auditors and authorization of the audit committee of the Board to determine the auditors' fees;
- the approval of an increase in the number of authorized common shares of Bunge from 240,000,000 to 400,000,000;
- the approval of an increase in the number of authorized preference shares of Bunge from 10,000,000 to 21,000,000; and
- the approval of amendments to Bunge's bye-laws to permit Bunge to repurchase or otherwise acquire its shares to hold as treasury shares.

Other than the matters set forth in this proxy statement and matters incidental to the conduct of the Annual General Meeting, Bunge does not know of any business or proposals to be considered at the Annual General Meeting. If any other business is proposed and properly presented at the Annual General Meeting, the proxies received from our shareholders give the proxy holders the authority to vote on the matter at their discretion.

How do I attend the Annual General Meeting?

For admission to the Annual General Meeting, shareholders of record should bring the admission ticket attached to the enclosed proxy card, as well as a form of photo identification, to the shareholders' check-in area, where their ownership will be verified. Those who have beneficial ownership of common shares held by a bank, brokerage firm or other nominee must bring account statements or letters from their banks or brokers showing that they own Bunge common shares, together with a form of photo identification. Registration will begin at 9:00 a.m., Eastern Time, and the Annual General Meeting will begin at 10:00 a.m., Eastern Time.

How do I vote?

You can exercise your vote in the following ways:

By Telephone or the Internet: If you are a shareholder of record, you may appoint your proxy by telephone, or electronically through the Internet, by following the instructions on your proxy card. If you appoint your proxy by telephone or the Internet, you may only appoint the designated proxies. If you are a beneficial shareholder, please check your voting instruction card or contact your bank or broker to determine whether you will be able to instruct your bank or broker by telephone or the Internet as to how to vote on your behalf.

By Mail: If you are a shareholder of record, you can appoint your proxy by marking, dating and signing your proxy card and returning it by mail in the enclosed postage-paid envelope. If you hold your common shares in street name, you can instruct your bank, brokerage firm or other nominee to vote by following the instructions on your voting instruction card.

At the Annual General Meeting: If you are planning to attend the Annual General Meeting and wish to vote your common shares in person, we will give you a ballot at the meeting. Shareholders who own their common shares in street name are not able to vote at the Annual General Meeting unless they have a proxy, executed in their favor, from the holder of record of their shares. You must bring this additional proxy to the Annual General Meeting.

Your vote is very important. Even if you plan to be present at the Annual General Meeting, we encourage you to complete and submit your proxy or voting instructions as soon as possible.

What if I return my proxy card but do not mark it to show how I am voting?

If you sign and return your proxy card but do not indicate instructions for voting, your common shares will be voted "FOR" each of the proposals set forth in this proxy statement and, with respect to any other matter which may properly come before the Annual General Meeting, at the discretion of the proxy holders.

May I change or revoke my proxy?

You may change or revoke your proxy at any time before it is exercised in one of four ways:

Notify our Assistant Secretary in writing before the Annual General Meeting that you are revoking your proxy;

Use the telephone or the Internet to change your proxy;

Submit another proxy card (or voting instruction card if you hold your common shares in street name) with a later date; or

If you are a holder of record, or a beneficial holder with a proxy from the holder of record, vote in person at the Annual General Meeting.

You may not revoke a proxy simply by attending the Annual General Meeting. To revoke a proxy, you must take one of the actions described above. Any written notice of revocation must be sent to the attention of our Assistant Secretary at 50 Main Street, White Plains, New York 10606, U.S.A., or by facsimile to (914) 684-3497.

What does it mean if I receive more than one set of proxy materials?

It means you have multiple accounts at the transfer agent and/or with banks and stock brokers. Please vote all of your common shares. Beneficial shareholders sharing an address who are receiving multiple copies of proxy materials, including our 2007 Annual Report and this proxy statement, will need to contact their broker, bank or other nominee to request that only a single copy of each document be mailed to all shareholders at the shared address in the future. In addition, if you are the beneficial owner, but not the record holder, of Bunge's common shares, your broker, bank or other nominee may deliver only one copy of the proxy materials to multiple shareholders who share an address unless that nominee has received contrary instructions from one or more of the shareholders. Bunge will deliver promptly, upon written or oral request, a separate copy of the proxy statement and 2007 Annual Report to a shareholder at a shared address to which a single copy of the documents was delivered. Shareholders who wish to receive a separate copy of the proxy statement and 2007 Annual Report should submit their request to Bunge's Investor Relations department by telephone at (914) 684-2800 or by submitting a written request to 50 Main Street, White Plains, New York 10606, U.S.A., Attention: Investor Relations.

Can I receive future proxy materials electronically?

Shareholders can help us conserve natural resources and reduce the cost of printing and mailing proxy statements and annual reports by opting to receive future mailings electronically. To enroll, please visit our website at *www.bunge.com*, click on the "About Bunge Investor Information Electronic Delivery Enrollment" links and follow the instructions provided.

What constitutes a quorum?

Two or more persons present in person at the start of the meeting and representing in person or by proxy more than one-half of the paid-up share capital entitled to vote at the Annual General Meeting form a quorum for the conduct of business at the Annual General Meeting.

What vote is required in order to approve each proposal?

The affirmative vote of a majority of the votes cast on the proposal is required to approve each of the proposals.

Any nominee for director who receives a greater number of votes "against" his or her election than votes "for" such election will not be elected to the Board and the position on the Board that would have been filled by the director nominee will become vacant.

Pursuant to Bermuda law, (i) common shares which are represented by "broker non-votes" (i.e., common shares held by brokers which are represented at the Annual General Meeting but with respect to which the broker is not empowered to vote on a particular proposal) and (ii) common shares represented at the Annual General Meeting which abstain from voting on any matter are not included in the determination of the common shares voting on such matter, but are counted for quorum purposes.

How will voting on any other business be conducted?

Other than the matters set forth in this proxy statement and matters incident to the conduct of the Annual General Meeting, we do not know of any business or proposals to be considered at the Annual General Meeting. If any other business is properly proposed and presented at the Annual General Meeting, the proxies received from our shareholders give the proxy holders the authority to vote on the matter according to their best judgment.

Who will count the votes?

Mellon Investor Services will act as the inspector of election and will tabulate the votes.

Deadline for Appointment of Proxies by Telephone or the Internet or Returning Your Proxy Card

Bunge shareholders should complete and return the proxy card as soon as possible. To be valid, your proxy card must be completed in accordance with the instructions on it and received by us **no later than 11:59 p.m., Eastern Time, on May 22, 2008**. If you appoint your proxy by telephone or the Internet, we must receive your appointment **no later than 11:59 p.m., Eastern Time, on May 22, 2008**. If you participate in the Bunge share funds of the Bunge Retirement Savings Plan, the Bunge Savings Plan and the Bunge Savings Plan Supplement A, you must also submit your voting instructions by this deadline in order to allow the plan trustees time to receive your voting instructions and vote on behalf of the plans. If your common shares are held in street name, you should return your proxy card or voting instruction card in accordance with the instructions on that card or as provided by the bank, brokerage firm or other nominee who holds Bunge common shares on your behalf.

Solicitation of Proxies

We will bear the cost of the solicitation of proxies, including the preparation, printing and mailing of this proxy statement and the proxy card. We will furnish copies of these proxy materials to banks, brokers, fiduciaries and custodians holding shares in their names on behalf of beneficial owners so that they may forward these proxy materials to our beneficial owners.

We have retained Innisfree M&A Incorporated to assist us in the distribution of the proxy materials and to act as proxy solicitor for the Annual General Meeting for a fee of $12,500 plus reasonable out-of-pocket expenses. In addition, we may supplement the original solicitation of proxies by mail with solicitation by telephone, telegram and other means by our directors, officers and/or employees. We will not pay any additional compensation to these individuals for any such services.

CORPORATE GOVERNANCE

Board Composition and Independence

Our Board consists of twelve directors and is divided into three classes that are, as nearly as possible, of equal size. Each class of directors is elected for a three-year term of office, and the terms are staggered so that the term of only one class of directors expires at each annual general meeting. Bunge's bye-laws provide that no more than two directors may be employed by Bunge or its subsidiaries.

The Board is composed of a substantial majority of independent directors. In accordance with the listing standards of the New York Stock Exchange ("NYSE"), to be considered independent, a director must have no material relationship with Bunge directly or as a partner, shareholder or officer of an organization that has a relationship with Bunge. The Board annually reviews commercial and other relationships between directors or members of their immediate families and Bunge, including those reported under "Certain Relationships and Related Party Transactions," in order to make a determination regarding the independence of each director. To assist it in making these determinations, the Board has adopted categorical standards of director independence which are set forth in Annex A to our Corporate Governance Guidelines, which are included as Appendix A to this proxy statement and are also available through the "About Bunge Investor Information Corporate Governance" section of our website, *www.bunge.com*.

In making its independence determinations, the Board broadly considers all relevant facts and circumstances, including that in the ordinary course of business, purchase and sale transactions may occur between Bunge and other companies with which some of our directors or their immediate family members are affiliated. In each case, these transactions were conducted on arms'-length terms at market prices and, in each case, except as described below, the amount of these transactions in each of the last three years did not exceed the thresholds set forth in the categorical standards. In addition, the Board considered and determined that the transactions with Mutual Investment Limited and its subsidiaries described in this proxy statement under "Certain Relationships and Related Party Transactions" do not impair the independence of the directors of Bunge who are current or former directors of Mutual Investment Limited as such transactions have been on arms'-length terms and are not otherwise material to us or our directors personally.

As a result of this review, the Board has determined that the following directors are independent: Messrs. Bachrach, Boilini, Born, Bulkin, Coppinger, de La Tour D'Auvergne Lauraguais, Engels, Hatfield, Lupo and Pillard. Mr. Weisser is not considered an independent director due to his position as an executive officer of Bunge. Mr. Caraballo is not considered an independent director as ordinary course agricultural commodity sales to, and fertilizer purchases from, Bunge made by a company owned and controlled by one of Mr. Caraballo's immediate family members exceeded the thresholds set forth in the categorical standards for 2006 and 2007. See "Certain Relationships and Related Party Transactions" for more information.

The table below includes a description of categories or types of transactions or relationships considered by the Board in reaching its determination that the above-mentioned directors are independent:

Name	Transactions/Relationships
Jorge Born, Jr.	Business relationships (immediate family member), charitable organization relationships
Michael Bulkin	Business relationships (non-executive director)
Bernard de La Tour D'Auvergne Lauraguais	Charitable organization relationships
Larry Pillard	Business relationships (executive officer)

Board Meetings and Committees

The Board normally has five regularly scheduled meetings per year and committee meetings are normally held in conjunction with Board meetings. Our Board met 11 times in 2007. All directors, other than Mr. Pillard, attended at least 75% of the combined Board and committee meetings on which they served during the last fiscal year. Mr. Pillard, who attended 70% of such meetings, was unable to meet the 75% threshold due to business conflicts.

Our bye-laws give our Board the authority to delegate its powers to committees appointed by the Board. We have four standing Board committees: the audit committee, the compensation committee, the finance and risk policy committee and the corporate governance and nominations committee. Our committees are required to conduct meetings and take action in accordance with the directions of the Board, the provisions of our bye-laws and the terms of their respective committee charters. Each committee has the power under its charter to subdelegate the authority and duties designated in its charter to subcommittees or individual members of the committee as it deems appropriate, unless prohibited by law, regulation or any NYSE listing standard. Copies of all our committee charters are available on our website, *www.bunge.com*, and in print from us without charge upon request. Please note that the information contained in or connected to our website is not intended to be part of this proxy statement.

Audit Committee. Pursuant to its charter, our audit committee assists the Board in fulfilling its responsibility for oversight of:

- the quality and integrity of our financial statements and related disclosure;
- our compliance with legal and regulatory requirements;
- the independent auditor's qualifications, independence and performance; and
- the performance of our internal audit and control functions.

Please see the Audit Committee Report included in this proxy statement for information about our 2007 fiscal year audit. The audit committee met 11 times in 2007. The audit committee meets separately with our independent auditor and also in executive sessions with members of our senior management team from time to time as deemed appropriate by the committee. The members of our audit committee are Messrs. Bachrach, Boilini, Coppinger, de La Tour d'Auvergne Lauraguais (chairman) and Engels. Each of the members of the audit committee is independent under the Sarbanes-Oxley Act of 2002 and the listing standards of the NYSE. Our Board has determined that each of Mr. de La Tour d'Auvergne Lauraguais, Mr. Bachrach, Mr. Boilini and Mr. Engels qualifies as an audit committee financial expert. In accordance with our audit committee charter, no committee member may simultaneously serve on the audit committees of more than two other public companies without the prior approval of the Board.

Compensation Committee. Our compensation committee designs, reviews and oversees Bunge's executive compensation program. Under its charter, the committee, among other things:

- reviews and approves corporate goals and objectives relevant to the compensation of our Chief Executive Officer (CEO), evaluates the performance of the CEO in light of these goals and objectives and sets the CEO's compensation based on this evaluation;
- reviews the evaluations of the direct reports to the CEO and approves and oversees the total compensation packages for the direct reports to the CEO, including annual base salaries, performance-based cash bonuses, long-term equity-based compensation and any perquisites that may be given;
- reviews and makes recommendations to the Board regarding our incentive compensation plans, including our equity incentive plans, and administers and interprets our equity incentive plans;

- makes recommendations to the Board on director compensation; and

- periodically reviews our management succession program for senior executive positions and ensures that the Board is informed of its status.

The compensation committee is empowered to hire outside advisors as it deems appropriate. For additional information on the committee's role, its use of outside advisors and its processes and procedures for the consideration and determination of executive compensation, see "Executive Compensation Compensation Discussion and Analysis."

The compensation committee met five times in 2007. The members of our compensation committee are Messrs. Bachrach, Bulkin, Coppinger, Hatfield and Lupo (chairman). Each of the members of the compensation committee is independent under the listing standards of the NYSE.

Corporate Governance and Nominations Committee. Our corporate governance and nominations committee is responsible for, among other things:

- monitoring, advising and making recommendations to the Board with respect to the law and practice of corporate governance and the duties and responsibilities of directors of public companies, as well as overseeing our corporate governance initiatives and related policies;

- leading the Board in its annual performance evaluation and establishing criteria for the self-evaluations of each Board committee;

- identifying and recommending to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board (see " Nomination of Directors" for more information);

- reviewing and making recommendations to the Board regarding director independence; and

- overseeing our related person transaction policies and procedures.

The corporate governance and nominations committee met four times in 2007. The members of our corporate governance and nominations committee are Messrs. Born, Coppinger, Engels, Hatfield (chairman) and Pillard. Each of the members of the corporate governance and nominations committee is independent under the listing standards of the NYSE.

Finance and Risk Policy Committee. Our finance and risk policy committee is responsible for supervising the quality and integrity of our financial and risk management practices. The finance and risk policy committee reviews and updates our risk management policies and risk limits on a periodic basis and advises our Board on financial and risk management practices. The finance and risk policy committee met nine times in 2007. The members of our finance and risk policy committee are Messrs. Boilini, Born, de La Tour d'Auvergne Lauraguais, Engels (chairman), Lupo and Pillard.

Corporate Governance Guidelines and Code of Ethics

Our Board has adopted corporate governance guidelines that set forth our corporate governance objectives and policies and, subject to our bye-laws, govern the functioning of the Board. Our corporate governance guidelines are included as Appendix A to this proxy statement and are also available on our website, *www.bunge.com*, and in print from us without charge upon request.

We also have a code of ethics that sets forth our commitment to ethical business practices. Our code of ethics applies to our directors, officers and employees worldwide, including our Chief Executive Officer and senior financial officers. Our code of ethics is available on our website and in print from us without charge upon request. We intend to post amendments to and waivers (to the extent applicable to certain officers and our directors) of our code of ethics on our website.

Executive Sessions of Our Board

Our corporate governance guidelines provide that the non-management directors shall meet without management directors at regularly scheduled executive sessions and at such other times as they deem appropriate. Our Board has adopted a policy that the non-management directors will meet without management present at each regularly scheduled Board meeting. In accordance with our corporate governance guidelines, the non-management directors shall, from time to time, designate a director from among their number to preside at these executive sessions of the non-management directors. In 2007, Mr. Born presided, and continues to preside, over these sessions. The presiding director, among other things, establishes an agenda with the assistance of the other non-management directors and facilitates communications among other non-management directors at each executive session.

Communications with Our Board

To facilitate the ability of shareholders to communicate with our Board and to facilitate the ability of interested persons to communicate with non-management directors, the Board has established an electronic mailing address and a physical mailing address to which such communications may be sent. Additional information on the electronic mailing address and the physical mailing address is available on our website through the "About Bunge Investor Information Corporate Governance" section.

Communications sent to the electronic mailing or physical mailing addresses are initially directed to our legal department, where they are screened to eliminate communications that are merely solicitations for products and services, items of a personal nature not relevant to us or our shareholders and other matters that are improper or irrelevant to the functioning of the Board and Bunge. All other communications are forwarded to the relevant director, if addressed to an individual director or a committee chairman, or to the members of the corporate governance and nominations committee if no particular addressee is specified.

In addition, it is the policy of our Board that our directors attend each annual general meeting of shareholders. All of our directors, except Mr. Bachrach, were in attendance at our 2007 Annual General Meeting.

Nomination of Directors

As provided in its charter, the corporate governance and nominations committee will identify and recommend to the Board nominees for election to the Board and will consider nominees submitted by shareholders. The corporate governance and nominations committee, in its commitment to our corporate governance guidelines, strives to nominate director candidates who exhibit high standards of ethics, integrity, commitment and accountability and who are committed to promoting the long-term interests of our shareholders. In addition, all nominations attempt to ensure that the Board shall encompass a range of talent, skill and relevant expertise sufficient to provide sound guidance with respect to our operations and interests. The committee strives to recommend candidates that complement the current members of the Board and other proposed nominees so as to further the objective of having a Board that reflects a diversity of background and experience with the necessary skills to effectively perform the functions of the Board and its committees. In that regard, from time to time, the corporate governance and nominations committee may identify certain skills or attributes (e.g., extensive global business leadership experience) as being particularly desirable to help meet specific board needs that have arisen. When the corporate governance and nominations committee reviews a potential new candidate, it looks specifically at the candidate's qualifications in light of the needs of the Board at that time given the then-current mix of director attributes.

Under the corporate governance guidelines, directors must inform the Chairman of the Board and the Chairman of the corporate governance and nominations committee in advance of accepting an invitation to serve on another public company board. In addition, no director may sit on the board, or beneficially own more than 1% of the outstanding equity securities, of any of our competitors in our principal lines of business. While the Board has not established any term limits to an individual's membership on the Board, no director having attained the age of 70 will be nominated by the Board for re-election or re-appointment to the Board. Directors eligible for re-election abstain from Board discussions regarding their nomination and from voting on such nomination.

Shareholders who wish to propose a director nominee must give written notice to our Secretary at our registered address at 2 Church Street, Hamilton HM 11, Bermuda, not later than 120 days before the first anniversary of the date on which Bunge's proxy statement was distributed to shareholders in connection with the prior year's annual general meeting. If no annual general meeting was held in the prior year or if the date of the annual general meeting has been changed by more than 30 days from the date contemplated in the prior year's proxy statement, the notice must be given before the later of (i) 150 days prior to the contemplated date of the annual general meeting and (ii) the date which is ten days after the date of the first public announcement or other notification of the actual date of the annual general meeting. Where directors are to be elected at a special general meeting, such notice must be given before the later of (i) 120 days before the date of the special general meeting and (ii) the date which is ten days after the date of the first public announcement or other notification of the date of the special general meeting. In each case, the notice must include, as to each person the shareholder proposes to recommend for election or re-election as director, all information relating to that person required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, which includes such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected, and evidence satisfactory to Bunge that such nominee has no interests that would limit such nominee's ability to fulfill their duties of office. Bunge may require any proposed nominee to furnish such other information as reasonably may be required by Bunge to determine the eligibility of such proposed nominee to serve as a director. A shareholder may propose a director nominee to be considered by our shareholders at the annual general meeting provided that the notice provisions in our bye-laws as set forth above are met, even if such director nominee is not nominated by the corporate governance and nominations committee. A shareholder may also recommend director candidates for consideration by the corporate governance and nominations committee at any time. Any such recommendations should include the nominee's name and qualifications for Board membership.

In connection with the director nominations process, the corporate governance and nominations committee may identify candidates through recommendations provided by members of the Board, management or shareholders, and may also engage a search firm to assist in identifying or evaluating qualified candidates. The committee will review and evaluate candidates taking into account available information concerning the candidate, the qualifications for Board membership described above and other factors that it deems relevant. In conducting its review and evaluation, the committee may solicit the views of other members of the Board, senior management and third parties, conduct interviews of proposed candidates and may also request that candidates meet with other members of the Board. The committee will evaluate candidates recommended by shareholders in the same manner as candidates recommended by other persons. The corporate governance and nominations committee has from time to time retained a professional search firm to assist it in identifying and evaluating candidates for director. Mr. Pillard, who joined the Board on January 1, 2007, was initially identified as a potential director candidate by the search firm retained by the corporate governance and nominations committee. The corporate governance and nominations committee has not received any nominations for director from shareholders for the 2008 Annual General Meeting of Shareholders.

PROPOSAL 1
ELECTION OF DIRECTORS

Election of Directors

Upon the recommendation of the corporate governance and nominations committee, each of Messrs. Bachrach, Boilini, and Bulkin has been nominated by the Board for election at the 2008 Annual General Meeting. Messrs. Bachrach, Boilini, Bulkin and Hatfield are currently Class III directors, and their terms expire on the day of the 2008 Annual General Meeting. Mr. Hatfield, who has been a member of our Board since 2002, is not standing for re-election because he has reached the mandatory retirement age for directors under our corporate governance guidelines. Messrs. Caraballo, Coppinger, Pillard and Weisser are Class II directors, and their terms expire in 2009. Messrs. Born, de La Tour d'Auvergne Lauraguais, Engels and Lupo are Class I directors, and their terms expire in 2010. The Class III directors elected at this Annual General Meeting will serve a term that expires at our 2011 Annual General Meeting. Election of each director requires the affirmative vote of a majority of the votes cast by the holders of common shares represented at the Annual General Meeting in person or by proxy.

The following paragraphs set forth information about the nominees and our directors. The nominees for election at the Annual General Meeting are listed first. All of the nominees are current directors of Bunge and we are not aware of any reason why any of the nominees will not be able to serve if elected.

Class III Nominees

Ernest G. Bachrach, 55
Mr. Bachrach has been a member of our Board since 2001. He is a member of the Executive Committee as well as a member of the board of directors of Advent International Corporation, a private equity firm. He has been with Advent since 1990. Prior to joining Advent, Mr. Bachrach was Senior Partner, European Investments, for Morningside Group, a private investment group. Mr. Bachrach also serves as a member of the boards of directors of Aeroplazas S.A. de C.V., Dufry AG and Nuevo Banco Comercial S.A. He has a B.S. in Chemical Engineering from Lehigh University and an M.B.A. from Harvard Graduate School of Business Administration. Mr. Bachrach also serves on the Board of Governors of the Lauder Institute of the Wharton School of the University of Pennsylvania.

Enrique H. Boilini, 46
Mr. Boilini has been a member of our Board since 2001. He has been a Managing Member at Yellow Jersey Capital, LLC, an investment management company, since September 2002. Prior to establishing Yellow Jersey Capital, Mr. Boilini was a Managing Member of Farallon Capital Management, LLC and Farallon Partners, LLC, two investment management companies, since October 1996. Mr. Boilini joined Farallon in March 1995 as a Managing Director. Prior to that time, Mr. Boilini also worked at Metallgessellschaft Corporation, as the head trader of emerging market debt and equity securities, and also served as a Vice President at The First Boston Corporation, where he was responsible for that company's activities in Argentina. Mr. Boilini received an M.B.A. from Columbia Business School in 1988 and a Civil Engineering degree from the University of Buenos Aires School of Engineering.

Michael H. Bulkin, 69
Mr. Bulkin has been a member of our Board since 2001. Mr. Bulkin is a private investor. He retired as a Director of McKinsey & Company in 1993 after 30 years of service in which he served as a board member and in a variety of senior positions, most recently as head of McKinsey's New York and Northeast offices. Mr. Bulkin also serves as a member of the boards of Ferro Corporation and Specified Technologies Inc. He holds a Bachelor of Engineering Science degree from Pratt Institute, and a Master of Industrial Administration from Yale University.

Class III Director With Term Expiring in 2008

Paul H. Hatfield, 72
Mr. Hatfield has been a member of our Board since 2002. He is also the Principal of Hatfield Capital Group, a private equity investment firm that he founded in 1997. From 1995 to 1997, Mr. Hatfield was the Chairman and Chief Executive Officer of Petrolite Corporation, a chemical company. Before joining Petrolite, Mr. Hatfield spent over 35 years at the Ralston Purina Company in a variety of management positions. Mr. Hatfield also serves as a member of the board of directors of Maritz, Inc. and PENFORD Corporation. Mr. Hatfield has a Bachelor of Science in Agricultural Economics and a Master of Science in Economics and Marketing, both received from Kansas State University.

Class II Directors With Terms Expiring in 2009

Octavio Caraballo, 64
Mr. Caraballo has been a member of our Board since 2001. Mr. Caraballo is President of Estancia y Cabaña Las Lilas S.A., an Argentine company. Mr. Caraballo joined Bunge in 1967, and served in various divisions over the course of his career, including as head of the Bunge group's former paints, chemicals and mining division, until his retirement in 1997. Prior to joining Bunge, he worked for several financial institutions in Europe. He is also a director of Mutual Investment Limited and has served as Chairman of the board of directors and President of Mutual Investment Limited. Mr. Caraballo received a Business Administration degree from Babson College and is a member of the Board of Trustees of Babson College.

Francis Coppinger, 56
Mr. Coppinger has been a member of our Board since 2001. Until March 2006, he was Chief Executive Officer of Publicité Internationale Intermedia Plc (PII), a joint venture he established with the Michelin Group in December 1992 which coordinates the media activities of the Michelin Group in Europe. Mr. Coppinger sold his interest in PII to the Michelin Group in January 2006. Prior to his career with PII, Mr. Coppinger held a number of senior executive positions, including General Manager and Chairman, with Intermedia S.A., a media buying agency based in Paris. He is a member of the board of directors of Intermedia. Mr. Coppinger holds a Bachelors degree in Economics from the University of Paris and attended the Institut d'Etudes Politiques de Paris.

Larry G. Pillard, 60
Mr. Pillard has been a member of our Board since 2007. He has served as executive chairman of the Tetra Laval Group, a global business with operations in food products processing equipment and packaging, since 2003. Mr. Pillard was chief executive officer of Tate & Lyle PLC, a global producer of cereal sweeteners and starches, sugars and other food and industrial ingredients, from 1996 to 2002. He was the chief operating officer of Tate & Lyle PLC from 1995 to 1996, and the president and chief executive officer of its U.S. starch business, A.E. Staley Manufacturing Co., from 1992 to 1995. Prior to joining Tate & Lyle PLC, Mr. Pillard served for more than 20 years in a variety of managerial positions at Cargill, Inc.

Alberto Weisser, 52
Mr. Weisser is the Chairman of our Board and our Chief Executive Officer. Mr. Weisser has been with Bunge since July 1993. He has been a member of our Board since 1995, was appointed our Chief Executive Officer in January 1999 and became Chairman of the Board in July 1999. Prior to that, Mr. Weisser held the position of Chief Financial Officer. Prior to joining Bunge, Mr. Weisser worked for the BASF Group in various finance-related positions for 15 years. Mr. Weisser is also a member of the board of directors of International Paper Company and a member of the North American Agribusiness Advisory Board of Rabobank. Mr. Weisser has a bachelor's degree in Business Administration from the University of São Paulo, Brazil and has participated in several post-graduate programs at Harvard Business School. He has also attended INSEAD's Management Development Program in France.

Class I Directors With Terms Expiring in 2010

Jorge Born, Jr., 45
Mr. Born has been a member of our Board and our Deputy Chairman since 2001. Mr. Born is President and Chief Executive Officer of Bomagra S.A., a privately held company involved in the real estate, technology and communications equipment and farming industries in Argentina. Prior to joining Bomagra in 1997, Mr. Born spent all of his professional life working for Bunge in various capacities in the commodities trading, oilseed processing and food products areas in Argentina, Brazil, the United States and Europe. He also served as head of Bunge's European operations from 1992 to 1997. Mr. Born is a director of Hochschild Mining PLC, a mining conglomerate listed on the London Stock Exchange, and Dufry South America Ltd., a South American duty free retailer listed on the São Paulo Stock Exchange. He is also a director and Deputy Chairman of the board of directors of Mutual Investment Limited. Mr. Born has a B.S. in Economics from the Wharton School of the University of Pennsylvania and is a member of Wharton's Latin American Executive Board and the Board of Governors of Wharton's Lauder Institute. He is also a member of Georgetown University's Latin American Board.

Bernard de La Tour d'Auvergne Lauraguais, 63
Mr. de La Tour d'Auvergne Lauraguais has been a member of our Board since 2001. Mr. de La Tour d'Auvergne Lauraguais joined Bunge in 1970 and held various senior executive positions in Argentina, Brazil and Europe in the agribusiness and food products divisions until his retirement in 1994. He is also the Chairman of the board of directors of Mutual Investment Limited. Mr. de La Tour d'Auvergne Lauraguais has a degree in Civil Engineering from the Federal Polytechnic School of the University of Lausanne, Switzerland and an M.B.A. from the Wharton School of the University of Pennsylvania.

William Engels, 48
Mr. Engels has been a member of our Board since 2001. Since 2007, he has been an advisor to a private investment fund with investments in South America. From 2003 to December 2006, Mr. Engels served on the board of directors of Quilmes Industrial (Quinsa) S.A., a holding company with interests in the beverage and malting industries, as the representative of Beverage Associates (BAC) Corp. From 1992 to 2003, Mr. Engels served in various capacities at Quinsa, including Director of Mergers and Acquisitions, Group Controller and Manager of Corporate Finance. Prior to joining Quinsa, Mr. Engels served as Vice President at Citibank, N.A. in London, responsible for European sales of Latin American investment products, and in Brazil, in the area of mergers and acquisitions. Mr. Engels holds a B.S. from Babson College, an M.A. from the University of Pennsylvania and an M.B.A. from the Wharton School of the University of Pennsylvania.

L. Patrick Lupo, 57
Mr. Lupo has been a member of our Board since 2006. He is the former chairman and chief executive officer of DHL Worldwide Express (DHL). Mr. Lupo joined DHL in 1976. He served as chairman and CEO from 1986 to 1997 and as executive chairman from 1997 to 2001. During his tenure at the company, he also served as CEO, The Americas, and general counsel. Mr. Lupo received a law degree from the University of San Francisco and a B.A. degree from Seattle University.

RECOMMENDATION OF THE BOARD

Our Board recommends that you vote FOR the election of each of Messrs. Bachrach, Boilini and Bulkin to our Board as Class III Directors for a term ending at our 2011 annual general meeting.

DIRECTOR COMPENSATION

Our compensation program for non-employee directors is designed to enable us to attract, retain and motivate highly qualified directors to serve on our Board. It is also intended to further align the interests of our directors with those of our shareholders. Annual compensation for our non-employee directors in 2007 was comprised of a mix of cash and equity-based compensation. The compensation committee periodically receives reports on the status of Board compensation for non-employee directors from its independent compensation consultant and is responsible for recommending to the Board changes in director compensation.

Director Compensation Table

The following table sets forth the compensation for non-employee directors who served on our Board during the fiscal year ended December 31, 2007.

	Non-Employee Director Compensation(1)		
Name	**Fees Earned or Paid in Cash ($)**	**Equity Awards(2) ($)**	**Total ($)**
Ernest G. Bachrach	$ 85,000	$ 70,683	$ 155,683
Enrique H. Boilini	86,000	70,683	156,683
Jorge Born, Jr.	76,000	70,683	146,683
Michael H. Bulkin	79,167	70,683	149,850
Octavio Caraballo	75,000	70,683	145,683
Francis Coppinger	85,000	70,683	155,683
William Engels	97,000	70,683	167,683
Paul H. Hatfield	85,000	70,683	155,683
Bernard de La Tour d'Auvergne Lauraguais	96,000	70,683	166,683
L. Patrick Lupo	80,833	70,683	151,516
Larry G. Pillard(3)	75,000	384,474	459,474

(1) Represents compensation earned in 2007.

(2) Each of the directors received an annual grant of 1,500 deferred restricted stock units on May 25, 2007. The amount recognized for 2007 financial reporting purposes in accordance with Statement of Financial Accounting Standards No. 123R "Share Based Payments" ("SFAS 123R") (without any reduction for risk of forfeiture), is determined based on applying the assumptions used in Bunge's financial statements. See Note 23 to the audited financial statements in our annual report on Form 10-K for the year ended December 31, 2007 (the "Form 10-K") regarding assumptions underlying valuation of equity awards. The aggregate number of deferred restricted stock units outstanding for each of the directors is 1,505, (which includes accrued dividend equivalents), with a value as of December 31, 2007 of $175,257.

(3) Mr. Pillard was appointed to the Board effective as of January 1, 2007 and received a grant of 13,000 stock options effective as of such date.

Directors' Fees. Non-employee directors received the following fees in 2007: (i) an annual retainer fee of $75,000; (ii) a fee of $10,000 for service as committee chair on any committee, except for the Chair of the audit committee, who received $20,000 per year for his services due to the added workload and responsibilities of this committee; and (iii) members of the audit committee each received $10,000 per year for their services due to the added workload and responsibilities of this committee. No fees are paid for service as a member of any other Board committee. In addition, although directors do not receive an annual Board or committee meeting attendance fee, if the Board and/or a committee meets in excess of ten times in a given year, each director receives a fee of $1,000 for each additional meeting attended. Bunge also reimburses non-employee directors for reasonable expenses incurred by them in attending Board meetings, committee meetings and our annual shareholder meetings. Bunge provides Mr. de La Tour d'Auvergne Lauraguais with office accommodations, communications services and secretarial services to facilitate his fulfillment of his role as chairman of the audit committee.

2007 Non-Employee Directors Equity Incentive Plan. The 2007 Non-Employee Directors Equity Incentive Plan, adopted in 2007, provides for (i) an annual equity award to each continuing non-employee director as of the date of Bunge's annual general meeting of shareholders and (ii) an equity award upon a new non-employee director's initial election or appointment to the Board. In each case, the value, type and terms of such awards shall be approved by the Board based on the recommendation of the compensation committee. Bunge may grant non-qualified stock options, shares of restricted stock, restricted stock units and deferred restricted stock units under the 2007 Non-Employee Directors Equity Incentive Plan. To date, Bunge has granted only deferred restricted stock units under this plan. Shares of restricted stock and restricted stock units become vested on or after the third anniversary of the date of grant, provided, in each case, that the director has continued to serve on the Board until such date. Deferred restricted stock units become vested on or after the first anniversary of the date of grant, provided that the director has continued to serve on the Board until such date. However, upon the vesting of any deferred restricted stock units, receipt of such deferred restricted stock units will be automatically deferred for at least an additional two years. Stock options granted under the plan become vested and exercisable on or after the third anniversary of the date of grant, provided that the director has continued to serve on the Board until such date. Under the plan, the exercise price per share for each stock option is equal to the fair market value of a common share on the option grant date, as provided in the plan. Outstanding stock options remain exercisable for a period of ten years after their grant date. The 2007 Non-Employee Directors Equity Incentive Plan provides that up to 600,000 common shares may be issued under the plan. As of December 31, 2007, we had granted an aggregate of 16,500 deferred restricted stock units to our non-employee directors as a group under the 2007 Non-Employee Directors Equity Incentive Plan.

Non-Employee Directors Equity Incentive Plan. The Non-Employee Directors Equity Incentive Plan, adopted in 2001, provides for awards of non-qualified stock options to non-employee directors. The options vest and are exercisable on the January 1 that follows the date of grant, provided that the director has continued to serve on the Board until such date. Under the plan, the exercise price per share for each stock option is equal to the fair market value of a common share on the option grant date, as provided in the plan. Outstanding options remain exercisable for a period of ten years after their grant date. The Non-Employee Directors Equity Incentive Plan provides that up to 0.5% of our issued and outstanding common shares may be issued under the plan. We have granted stock options to purchase an aggregate of 504,500 common shares to our non-employee directors as a group under the Non-Employee Directors Equity Incentive Plan. Effective May 25, 2007, when the 2007 Non-Employee Directors Equity Incentive Plan was approved by our shareholders, no further options will be granted under the 2001 Non-Employee Directors Equity Incentive Plan.

Non-Employee Directors Deferred Compensation Plan. Our Deferred Compensation Plan for Non-Employee Directors (the "Non-Employee Directors Deferred Compensation Plan"), a non-tax qualified deferred compensation plan, is designed to provide non-employee directors with an opportunity to elect to defer receipt of all or a portion of their annual cash fees. Participants may elect to defer receipt of their cash fees for at least 36 months and will receive a distribution of their respective accounts immediately following the end of their elected deferral period. Mr. Bachrach was the only non-employee director who deferred any amounts in 2007.

Amounts deferred are credited in the form of hypothetical share units that are approximately equal to the fair market value of a Bunge common share on the date that fees are otherwise paid. Participants' deferral accounts will be credited with hypothetical share units and dividend equivalents, in the form of additional share units, in the event Bunge pays dividends to holders of its common shares. Distributions are made in the form of Bunge common shares or cash, as elected by the participant. Upon a change of control of Bunge, a participant will receive an immediate lump sum distribution of his or her account in cash or Bunge common shares, as determined by the compensation committee.

The number of shares underlying hypothetical share units held by our non-employee directors are shown in the beneficial ownership table on page 47 of this proxy statement.

Non-Employee Director Share Ownership Guidelines. To further align the personal interest of the Board with the interests of our shareholders, the Board has established share ownership guidelines for the minimum amount of common shares that are required to be held by our non-employee directors. These guidelines are required to be met within five years of May 2005 or, if later, from when the non-employee director is initially appointed or elected to the Board. For non-employee directors, the guideline is four times the annual retainer fee paid by Bunge to its non-employee directors. Shares deemed to be owned for purposes of the share ownership guidelines include shares underlying hypothetical share units held under the Non-Employee Directors Deferred Compensation Plan and 50% of the difference between the exercise price and the fair market value of our common shares for vested, in-the-money stock options. Unvested stock options or restricted stock units do not count toward satisfaction of the guidelines. Furthermore, our non-employee directors are required to hold 100% of the net shares acquired through Bunge's equity incentive plans until the guidelines are met.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis provides an overview of Bunge Limited's executive compensation program, including:

- the general compensation principles and objectives of our executive compensation program;
- the material elements of our executive compensation program and the process we use for making executive compensation decisions; and
- information about the 2007 compensation earned by the following officers (the "Named Executive Officers"):
  - Alberto Weisser, our Chairman and Chief Executive Officer;
  - Jacqualyn A. Fouse, our Chief Financial Officer;
  - Archibald Gwathmey, Co-Chief Executive Officer, Bunge Global Agribusiness;
  - Andrew J. Burke, Co-Chief Executive Officer, Bunge Global Agribusiness;
  - Flávio Sá Carvalho, our former Chief Personnel Officer, who retired from Bunge in February 2008; and
  - William Wells, our former Chief Financial Officer, who served in this role until April 2007.

Compensation Principles and Objectives

Our executive compensation program is designed to achieve the following objectives:

- support Bunge's business goals by fostering profitable growth and increasing shareholder value;
- align the interests of executive officers and shareholders;
- attract, retain and motivate high caliber executive officers; and
- pay for performance by linking a significant amount of executive compensation to his or her overall individual contribution to Bunge's growth and to the achievement of pre-established performance goals.

The program is driven by key performance measures for Bunge in order to motivate our executives (including the Named Executive Officers) to continually improve Bunge's financial performance and increase shareholder value both over the short and long-term. In furtherance of these objectives, our executive compensation program emphasizes company-wide compensation programs over individually negotiated compensation arrangements.

As described below, our executive compensation program is also designed to provide executives with a mix of cash and equity-based compensation opportunities and a level of benefits intended to be competitive with those companies that Bunge competes with for executive talent, and align executive pay with the objectives of the program. Our executive compensation program consists of the following main elements of compensation:

- base salary;
- annual cash incentive awards;
- long-term equity-based incentives awards; and
- retirement and welfare benefits.

Competitive Benchmarking

Our executive compensation program strives to provide a mix of base salary, target annual cash incentive awards and target long-term equity-based incentive award values (referred to as target total direct compensation) that is aligned with the program's principles and competitive with compensation provided by a peer group of selected publicly-traded companies. This group includes Bunge's direct competitors and other companies that have comparable annual revenues and market capitalization to Bunge or which otherwise reflect the breadth of Bunge's activities (the "Peer Group"). The Compensation Committee of our Board of Directors (the "Committee"), in consultation with its independent compensation consultant, Semler Brossy Consulting Group, LLC, establishes and periodically reviews and, if appropriate, updates the composition of the Peer Group based on available market data. For 2007, the following companies comprised the Peer Group:

Air Products & Chemicals Inc.	Meadwestvaco Corp.
Alcoa Inc.	Monsanto Company
Archer Daniels Midland Company	The Mosaic Company
Coca-Cola Enterprises Inc.	The Pepsi Bottling Group, Inc.
ConAgra Foods Inc.	PotashCorp
Dean Foods Company	Smithfield Foods Inc.
FedEx Corp.	Tyson Foods, Inc.
International Paper Company	United Parcel Service, Inc.
	Weyerhaeuser Co.

For 2008, the Committee has determined that U.S. Steel Company will replace Dean Foods Company based on the international scope of its business and more comparable market capitalization and revenue.

In addition, the Committee supplements Peer Group data with data derived from several external compensation surveys. The survey data further enables the Committee to compare the competitiveness of the compensation of the Named Executive Officers based on their individual responsibilities and scope against comparable positions in (1) a broader market group of companies of comparable annual revenues to Bunge and (2) companies in related industries or which otherwise reflect the scope of Bunge's operations generally. The Peer Group and the external survey data are referred to collectively as the "Comparator Groups."

Determining Compensation

Role of the Compensation Committee

The Committee is responsible for designing, reviewing and overseeing the administration of our executive compensation program, and reviewing and approving annually all compensation decisions relating to the Named Executive Officers. Generally, all decisions with respect to determining the amount or form of compensation for our Named Executive Officers are made by the Committee in accordance with the methodology described below.

When making compensation decisions, the Committee analyzes data from the Comparator Groups as well as tally sheets prepared by our human resources department for each of the Named Executive Officers. Each of these tally sheets presents the dollar amount of each material element of compensation (base salary, annual cash incentive awards, long-term equity-based incentive awards, and retirement benefits), executive benefits and perquisites, equity holdings, and expected payments under selected termination of employment, retirement and change of control scenarios. The overall purpose of these tally sheets is to provide the Committee with a comprehensive view of the various elements of actual and potential future compensation of our Named Executive Officers, as well as their wealth accumulation, so that the Committee may analyze both the individual elements of compensation and the aggregate total amount of actual and projected compensation in making compensation decisions.

In addition to reviewing data from the Comparator Groups and tally sheets, the Committee also considers the following factors in setting the target total direct compensation for each Named Executive Officer: (i) the individual responsibilities, experience and achievements of the Named Executive Officers and their potential contributions towards Bunge's performance, (ii) recommendations from the independent compensation consultant, (iii) recommendations from senior management and (iv) whether the components of a Named Executive Officer's compensation align with our executive compensation program's overall objectives. While the Committee generally seeks to set target total direct compensation levels for the Named Executive Officers at approximately the median of the Comparator Groups, our executive compensation program retains the flexibility to set target total direct compensation above or below the median of the Comparator Groups in the Committee's reasonable discretion in order to recognize factors such as experience, skill sets and ongoing or potential contributions by our executives. In addition, actual compensation earned in any annual period may be at, above, or below the median depending on individual and company performance for the year. In setting the compensation of our CEO, the Committee uses the same principles applied to all Named Executive Officers. Mr. Weisser's target total direct compensation is competitive with that of other chief executive officers in the Comparator Groups and is consistent with our compensation principles and objectives described above.

Executive Compensation Mix

A significant portion of each Named Executive Officer's target total direct compensation is meant to be at-risk, performance-based compensation. For 2007, base salary represented 23% of the target total direct compensation established for the Named Executive Officers, while at-risk, performance-based compensation represented 77% of target total direct compensation for the Named Executive Officers, with 22% from annual cash incentive awards and 55% from long-term equity-based incentive awards. The following chart illustrates this mix of target total direct compensation.

Role of Executive Officers

The CEO establishes the strategic direction of our executive compensation program in consultation with the Committee, evaluates the performance of the Named Executive Officers (excluding his own performance) and makes recommendations regarding their compensation in consultation with the Chief Personnel Officer. The CEO and the Chief Personnel Officer also participate in developing and recommending the performance goals and measures for our Named Executive Officers under our Annual Incentive Plan for consideration by the Committee. No other executive officers participate in the executive compensation process. Bunge's human resources department, under the supervision of the Chief Personnel Officer, also supports the Committee in its work.

Role of the Compensation Consultant

The Committee hires advisors to support it in its compensation decisions. It has retained Semler Brossy Consulting Group, LLC, as its independent compensation consultant, to provide information, analysis, and objective advice regarding our executive compensation program. For 2007, the compensation consultant performed the following functions at the Committee's request:

- assist the Committee in the review and assessment of the Peer Group;
- compare each element of the Named Executive Officers' target total direct compensation and retirement benefits with the corresponding compensation elements for the Comparator Groups;
- advise the Committee on compensation for the Named Executive Officers;
- advise and recommend to the Committee the weighting and scope of performance measures for the annual incentive program and long-term equity incentive programs for the Named Executive Officers, as well as the form of equity awards to be granted under the equity incentive program; and
- prepare presentations for the Committee on general U.S. trends in executive compensation.

Elements of Our Executive Compensation Program

The following discusses in more detail the elements of, and rationale for, the compensation awarded to the Named Executive Officers. The Committee, in consultation with its compensation consultant, reviews and, if appropriate, updates our executive compensation program at the beginning of each year.

Base Salary

A portion of annual cash compensation is paid as base salary to provide Named Executive Officers with a level of security and stability. Base salaries for the Named Executive Officers are reviewed on an annual basis, and in connection with a promotion or other change in responsibilities. The Committee reviews and approves the annual base salaries for the Named Executive Officers based on an evaluation of the individual's experience, skill level, scope of responsibilities, level of pay compared to comparable executives in the Comparator Groups, recommendations from the compensation consultant and, for each Named Executive Officer other than the CEO, recommendations from the CEO in consultation with the Chief Personnel Officer. The Committee generally sets the base salary at approximately the median level for comparable executives in the Comparator Groups.

For 2007, Mr. Burke received a base salary increase of 33% in connection with his promotion to the position of Co-Chief Executive Officer, Bunge Global Agribusiness. In addition, Mr. Sá Carvalho received a base salary increase of 6.7% and Mr. Gwathmey received a base salary increase of 3% in connection with their annual review. No other Named Executive Officer received a base salary increase in 2007. The base salary of each Named Executive Officer is set forth in the "Salary" column of the Summary Compensation Table on page 29 of this proxy statement.

Annual Cash Incentive Awards

The Committee grants Named Executive Officers the opportunity to earn annual cash incentive awards under Bunge's Annual Incentive Plan, an annual performance-based incentive plan that is available for a broad group of employees within the company. The purpose of the Annual Incentive Plan is to provide an annual cash incentive that is directly related to the achievement of company and individual performance goals and contributions that deliver annual results aligned with our long-term goals.

Target annual cash incentive awards under the Annual Incentive Plan for the Named Executive Officers are established by the Committee within 90 days after the beginning of each year. These target awards are established based on an analysis of comparable executives in the Comparator Groups. The Committee generally sets target annual cash incentive awards at approximately the median level for comparable executives in the Comparator Groups. However, the actual annual cash incentive awards earned by the Named Executive Officers for any year may be above, at or below the target level based on their contribution to Bunge's results and their performance with respect to pre-established, equally-weighted company and individual performance goals attained for such year as described below. For 2007, the Named Executive Officers were eligible to receive an annual cash incentive award ranging from 0 percent to 250 percent of their target annual cash incentive award under the Annual Incentive Plan.

Company Performance Goals. Company performance goals for purposes of the Annual Incentive Plan are weighted between return on net assets ("RONA") for Bunge Limited as a whole or for the business unit(s) with respect to which the applicable Named Executive Officer has primary responsibility, and either net income after minority interest for Bunge Limited or operating profit of a business unit, based on the primary responsibilities of the applicable Named Executive Officer.

For 2007, the company performance objectives applicable for Mr. Weisser and Mr. Sá Carvalho were based on RONA and net income after minority interest for Bunge Limited. Mr. Gwathmey's and Mr. Burke's objectives were based on the RONA and operating profit for Bunge Global Agribusiness.

RONA is a measure of financial performance which indicates the relationship between profits and the net assets used in our businesses. As Bunge operates in a number of capital intensive businesses, RONA allows us to measure management's ability and efficiency in using our assets to generate profits that exceed our cost of capital. As a complement to RONA, net income after minority interest (income from continuing operations) and operating profit measure the overall profitability of Bunge's ongoing business operations. Because the Committee has determined that RONA is a principal driver of shareholder value for Bunge, the percentage variation from target is indexed by a factor of 2.5 before averaging the result with net income after minority interest or operating profit of Bunge Limited or a business unit (as applicable). The following table sets forth the company performance goals established for each Named Executive Officer for 2007:

Name and Description of Performance Measure	Target RONA	Actual RONA	Target Net Income After Minority Interest ($ million)	Actual Net Income After Minority Interest ($ million)	Target Operating Profit ($ million)(1)	Actual Operating Profit ($ million)(1)
Alberto Weisser RONA and net income after minority interest for Bunge Limited	8.1%	11.5%	$ 597.1	$ 777.6	$	$
Archibald Gwathmey RONA and operating profit for Bunge Global Agribusiness	9.2%	11.7%			385.8	530.3
Andrew J. Burke RONA and operating profit for Bunge Global Agribusiness	9.2%	11.7%			385.8	530.3
Flávio Sá Carvalho RONA and net income after minority interest for Bunge Limited	8.1%	11.5%	597.1	777.6		

(1) Operating profit as shown in the table includes allocations of interest expense relating to working capital.

Because Ms. Fouse joined Bunge in July 2007, pursuant to the terms of Ms. Fouse's employment offer letter with the company, she was guaranteed a bonus equal to 75% of her annual base salary for 2007, which represents the target annual cash incentive award that Ms. Fouse would have been eligible to receive under the Annual Incentive Plan had she been employed with us for the full 2007 fiscal year. Mr. Wells did not participate in the Annual Incentive Plan for 2007 due to his resignation from Bunge.

Individual Performance Goals. Each Named Executive Officer is also evaluated based on the achievement of individual performance goals that are assigned based on the executive's role within the company and their responsibility for delivering on such goals, and their overall contribution to the company during the fiscal year. The individual performance goals generally relate to the achievement of specific aspects of Bunge's business strategy and corporate initiatives designed to contribute towards shareholder value. These initiatives include the following categories: productivity, quality, safety and environment, people development, logistics, information technology and innovation. In addition, the contribution of each Named Executive Officer during the fiscal year in review is measured with respect to the following core management competencies:

- building organizational capability;
- technical competence;
- teamwork and collaboration;
- leadership;
- entrepreneurship;
- customer/farmer focus;
- strategic thinking;
- results orientation;
- communications; and
- personal effectiveness.

Determination of Individual Annual Cash Incentive Awards. Following the completion of each fiscal year, the Committee reviews and approves individual annual cash incentive awards for the prior fiscal year based on the results achieved on the company and individual performance goals as described above. Company performance is approved by the Committee after audited results for the prior fiscal year are finalized. The Named Executive Officers' performance against their individual performance objectives is assessed by the executive's manager, which in the case of each Named Executive Officer other than the CEO is the CEO. The CEO's performance against his individual objectives is determined directly by the Committee. The Committee retains the right to adjust a Named Executive Officer's actual annual cash incentive award upward or downward if it determines that such adjustment is appropriate and consistent with the objectives and principles of our executive compensation program, such as to reflect factors including changes in business strategies, unforeseeable challenges or other events or developments not reflected in the performance measures and goals for the year. The Committee then approves an award amount for each Named Executive Officer based on the target annual cash incentive award granted to each executive.

In February 2008, based on the process and factors described above, the Committee determined that payouts under the Annual Incentive Plan to the Named Executive Officers for 2007 would be between 188% and 234% of their respective target annual cash incentive awards. The actual annual cash incentive awards paid to each Named Executive Officer for 2007, as approved by the Committee, are set forth on the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table.

Long-Term Incentive Compensation

Named Executive Officers are eligible to receive long-term equity-based incentive compensation awards under Bunge's Equity Incentive Plan. Pursuant to the Equity Incentive Plan, the Committee may grant qualified and non-qualified stock options and restricted stock units, including restricted stock units that vest subject to the satisfaction of a specified service period ("time-vested RSUs") and/or the achievement of certain pre-established performance goals over a specified performance period (performance-based restricted stock units, or "PBRSUs"). The long-term equity-based incentive compensation element of our executive compensation program is intended to provide that Named Executive Officers have a continuing stake in the long-term success of the company. Bunge further emphasizes equity ownership by senior executives through the share ownership guidelines described later in this section.

It is the Committee's practice to make annual grants of equity-based awards in the form of non-qualified stock options and PBRSUs under the Equity Incentive Plan to employees (including the Named Executive Officers) at the beginning of each year, when compensation decisions for the year are made and after the public release of Bunge's year-end audited financial results for the prior fiscal year. The Committee targets the value of the long-term incentive awards granted to Named Executive Officers to the median of the value of equity-based awards granted to comparable executives in the Comparator Groups. The Committee also considers shareholder dilution, the percentage of outstanding stock option and restricted stock unit awards, paper gains on outstanding long-term incentive awards, the historical relationship between Bunge's pay and performance against the Peer Group and accounting expense in determining the amount and type of these awards.

After consideration of the above factors and the recommendation of the compensation consultant, the Committee determined that for the 2007 annual grant, the value of long-term incentive awards should be divided evenly between stock options and PBRSUs based on the Committee's assessment that this mix of share price appreciation-based and performance-based full value share awards furthers our executive compensation program's objectives of linking incentive compensation to the company's performance, creating long-term shareholder value and aligning the interests of Named Executive Officers and Bunge's shareholders.

On rare occasions in response to special situations, the Committee may make special equity grants in the form of stock options or restricted stock units to Named Executive Officers on grant dates other than the annual grant date. In June 2007, the Committee approved a grant of 25,000 stock options and 50,000 time-vested RSUs to Ms. Fouse effective as of the date of commencement of her employment with the company (July 23, 2007) in consideration for compensation foregone at her previous employer and as an inducement to join the company. The Committee also awarded Mr. Burke 5,000 time-vested RSUs in August 2007 to recognize his contributions in serving as our interim chief financial officer while continuing in his role as Co-Chief Executive Officer, Bunge Global Agribusiness prior to the appointment of Ms. Fouse. The terms of these awards are further described below.

Stock Option Awards. Stock options will have value only if the trading price of Bunge's common shares exceeds the exercise price of the stock option. Stock options granted under our Equity Incentive Plan vest in three equal installments on each of the first three anniversaries following the option grant date and remain exercisable until the tenth anniversary of the option grant date. Pursuant to the terms of the Equity Incentive Plan, Bunge sets the exercise price of a stock option based on the average of the high and low sale prices of Bunge's common shares on the New York Stock Exchange on the grant date. On February 26, 2007, the Committee granted stock options to the Named Executive Officers (other than Ms. Fouse and Mr. Wells) effective as of February 27, 2007 with an exercise price equal to the average of the high and low sale prices of Bunge's common shares on February 27, 2007. It is the Committee's practice to make the annual grants of equity-based incentive compensation awards (including stock options) effective as of the day immediately following the date that the Committee takes action with respect to such awards, as this is typically the date that the full Board meets.

In connection with her joining Bunge on July 23, 2007, Ms. Fouse received a grant of 25,000 stock options effective as of such date. These stock options will vest in one-third equal annual installments on each of the first three anniversaries of the grant date, will have a ten-year term and an exercise price equal to the average of the high and low sale prices of Bunge's common shares on the grant date.

Information regarding the fair value and the number of stock options awarded to the Named Executive Officers for 2007 is set forth on the Grants of Plan-Based Awards Table on page 30 of this proxy statement.

PBRSU Awards. On February 27, 2007, the Committee also awarded PBRSUs to the Named Executive Officers (other than Ms. Fouse and Mr. Wells) for the fiscal year 2007-2009 performance period. Payouts of the PBRSUs, if any, will generally be subject to the Named Executive Officer's continued employment with Bunge through the vesting date and will be based on Bunge's cumulative, three-year diluted earnings-per-share results in accordance with the table below:

Cumulative 3-year diluted earnings-per-share	Percent of Award Vesting
less than $12.47	0%
$12.47	50%
$15.59	100%
$21.83	200%
greater than $21.83	200%

The Committee sets the target performance level (100%) for the PBRSUs using the company's prior year reported diluted earnings per share as a baseline and increasing it by 10% for each year in the performance period. Results in between $12.47 and $21.83 are interpolated. In addition, dividend equivalents are paid in Bunge common shares on the date that PBRSUs are otherwise paid-out, based on the number of shares vesting, subject to a maximum of the target award granted. Diluted earnings per share is used as the performance measure for the PBRSUs because investors generally view it as a key measure of our financial performance.

Each year, following the end of a three-year PBRSU performance period, Bunge's achievement of the performance measures is determined by the Committee based on Bunge's financial results, subject to the Committee's discretion to adjust such results for non-recurring charges and other one-time events.

In February 2008, the Committee reviewed and certified the achievement of the performance measures for the PBRSUs granted for the 2005-2007 performance period. The following table shows the results for the 2005-2007 performance period:

	2005-2007 PBRSU Award		
Performance Measure	Target Performance	Actual Performance	Percentage of Award Vesting
Cumulative 3-year diluted earnings per share	$ 14.93	$ 14.66	95%

Information regarding the fair value and number of PBRSUs that the Named Executive Officers may earn at the end of the 2007-2009 performance period, subject to satisfaction of the performance measures described above, is shown in the Grants of Plan-Based Awards Table.

In addition, the value and number of PBRSUs that the Named Executive Officers earned in 2007 for the 2005-2007 performance period are shown in the "Stock Awards" column of the Option Exercises and Stock Vested Table on page 32 of this proxy statement.

Time-Vested RSUs. The Committee awards time-vested RSUs on an infrequent basis for special purposes, such as retention and special recognition of exceptional performance. These awards generally vest based on the individual's continued employment with Bunge. Award sizes and vesting dates vary to allow flexibility in connection with the specific award. In addition, dividend equivalents are credited as additional time-vested RSUs and are paid-out in Bunge common shares on the date that time-vested RSUs otherwise vest and are settled. As described above, in August 2007, the Committee granted Mr. Burke 5,000 time-vested RSUs to recognize his contributions in serving as our interim chief financial officer while continuing in his role as Co-Chief Executive Officer, Bunge Global Agribusiness prior to the appointment of Ms. Fouse. The award will vest in four equal installments on each of the first four anniversaries following the date of grant. In July 2007, Ms. Fouse received a grant of 50,000 time-vested RSUs in connection with her joining Bunge. The award will vest in three equal installments on each of the first three anniversaries following Ms. Fouse's date of hire. Other than those granted to Mr. Burke and Ms. Fouse, no time-vested RSUs were granted to the Named Executive Officers in 2007. Mr. Burke's and Ms. Fouse's time-vested RSUs are shown in the Grants of Plan-Based Awards Table.

Retirement and Welfare Benefits

Bunge provides employees with a range of retirement and welfare benefits that are designed to assist the company in attracting and retaining employees critical to the company's long-term success and to reflect the competitive practices of the companies in the Peer Group. Named Executive Officers are eligible for retirement benefits under the following plans: (i) the Bunge U.S. Pension Plan, (ii) the Bunge Excess Benefit Plan, (iii) the Bunge U.S. SERP, (iv) the Bunge Retirement Savings Plan and (v) the Bunge Excess Contribution Plan. Mr. Weisser does not participate in the U.S. SERP. Rather, he receives a supplemental retirement benefit under the terms of his employment agreement. Our executive compensation program also provides Named Executive Officers with certain perquisites and personal benefits.

The following is a brief summary of the retirement and welfare benefits provided under our executive compensation program. The Committee, in consultation with the compensation consultant, periodically reviews the retirement and other benefits provided to the Named Executive Officers to ensure competitiveness with the Peer Group.

Retirement Plans. The pension plan, a tax qualified retirement plan, covers substantially all the company's U.S. based salaried and non-union hourly employees. Each of the Named Executive Officers participates in the pension plan. All employees whose benefits under the pension plan are limited by the Internal Revenue Code, including the Named Executive Officers, participate in the excess benefit plan. In addition, all of the Named Executive Officers (other than Mr. Weisser) participate in the U.S. SERP. The Pension Plan, U.S. SERP and the excess benefit plan are described in the narrative following the Pension Benefits Table on page 33 of this proxy statement.

Mr. Weisser receives a non-tax qualified supplemental retirement plan benefit pursuant to his employment agreement. The terms of Mr. Weisser's supplemental retirement benefits are described beginning on page 35 of this proxy statement.

In order to compensate Mr. Sá Carvalho and Ms. Fouse for retirement benefits from previous employers that they were required to forgo when they joined Bunge, they were provided with additional credited service under the company's non-tax qualified retirement plans. Mr. Sá Carvalho received five years of additional credited service effective in 2007, and Ms. Fouse received five years of additional credited service, to be credited at the rate of one extra year for each of the first five years of Ms. Fouse's completed service with Bunge.

The estimated annual normal retirement benefits payable to the Named Executive Officers (determined on a present value basis) are set forth in the Pension Benefits Table.

401(k) Plan and Excess 401(k) Plan. The retirement savings plan, a tax qualified retirement plan, covers substantially all U.S. based salaried and non-union hourly employees. Each of the Named Executive Officers participates in the retirement savings plan. All employees whose benefits under the retirement savings plan are limited by the Internal Revenue Code, including the Named Executive Officers, participate in the excess contribution plan, which is a non-tax qualified retirement plan. The retirement savings plan and the excess contribution plan are described following the Nonqualified Deferred Compensation Table on page 36 of this proxy statement.

Company matching contributions allocated to the Named Executive Officers under the retirement savings plan and the excess contribution plan are shown in the "All Other Compensation" column of the Summary Compensation Table.

Health and Welfare Plans. Active employee benefits such as medical, dental, life insurance and disability coverage are available to U.S. employees through Bunge's flexible benefits plan. Employees contribute toward the cost of the flexible benefits plan by paying a portion of the premium costs on a pre-tax basis. Long-term disability coverage can be paid on an after-tax basis at the employee's option. In addition, the Company has provided Mr. Sá Carvalho with a supplemental executive life insurance policy with coverage equal to $1,250,000. The company will not make any premium payments following Mr. Sá Carvalho's retirement.

Perquisites and Executive Benefits

The Committee reviews the perquisites provided to Bunge's executive officers under our executive compensation program periodically. Prior to 2006, Bunge provided executive officers, including the Named Executive Officers, with an automobile allowance and a flexible spending account that could be used to reimburse the cost of certain perquisites selected by the executive officer in a fiscal year, including financial and tax planning services, estate planning services, home office equipment and software, club memberships, executive physicals and other specified perquisites. The value of the perquisites provided was limited to approximately $45,000 for the CEO and $27,000 for the other Named Executive Officers. During 2006, the Compensation Committee reviewed and revised Bunge's perquisites policy to reduce the perquisites provided to executive officers. Under the revised policy, Bunge now provides executive officers, including the Named Executive Officers, with an annual allowance of $9,600 designed to cover the cost of a portion of the perquisites formerly offered by the Company.

Severance and Change of Control Benefits

Our executive compensation program is designed to provide for the payment of severance benefits to our Named Executive Officers upon certain types of employment terminations. Providing severance and change of control benefits assists Bunge in attracting and retaining executive talent and reduces the personal uncertainty that executives are likely to feel when considering a corporate transaction. These arrangements also provide valuable retention incentives that focus executives on completing such transactions, thus enhancing long-term shareholder value. The Named Executive Officers are provided with severance benefits under individual arrangements. Mr. Weisser and Ms. Fouse are the only Named Executive Officers with change of control protections, and in each case the applicable agreements contain a "double trigger" requirement, meaning that both a change of control must occur and the executive's employment must also be terminated before the executive is entitled to any payment or accelerated vesting of equity awards.

The terms of the individual arrangements, and a calculation of the estimated severance benefits that would be payable to each Named Executive Officer under their respective arrangements, are set forth under the Potential Payments Upon Termination of Employment or Change of Control tables beginning on page 38 of this proxy statement.

Executive Officer Share Ownership Guidelines

To further align the personal interest of senior management with the interests of Bunge's shareholders, the Board has established the following share ownership guidelines for the minimum amount of Bunge common shares that is required to be held by senior executives, including the Named Executive Officers. The guidelines took effect in 2005 and are required to be met within five years from the effective date or, if later, from the date that the individual is hired or appointed to a covered title, as applicable. The guideline applicable to senior executives is based on a multiple of the executive's base salary. For the CEO, the guideline is five times the CEO's base salary, and for executives reporting directly to the CEO, including the Named Executive Officers, the guideline is 2.5 times the executive's base salary. For a description of the share ownership guidelines applicable to our non-employee directors, see "Director Compensation."

Shares deemed to be owned for purposes of the share ownership guidelines include shares directly owned by the executive, shares underlying hypothetical share units held under the company's deferred compensation plans and 50% of the difference between the exercise price of a vested, in-the-money stock option and the fair market value of a Bunge common share. Unvested stock options, unearned PBRSUs and unvested time-vested RSUs do not count toward achievement of the guidelines. Furthermore, senior executives, including the Named Executive Officers, are required to hold 50% of the net shares acquired through the company's long-term incentive plans (such as stock options or PBRSUs) until the guidelines are met. All current Named Executive Officers have either met their ownership guidelines or are making satisfactory progress toward their respective ownership guidelines as of December 31, 2007. In addition, we have a policy that prohibits executive officers from hedging their ownership of company common shares.

Tax Deductibility of Compensation

Section 162(m) of the U.S. Internal Revenue Code precludes a public corporation from taking a deduction for compensation in excess of $1 million for its chief executive officer or any of its four other highest paid executive officers, unless certain specific performance criteria are satisfied. Bunge has adopted the annual incentive plan and the equity incentive plan which are designed to help ensure that incentive compensation determined thereunder is considered qualified performance-based compensation within the meaning of Section 162(m) and is deductible by us. While our executive compensation program seeks to maximize the tax deductibility of compensation payable to our Named Executive Officers by having such compensation qualify as performance-based, the Committee retains the flexibility to compensate Named Executive Officers in a manner intended to promote varying corporate goals, even if certain amounts that may be payable in excess of $1 million may not be deductible under Section 162(m). For 2007, Bunge estimates that approximately $500,000 of executive compensation expenses will not be deductible under Section 162(m).

Compensation Committee Report

The compensation committee has reviewed and discussed the preceding "Compensation Discussion and Analysis" with management. Based on such review and discussions, the compensation committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and be included in Bunge Limited's Annual Report on Form 10-K for the year ended December 31, 2007.

The foregoing report on executive compensation for 2007 has been furnished on behalf of the Board by the undersigned members of the compensation committee.

Members of the Compensation Committee
L. Patrick Lupo, Chairman
Ernest G. Bachrach
Michael H. Bulkin
Francis Coppinger
Paul H. Hatfield

Summary Compensation Table

The following table sets forth the compensation of our Chief Executive Officer, our current and former Chief Financial Officers, and the other three most highly compensated executive officers (the "Named Executive Officers") who were serving as executive officers as of December 31, 2007. The positions shown in the table are the officer's positions with Bunge or our subsidiaries as of December 31, 2007.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards(1) ($)	Option Awards(1) ($)	Non-Equity Incentive Plan Compensation(2) ($)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings(3) ($)	All Other Compensation(4) ($)	Total(5) ($)
Alberto Weisser	2007	$ 1,200,000	$	$ 4,078,610	$ 1,662,097	$ 3,360,000	$ 62,896	$ 48,200	$ 10,411,803
Chairman and Chief Executive Officer	2006	1,200,000		2,564,010	1,380,291	1,150,000	898,274	48,400	7,240,975
Jacqualyn A. Fouse(6) Chief Financial Officer	2007	292,769	650,000(9)	630,403	86,376			184,434(10)	1,843,982
Archibald Gwathmey	2007	620,000		1,651,802	894,339	1,400,000	140,188	23,700	4,730,029
Co-Chief Executive Officer, Bunge Global Agribusiness	2006	600,000		1,113,361	916,327	300,000	947,958	21,150	4,172,113
Andrew J. Burke	2007	500,000		579,993	199,467	700,000	83,573	15,200	2,078,233
Co-Chief Executive Officer, Bunge Global Agribusiness	2006	375,000		356,146	177,509	300,000	59,702	15,400	1,283,757
Flávio Sá Carvalho(7)	2007	400,000		625,006	513,512	600,000	694,796	15,200	2,848,514
Chief Personnel Officer	2006	375,000		356,146	177,509	280,000	214,028	32,728	1,435,411
William Wells(8)	2007	130,000		137,885	239,619		15,386	27,196(11)	550,086
Former Chief Financial Officer	2006	520,000		667,329	331,343	500,000	135,209	20,800	2,174,681

(1) The amount recognized for 2007 financial reporting purposes in accordance with SFAS 123R (without any reduction for risk of forfeiture), is determined based on applying the assumptions used in Bunge's financial statements. See Note 23 to the audited financial statements in our Form 10-K regarding assumptions underlying valuation of equity awards. The terms applicable to the restricted stock unit awards and the option awards granted for fiscal year 2007 are set forth in the Grants of Plan-Based Awards Table. It is difficult to make comparisons among Named Executive Officers because retirement eligibility affects accounting expense. Further, amounts reported for these awards represent Bunge's accounting expense and may not represent the amounts that the Named Executive Officers will actually realize from the awards. Whether and to what extent a Named Executive Officer realizes value will depend on Bunge's actual operating performance, stock price fluctuations and the Named Executive Officer's continued employment.

(2) Incentive compensation awards under the Annual Incentive Plan ("AIP") for fiscal year 2007 which were paid in March 2008.

(3) The aggregate change in the actuarial present value of the accumulated pension benefit was based on the difference between the amounts required to be disclosed under the Pension Benefits Table for the 2007 fiscal year and the amounts that would have been required to be reported for the Named Executive Officers under the Pension Benefits Table for the 2006 fiscal year. For information about the assumptions used, see the Pension Benefits Table. There is no above-market or preferential earnings with respect to the non-qualified deferred compensation arrangements. The change in actuarial present value for Mr. Weisser's SERP was -$1,011,361 and pursuant to SEC rules, is reflected as $0. Ms. Fouse will be eligible to participate in the Company's pension benefit plans effective July 23, 2008.

(4) Mr. Weisser received company matching contributions to his 401(k) Plan account of $9,000 and to his Excess 401(k) Plan account of $39,200.
Ms. Fouse received company matching contributions to her 401(k) Plan account of $6,600.
Mr. Gwathmey received company matching contributions to his 401(k) Plan account of $9,000 and to his Excess 401(k) Plan account of $14,700.

Mr. Burke received company matching contributions to his 401(k) Plan account of $9,000 and to his Excess 401(k) Plan account of $6,200.
Mr. Sá Carvalho received company matching contributions to his 401(k) Plan account of $9,000 and to his Excess 401(k) Plan account of $6,200.
Mr. Wells received company matching contributions to his 401(k) Plan account of $5,200 and to his Excess 401(k) Plan account of $12,000.

(5) Represents total of all columns in table.

(6) Ms. Fouse joined Bunge as Chief Financial Officer effective July 23, 2007.

(7) Mr. Sá Carvalho's employment with Bunge terminated on February 29, 2008.

(8)
Mr. Wells' employment with Bunge terminated on April 1, 2007.

(9)
Represents (i) $500,000 bonus for 2007, and (ii) the first $150,000 installment of Ms. Fouse's $300,000 hiring bonus paid in 2007. The second and final installment will be paid on the first anniversary of her hire date.

(10)
In addition to company matching contributions, this includes relocation payments in the aggregate amount of $177,834.

(11)
In addition to company matching contributions, this includes $9,996 paid to Mr. Wells in respect of accrued and unused vacation. See additional information regarding Mr. Wells' termination of employment beginning on page 43 of this proxy statement.

Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to awards under our Annual Incentive Plan and Equity Incentive Plan to the Named Executive Officers for the fiscal year ended December 31, 2007.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)							
Names	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares or Units (3)(#)	All Other Options Awards: Number of Securities Underlying Options (4)(#)	Exercise or Base Price of Option Awards ($/Sh)	Closing Price On Grant Date ($)	Grant Date Fair Value of Stock and Option Awards ($)(5)
Alberto Weisser	02/27/2007	$ 288,000	$ 1,440,000	$ 3,600,000	15,000	30,000	60,000			$	$ 78.96	$ 2,401,800
	02/27/2007								110,000	80.06	78.96	2,675,200
Jacqualyn A.	07/23/2007							50,000			86.15	4,277,000
Fouse	07/23/2007								25,000	85.54	86.15	588,000
Archibald	02/27/2007	124,000	620,000	1,550,000	3,100	6,200	12,400				78.96	496,372
Gwathmey	02/27/2007								21,000	80.06	78.96	510,720
Andrew J. Burke	02/27/2007	75,000	375,000	937,000	1,875	3,750	7,500				78.96	300,225
	02/27/2007								12,500	80.06	78.96	304,000
	08/02/2007							5,000			94.23	463,850
Flávio Sá	02/27/2007	60,000	300,000	750,000	1,875	3,750	7,500				78.96	300,225
Carvalho	02/27/2007								12,500	80.06	78.96	304,000
William Wells												

(1)
Represents annual cash incentive award opportunity under the company's Annual Incentive Plan.

(2)
Represents performance-based restricted stock units for the 2007-2009 performance period under the company's Equity Incentive Plan ("EIP").

(3)
Represents time-vested restricted stock units granted to Ms. Fouse effective as of July 23, 2007 vesting one-third per year on each of the first three anniversaries of the grant date and to Mr. Burke on August 2, 2007 vesting one-fourth per year on each of the first four anniversaries of the grant date.

(4)
On February 26, 2007, the compensation committee took action to grant stock options to Bunge's Named Executive Officers (other than Ms. Fouse and Mr. Wells) effective as of February 27, 2007. Under the EIP, the exercise price of the stock options was determined based on the average of the high and low sale prices of Bunge's common shares on the New York Stock Exchange on the grant date of the option (February 27, 2007). The average of the high and low sale prices of Bunge's common shares on the New York Stock Exchange on February 27, 2007 was $80.06. February 27, 2007 is the SFAS 123R grant date. In connection with her hiring, Ms. Fouse was granted stock options effective as of July 23, 2007. The average of the high and low sale prices of Bunge's common shares on the New York Stock Exchange on July 23, 2007 was $85.54.

(5)
This column shows the full grant date fair value of PBRSUs, stock options and time-vested restricted stock units (as applicable) under SFAS 123R granted to the Named Executive Officers in 2007. Generally, the full grant date fair value is the amount that the company would expense in its financial statements over the award's vesting schedule. See Note 23 to the audited financial statements in our Form 10-K regarding assumptions underlying

valuation of equity awards.

Outstanding Equity Awards Table

The following table sets forth certain information with respect to all outstanding equity awards held by the Named Executive Officers as of December 31, 2007.

		Option Awards(1)				Stock Awards(2)		
	Number of Securities Underlying Unexercised Options (# Exercisable)	Number of Securities Underlying Unexercised Options (# Unexercisable)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock Held That Have Not Vested (#)	Market Value of Shares or Units of Stock Held That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights Held That Have Not Yet Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights Held That Have Not Vested ($)
Alberto Weisser	90,003		$ 15.875	05/01/11		$	40,000(3)	$ 4,656,400
	90,000		16.00	08/01/11			30,000(4)	3,492,300
	130,000		21.61	05/24/12			22,000(5)	2,561,020
	112,000		25.22	03/13/13				
	130,000		37.08	03/11/14				
	63,000	32,000(9)	52.66	02/25/15				
	36,667	73,333(10)	57.01	02/24/16				
		110,000(11)	80.06	02/27/17				
Jacqualyn A. Fouse		25,000(12)	85.54	07/23/17			50,000(6)	5,820,500
Archibald Gwathmey	9,233		21.61	05/24/12			9,000(3)	1,047,690
	37,000		25.22	03/13/13			6,200(4)	721,742
	37,000		37.08	03/11/14			8,000(5)	931,280
	14,667	7,333(9)	52.66	02/25/15			15,000(7)	1,746,150
	8,334	16,666(10)	57.01	02/24/16				
		21,000(11)	80.06	02/27/17				
Andrew J. Burke	10,000		25.22	03/13/13			5,000(3)	582,050
	20,000		37.08	03/11/14			3,750(4)	436,538
	7,600	3,800(9)	52.66	02/25/15			4,000(5)	465,640
	4,600	9,200(10)	57.01	02/24/16			5,000(8)	582,050
		12,500(11)	80.06	02/27/17				
Flávio Sá Carvalho	7,600	3,800(9)	52.66	02/25/15			5,000(3)	582,050
	4,600	9,200(10)	57.01	02/24/16			3,750(4)	436,538
		12,500(11)	80.06	02/27/17			4,000(5)	465,640
William Wells								

(1) Represents grants made from 2000 2007. Unless otherwise noted, outstanding equity awards are fully vested as of December 31, 2007.

(2) Value of unvested restricted stock units using a share price of $116.41, the closing price on December 31, 2007.

(3) Payment amount of the PBRSUs will be determined as of December 31, 2008 based on satisfaction of threshold performance measures for the 2006-2008 performance cycle. Employee must generally be employed on the vesting date.

(4)

Payment amount of the PBRSUs will be determined as of December 31, 2009 based on satisfaction of threshold performance measures for the 2007-2009 performance cycle. Employee must generally be employed on the vesting date.

(5) Time-vested RSUs that fully vest on February 25, 2010.

(6) Time-vested RSUs that vest ratably in three equal installments commencing on July 23, 2008.

(7) Time-vested RSUs that vest ratably in four equal installments commencing on July 1, 2006.

(8) Time-vested RSUs that vest ratably in four equal installments commencing on August 2, 2008.

(9) Stock options that were granted on February 25, 2005. The options vest in one-third installments on the first, second and third anniversaries of the grant date.

(10) Stock options that were granted on February 24, 2006. The options vest in one-third installments on the first, second and third anniversaries of the grant date.

(11) Stock options that were granted on February 27, 2007. These options vest in one-third installments on the first, second and third anniversaries of the grant date.

(12) Stock options that were granted effective as of July 23, 2007. The options vest in one-third installments on the first, second and third anniversaries of the grant date.

Option Exercises and Stock Vested Table

The following table sets forth certain information with respect to the exercise of stock options and restricted stock units awarded to the Named Executive Officers that vested or were earned in 2007.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized Upon Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized Upon Vesting ($)**
Alberto Weisser	75,683(1)	$ 7,125,115	37,082(2)	$ 4,103,865
Jacqualyn A. Fouse				
Archibald Gwathmey	102,570(3)	7,568,045	8,782(2)	971,904
			7,650(4)	637,130
Andrew J. Burke	25,000(5)	2,074,296	4,488(2)	496,687
Flávio Sá Carvalho	20,000(6)	924,714	4,489(2)	496,798
William Wells	224,628(7)	11,508,390	6,777(8)	643,419

(1) Represents stock option exercise on November 29, 2007. Value realized upon exercise was determined by multiplying the number of shares acquired by the difference between the exercise price of the stock options ($18.875) and the average market value of shares acquired ($113.0192).

(2) Represents PBRSUs awarded for the 2005-2007 performance period that vested February 25, 2008. Value realized upon vesting was determined by multiplying the number of shares acquired on vesting by $110.67, the average of the high and low sale prices of Bunge's common shares on the vesting date.

(3) Represents stock option exercises on March 6, 2007 and November 19, 2007. Value realized upon exercise was determined by multiplying the number of shares acquired by the difference between the weighted average exercise price of the stock options ($18.2958) and the weighted average market value of the shares acquired ($92.08).

(4) Represents time-vested restricted stock units that vested on July 1, 2007. Value realized upon vesting was determined by multiplying the number of shares acquired by the average of the high and low sale prices of Bunge's common shares on July 1, 2007 ($83.285).

(5) Represents stock option exercises on November 19, 2007. Value realized upon exercise was determined by multiplying the number of shares acquired by the difference between the weighted average exercise price of the stock options ($23.054) and the weighted average market value of shares acquired ($106.0258).

(6) Represents stock option exercise on March 30, 2007. Value realized upon exercise was determined by multiplying the number of shares acquired by the difference between the exercise price of the stock options ($37.08) and the average market value of shares acquired ($83.3157).

(7) Represents stock option exercises on February 13, 2007, February 26, 2007 and April 2, 2007. Value realized was determined by multiplying the number of shares acquired by the difference between the weighted average exercise price of the stock options ($28.733) and the weighted average market value of the shares acquired ($79.9662).

(8) Pursuant to his Separation Agreement, Mr. Wells vested on a *pro rata* basis in his 2005 PBRSU award. The award vested at the rate of 69.9% for the time factor and 52.1% for EPS performance for the first 9 quarters of the cycle, resulting in a settlement of 3,349 shares. In accordance with Section 409A of the Internal Revenue Code, the award was settled 6 months following the date of termination at the average of the high and low sale prices of Bunge's common shares on the settlement date ($107.842). Mr. Wells also vested on a *pro rata* basis in his 2005 time-vested restricted stock unit award, resulting in a settlement of 3,428 shares based upon the average of

the high and low sale prices of Bunge's common shares on March 30, 2007 ($82.63).

Pension Benefits Table

The following table shows pension benefit information for the Named Executive Officers with respect to each defined benefit pension plan in which such executive participates.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefits ($)(1)	Payments During Last Fiscal Year ($)
Alberto Weisser	Weisser SERP	8	$ 5,665,081	$
	Pension Plan	8	131,069	
	Excess Plan	8	1,515,310	
Jacqualyn A. Fouse(2)	Pension Plan			
	SERP			
	Excess Plan			
Archibald Gwathmey	Pension Plan	33	665,188	
	SERP	33	1,822,512	
	Excess Plan	33	2,982,000	
Andrew J. Burke	Pension Plan	6	91,929	
	SERP	6	99,222	
	Excess Plan	6	191,836	
Flávio Sá Carvalho(3)	Pension Plan	9	256,900	
	U.S. SERP	14	488,839	
	Excess Plan	14	985,758	
William Wells	Pension Plan	7	83,027	
	SERP	7	187,091	
	Excess Plan	7	317,898	

(1) Amounts were calculated as of September 30, 2007, using assumptions that were used for Bunge's audited financial statements based on the earliest age that an individual could receive an unreduced pension benefit. See Note 17 to the financial statements in the Form 10-K for material assumptions.

(2) Ms. Fouse will be eligible to participate in Bunge's pension plans effective July 23, 2008 after she has completed one year of service.

(3) In order to compensate him for retirement benefits he was required to forego when he joined Bunge, Mr. Sá Carvalho received an additional 5 years of credited service under the SERP and Excess Plan effective in 2007.

Retirement Plan Benefits

The Named Executive Officers are eligible to receive retirement benefits under the Pension Plan, the SERP and the Excess Benefit Plan. While Mr. Weisser does not participate in the SERP, he is eligible for a supplemental pension benefit under the terms of the Weisser SERP. Information regarding each of these arrangements is set forth below.

The Pension Plan

The Pension Plan is a tax qualified retirement plan that covers substantially all of our U.S. based salaried and non-union hourly employees. The Pension Plan pays benefits at retirement to participants who terminate employment or retire from Bunge after meeting the eligibility requirements for a benefit. The Pension Plan provides pension benefits based on: (i) the participant's highest average salary for 60 consecutive months within the 120 consecutive months prior to termination of employment ("final average salary") and (ii) the participant's length of service.

A participant's annual benefit is calculated as (i) 1% of his or her final average salary multiplied by his or her years of benefit service and (ii) 0.5% of his or her final average salary over the average of the social security wage base multiplied by years of benefit service to a maximum of 35 years. For purposes of the Pension Plan, average social security wage base means the average of the social security wage base during the 35-year period preceding the participant's social security retirement age. For purposes of the Pension Plan, a participant's salary for a year is deemed to include base salary and 50% of any award under our annual incentive plans for that year. Because the Pension Plan is a tax qualified retirement plan, a participant's salary is restricted by the compensation limit imposed by the Internal Revenue Code. For 2007, this salary limit was $225,000. If a participant's salary exceeds this limit, such amounts are subject to the non-tax qualified retirement plans described below.

Participants are entitled to an annual pension benefit for life, payable in equal monthly installments. Participants may earn increased pension benefits by working additional years. The normal retirement age under the Pension Plan at which a participant may receive an unreduced normal retirement benefit is age 65. Participants (i) whose age and years of service equal 70 ("Rule of 70") or (ii) who attain age 55 and complete 10 years of service with the company may elect to receive an early retirement benefit. Benefits payable to a participant who retires between ages 60 and 62 are subject to a 0.4% reduction for each month before age 62 and a 0.5% reduction for each month between ages 55 and 59. In addition, in the case of the Rule of 70, a participant is subject to an additional .25% reduction for each month that he or she retires before age 55. Participants who have 10 years of service and retire on or after age 62 are eligible to receive an unreduced early retirement benefit.

The present value estimates shown in the Pension Benefits Table assume payment in the form of a single life annuity of the Named Executive Officer's accrued benefit under the Pension Plan, based on a participant's salary and service through December 31, 2007 (the Pension Plan measurement date for financial reporting purposes) and commencing on the earliest date that benefits are available unreduced. The present value assumes a discount rate of 6% and mortality as set forth in the RP 2000 mortality table.

The Excess Benefit Plan

The Excess Benefit Plan, a non-tax qualified retirement plan, is designed to restore retirement benefits that cannot be paid from the Pension Plan due to the Internal Revenue Code limits described above. The benefit provided under the Excess Benefit Plan will equal the difference between (i) the benefit that would have been earned under the Pension Plan, without regard to any Internal Revenue Code limitations, and (ii) the actual benefit payable from the Pension Plan. All Named Executive Officers in the Pension Plan are potentially eligible to participate in the Excess Benefit Plan, provided that their Pension Plan benefits are limited by the Internal Revenue Code.

Generally, benefits payable under the Excess Benefit Plan are payable in the same distribution form and manner as the payment of the participant's benefit under the Pension Plan, subject to applicable restrictions set forth in Section 409A of the Internal Revenue Code. All amounts under the Excess Benefit Plan are paid out of the company's general assets.

The present value estimates shown in the Pension Benefits Table for accumulated benefits under the Excess Benefit Plan are determined using the same payment, discount rate and mortality assumptions as were used to estimate the values shown for the Pension Plan.

The SERP

We have adopted the SERP, a non-tax qualified retirement plan, to attract, retain and award certain key employees whose benefits under the Pension Plan are limited by the Internal Revenue Code. The Board designates those key employees who are eligible to participate in the SERP.

A participant's SERP benefit equals the amount that his or her benefit would equal if the Pension Plan (i) included 100% of such participant's bonus compensation when calculating his or her benefit and (ii) was administered without regard to any Internal Revenue Code limitation over any amounts payable to such participant under the Pension Plan and/or Excess Benefit Plan, as applicable.

Benefits payable under the SERP are paid coincident with and in the same distribution form and manner as the payment of the participant's benefit under the Pension Plan, subject to applicable restrictions set forth in Section 409A of the Internal Revenue Code. All amounts under the SERP are paid out of the company's general assets.

The present value estimates shown in the Pension Benefits Table for accumulated benefits under the SERP are determined using the same payment, discount rate and mortality assumptions as were used to estimate the values shown for the Pension Plan.

The Weisser SERP

Pursuant to the Weisser SERP, Mr. Weisser is entitled to receive a supplemental pension benefit (the "Supplemental Benefit"), subject to meeting certain conditions under his employment agreement. Mr. Weisser will be eligible to receive the Supplemental Benefit if (i) he remains in the employ of Bunge on the last day of the month in which he attains age 55 or (ii) his employment terminates due to "Disability", his resignation for "Good Reason" or the company terminates his employment without "Cause" (as such terms are described under the subheading "Additional Information Regarding Potential Payments Upon Termination of Employment or Change of Control" beginning on page 43 of this proxy statement).

The Supplemental Benefit will be paid as a single life annuity commencing on the first day of the month following the month in which Mr. Weisser attains age 65. The Supplemental Benefit will equal an amount that, when added to Mr. Weisser's retirement benefits payable on a single annuity basis under the Pension Plan and Excess Benefit Plan, equals the sum of 45% of Mr. Weisser's average annual base salary and annual bonus compensation during the five-year period preceding his termination of employment. Mr. Weisser may elect to receive the Supplemental Benefit before he attains age 65. If Mr. Weisser commences the Supplemental Benefit before age 65, such benefit will be reduced by (i) 2% per year for each year that such benefit commences from age 60 and before age 65 and (ii) 6% per year for each year that such benefit commences from age 55 and before age 60. Additionally, Mr. Weisser may elect to receive the Supplemental Benefit in the form of (i) any annuity form permissible under the Pension Plan, (ii) a single life annuity with a 10 year term certain payment option, or (iii) a 100% qualified joint and survivor annuity with a 10 year term certain payment option.

Mr. Weisser will forfeit the Supplemental Benefit in the event (i) he resigns without Good Reason prior to the last day of the month in which he attains age 55, (ii) his employment is terminated for Cause, (iii) he breaches the confidentiality, noncompetition or nonsolicitation covenants provided for in his employment agreement, or (iv) he dies prior to the commencement of Supplemental Benefit, in which case, his surviving spouse will receive a death benefit.

If Mr. Weisser dies prior to the commencement of his pension, his surviving spouse will receive a death benefit in the form of a 100% joint and survivor annuity with a 10 year term certain equal to the survivor benefit that would have been payable if Mr. Weisser had retired as of the later of (i) the date of his death, or (ii) the date on which Mr. Weisser would have attained age 55 had he not died. Additionally, Mr. Weisser's surviving spouse may elect to receive the death benefit in the form of a 100% joint and survivor annuity. If Mr. Weisser dies after the commencement of his pension, the survivor benefit payable to his surviving spouse is based on the annuity form he elected at the time of his retirement. Mr. Weisser's surviving spouse will not receive a death benefit if Mr. Weisser dies after the commencement of his pension and elected to receive a single life annuity.

The present value estimate shown in the Pension Benefits Table for Mr. Weisser's accumulated benefits under the Weisser SERP is determined using the same payment, discount rate and mortality assumptions as were used to estimate the values shown for the Pension Plan.

Nonqualified Deferred Compensation Table

The following table shows certain information with respect to our nonqualified deferred compensation plans in which the Named Executive Officers participate.

	Nonqualified Deferred Compensation				
Name	**Executive Contributions in Last FY ($)(1)**	**Registrant Contributions in Last FY ($)**	**Aggregate Earnings in Last FY ($)**	**Aggregate Withdrawals/ Distributions ($)**	**Aggregate Balance at Last FYE ($)**
Alberto Weisser	$	$ 39,200	$ 76,643	$ 768,424	$ 3,261,298
Jacqualyn A. Fouse					
Archibald Gwathmey		14,700	5,435		128,065
Andrew J. Burke		6,200	1,811		35,641
Flávio Sá Carvalho	67,583	6,200	111,658		1,597,185
William Wells		12,000	408,922	1,485,072	4,882,094

(1) Amounts set forth for each Named Executive Officer have been included in amounts previously reported by Bunge in the Summary Compensation Table in this proxy statement or the 2006 proxy statement.

401(k) Plan

The company sponsors the 401(k) Plan, a tax qualified retirement plan that covers substantially all of Bunge's U.S. based salaried and non-union hourly employees. Participants may contribute up to 50% of their compensation on a before-tax basis into their 401(k) Plan accounts. In addition, the company matches an amount equal to 100% for each dollar contributed by participants on the first 3% of their regular earnings and 50% for each dollar contributed on the next 2% of their regular earnings.

Because the 401(k) Plan is a tax qualified retirement plan, the Internal Revenue Code limits the "additions" that can be made to a participant's 401(k) plan account each year (for 2007, $45,000). "Additions" include company matching contributions and before-tax contributions made by a participant. In addition, the Internal Revenue Code limits the amount of annual compensation that may be taken into account in computing benefits under the 401(k) Plan. In 2007, this compensation limit was $225,000. Participants may also direct the investment of their 401(k) Plan accounts into several investment alternatives, including a Bunge common share fund.

The Excess Contribution Plan

The company sponsors the Excess 401(k) Plan, which is a non-tax qualified defined contribution plan that is designed to restore retirement benefits that cannot be paid from the 401(k) Plan due to

Internal Revenue Code limits. Participants in the 401(k) Plan are eligible to participate in the Excess 401(k) Plan, provided that their 401(k) Plan benefits are limited by the Internal Revenue Code.

The amounts shown as "Registrant Contributions" represent company matching contributions made under the Excess 401(k) Plan to the Named Executive Officers and are also reported in the "All Other Compensation" column of the Summary Compensation Table. The benefit provided under the Excess 401(k) Plan is equal to the difference between the benefit that would have been earned under the 401(k) Plan, without regard to any Internal Revenue Code limits, and the actual benefit provided under the 401(k) Plan. A Participant's account balance is credited with the same investment return as the investment alternatives he or she selected under the 401(k) Plan (including the Bunge common share fund).

Payments are made from the company's general assets in a lump sum cash payment following a participant's termination of employment, subject to applicable restrictions set forth in Section 409A of the Internal Revenue Code.

Bunge Management Services Inc. Deferred Compensation Plan for Certain Employees and Bunge Global Markets, Inc. Deferred Compensation Plan (the "Deferred Compensation Plans")

The Deferred Compensation Plans, which are non-tax qualified deferred compensation plans, are designed to provide participants with an opportunity to defer receipt of current income into the future on a tax-deferred basis. Amounts deferred into the Deferred Compensation Plans are shown as "Executive Contributions" and are reported in the Summary Compensation Table and, in the case of PBRSUs, have previously been reported.

Eligible employees (including the Named Executive Officers) who meet the minimum base salary level may participate in the Deferred Compensation Plans. For 2007, the minimum base salary level required to participate in the Deferred Compensation Plans was $225,000.

The Deferred Compensation Plans allow participants to voluntarily defer from 1% to 10% of their base salary and 10% to 100% of their annual incentive compensation and PBRSUs. Gains and losses are credited based on a participant's election of a variety of deemed investment choices.

A Participant may elect to defer receipt of income for any period not less than 36 months from the date of deferral and will receive a distribution of his or her account immediately following the end of his or her elected deferral period or death. Participants may elect to receive payment of their deferred account balance in a lump sum or in up to 30 annual installments. Subject to applicable restrictions set forth in Section 409A of the Internal Revenue Code, distributions of a participant's account are made in cash and from Bunge's general assets in cash.

Potential Payments Upon Termination of Employment or Change of Control

The company has entered into certain agreements and maintains certain plans that will require us to provide compensation to the Named Executive Officers in the event of certain terminations of employment or a change of control of Bunge. The amount of compensation payable to the Named Executive Officer in each situation is shown in the tables below. The amounts assume that a termination of employment and/or change of control event occurred on December 31, 2007.

These amounts are estimates only and do not necessarily reflect the actual amounts that would be paid to the Named Executive Officers, which would only be known at the time that they become eligible for payment.

For information regarding the aggregate amount of the Named Executive Officers' vested benefits under Bunge's nonqualified deferred compensation plans, see the Nonqualified Deferred Compensation Table.

Unless stated otherwise in the tables below, the value of unvested and accelerated stock options shown in the tables below have been determined by multiplying (i) the number of unvested stock options that would have been accelerated by (ii) the difference between (x) the exercise price of the stock option and (y) the average of the high and low sale prices of Bunge's common shares on December 31, 2007 ($117.47). Likewise, the value of unvested restricted stock unit awards shown in the tables below have been determined by multiplying (i) the number of unvested restricted stock units that would have been accelerated by (ii) the average of the high and low sale prices of Bunge's common shares on December 31, 2007.

Mr. Alberto Weisser

The following table describes the potential payments upon termination of employment or a change of control of the company for Mr. Weisser as of December 31, 2007.

Executive Benefits and Payments Upon Termination(1)	Termination for Cause; Resignation without Good Reason(2)($)	Early Retirement; Normal Retirement($)	Termination without Cause; Resignation for Good Reason($)	Change of Control Followed by Termination without Cause or Resignation for Good Reason($)	Change of Control($)	Disability($)	Death(3)($)
Compensation:							
Severance	$	$	$ 9,450,000	$ 7,920,000	$	$	$
Pro Rata AIP Award		1,440,000	1,440,000	1,440,000		1,440,000	1,440,000
Equity Incentive Plan(4):							
Performance Based Restricted Stock Units							
2006 2008		2,900,812	4,698,800	4,698,800	4,698,800	2,900,812	2,900,812
2007 2009		988,035	3,524,100	3,524,100	3,524,100	988,035	988,035
Stock Options Unvested and Accelerated		10,601,151	10,601,151	10,601,151	10,601,151	10,601,151	10,601,151
Time-Vested RSUs Unvested and Accelerated		2,584,340	2,584,340	2,584,340	2,584,340	2,584,340	2,584,340
Benefits and Perquisites:							
Non-qualified Supplemental Pension (Supplemental Benefit)			5,665,081	5,665,081		5,665,081	8,998,290
Accrued Vacation(5)	92,308	92,308	92,308	92,308		92,308	92,308
280G Tax Gross-up				9,235,900			
Total:	$ 92,308	$ 18,606,646	$ 38,055,780	$ 45,761,680	$ 21,408,391	$ 24,271,727	$ 27,604,936

(1) For purposes of this table, Mr. Weisser's compensation for 2007 is as follows: base salary equal to $1,200,000 and a target annual bonus equal to $1,440,000.

(2) Pursuant to the Weisser Employment Agreement, Mr. Weisser's termination for Cause or resignation without Good Reason entitles him to (i) unpaid base salary and (ii) accrued but unused vacation pay. In addition, if Mr. Weisser resigns his employment for any reason during a Change of Control Period, he will be entitled to his supplemental benefit under the Weisser SERP ($5,665,081).

(3) For disclosure purposes only, we have assumed a 100% qualified joint and survivor annuity for the supplemental benefit. The calculation uses the same assumptions as those used in calculating Mr. Weisser's benefit under the Pension Plan.

(4) For disclosure purposes only, we have assumed that target performance measures were achieved for performance-based awards as of December 31, 2007.

(5) For disclosure purposes only, we have assumed that Mr. Weisser was terminated on December 31, 2007 with four weeks of accrued but unused vacation.

Ms. Jacqualyn A. Fouse

The following table describes the potential payments upon termination of employment or a change of control of the company for Ms. Fouse as of December 31, 2007.

Executive Benefits and Payments Upon Termination(1)	Termination for Cause; Resignation without Good Reason($)	Death or Disability; Normal Retirement($)	Termination without Cause; Resignation for Good Reason(2)($)	Change of Control($)	Change of Control Followed by Termination without Cause or Resignation for Good Reason($)(3)	Early Retirement($)
Compensation:						
Severance	$	$	$ 1,828,750	$	$ 2,310,000	$
Pro Rata AIP Award		495,000	495,000		495,000	495,000
Equity Incentive Plan:						
Stock Options Unvested and Accelerated		798,250	266,105	798,250	798,250	798,250
Time-Vested RSUs Unvested and Accelerated		5,873,500	5,873,500	5,873,500	5,873,500	5,873,500
Benefits and Perquisites:						
Accrued Vacation(4)	50,769	50,769	50,769		50,769	50,769
Total:	$ 50,769	$ 7,217,519	$ 8,514,124	$ 6,671,750	$ 9,527,519	$ 7,217,519

(1) For purposes of this table, Ms. Fouse's compensation for 2007 is as follows: base salary for 2007 equal to $660,000 and a target annual bonus equal to $495,000.

(2) Pursuant to Ms. Fouse's employment offer letter dated June 21, 2007, if her employment is terminated without Cause or she resigns for Good Reason, she will receive the higher of (i) the standard severance benefits of the company at the time of termination or (ii) a lump sum payment equivalent to 24 months of base salary plus target bonus reduced by one month per month of service to a minimum of 12 months, plus a *pro rata* bonus calculated at target for the year in which the termination occurs if such termination is not due to performance. For disclosure purposes only, we have assumed that the termination is not performance related. In addition, all time-vested restricted stock units granted at hire will vest immediately.

(3) Pursuant to Ms. Fouse's employment offer letter, if Ms. Fouse's employment is terminated without Cause or she resigns for Good Reason within 12 months following a Change of Control, she will receive a lump sum payment equal to 24 months of base salary plus target bonus reduced by one month per month of service following the Change of Control to a minimum of 12 months, plus a *pro rata* bonus calculated at target for the year in which the termination occurs if such termination is not due to performance. For disclosure purposes only, we have assumed that the termination is not performance related. In addition, all time-vested restricted stock units granted at hire will vest immediately.

(4) For disclosure purposes only, we have assumed that Ms. Fouse was terminated on December 31, 2007 with four weeks of accrued but unused vacation.

Mr. Archibald Gwathmey

The following table describes the potential payments upon termination of employment or a change of control of the company for Mr. Gwathmey as of December 31, 2007.

Executive Benefits and Payments Upon Termination(1)	Termination for Cause; Resignation($)	Death or Disability; Normal Retirement($)	Termination without Cause(2)($)	Change of Control($)	Early Retirement($)
Compensation:					
Severance	$	$	$ 620,000	$	$
Pro Rata AIP Award		620,000			620,000
	1,551,844	873,779			
Deutsche Alt-A Securities, Inc. Mortgage Loan Trust (06-AB2-A2)					
5.42% (4)	06/25/36	2,018,821	1,949,343		
Deutsche Alt-A Securities, Inc. Mortgage Loan Trust (06-AR6-A6)					
2.28% (1 mo. USD LIBOR + 0.190%) (2)	02/25/37	809,287	737,161		
DSLA Mortgage Loan Trust (06-AR2-2A1A)					
2.28% (1 mo. USD LIBOR + 0.200%) (2)	10/19/36	542,866	499,693		
First Franklin Mortgage Loan Asset-Backed Certificates (06-FF13-A2C)					
2.25% (1 mo. USD LIBOR + 0.160%) (2)	10/25/36	1,064,507	802,065		
First Franklin Mortgage Loan Asset-Backed Certificates (06-FF18-A2D)					
2.30% (1 mo. USD LIBOR + 0.210%) (2)	12/25/37	1,302,363	972,383		

See accompanying notes to financial statements.

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TCW Strategic Income Fund, Inc.

Schedule of Investments (Unaudited) (Continued)

Issues	Maturity Date	Principal Amount	Value
Residential Mortgage-Backed Securities Non-Agency (Continued)			
First Franklin Mortgage Loan Trust (06-FF11-2A3)			
2.24% (1 mo. USD LIBOR + 0.150%) (2)	08/25/36	$ 1,681,511	$ 1,430,376
First Horizon Alternative Mortgage Securities Trust (05-AA10-2A1)			
3.64% (4)	12/25/35	537,167	486,756
Greenpoint Manufactured Housing (00-1-A4)			
8.14% (4)	03/20/30	835,441	862,101
GSAA Home Equity Trust (06-13-AF6)			
6.04% (4)	07/25/36	1,626,803	925,676
GSC Capital Corp. Mortgage Trust (06-2-A1)			
2.27% (1 mo. USD LIBOR + 0.180%) (2)	05/25/36	477,031	424,537
GSR Mortgage Loan Trust (05-AR3-6A1)			
3.84% (4)	05/25/35	419,356	415,021
HSI Asset Loan Obligation Trust (07-2-2A12)			
6.00%	09/25/37	542,723	493,207
Indymac INDX Mortgage Loan Trust (04-AR6-5A1)			
3.70% (4)	10/25/34	617,255	627,548
Indymac INDX Mortgage Loan Trust (05-AR19-A1)			
3.50% (4)	10/25/35	750,697	647,391
Indymac INDX Mortgage Loan Trust (06-AR13-A4X) (I/O)			
1.12% (3),(4)	07/25/36	332,774	1,579
Indymac INDX Mortgage Loan Trust (06-AR9-1A1)			
3.96% (4)	06/25/36	955,892	828,030
Indymac INDX Mortgage Loan Trust (07-AR5-2A1)			
3.59% (4)	05/25/37	1,228,536	1,149,511
Indymac INDX Mortgage Loan Trust (07-FLX2-A1C)			
2.28% (1 mo. USD LIBOR + 0.190%) (2)	04/25/37	2,051,990	1,849,895
JPMorgan Alternative Loan Trust (06-A2-5A1)			
3.75% (4)	05/25/36	832,974	718,194
JPMorgan Mortgage Acquisition Corp. (05-FRE1-A2F3)			
3.37% (4)	10/25/35	886,619	892,355
JPMorgan Mortgage Acquisition Trust (07-CH4-A4)			
2.25% (1 mo. USD LIBOR + 0.160%) (2)	01/25/36	380,239	379,175
JPMorgan Mortgage Trust (04-A6-5A1)			
3.43% (4)	12/25/34	330,389	321,025
JPMorgan Mortgage Trust (07-S2-1A1)			
5.00%	06/25/37	226,676	174,776
JPMorgan Resecuritization Trust (15-4-1A5)			
2.15% (1 mo. USD LIBOR + 0.190%) (1),(2)	06/26/47	1,863,000	1,698,274
JPMorgan Resecuritization Trust (15-4-2A2)			
4.05% (1),(4)	06/26/47	4,352,992	1,659,248
Lehman ABS Manufactured Housing Contract Trust (01-B-A6)			
6.47% (4)	04/15/40	64,782	65,784

Issues	Maturity Date	Principal Amount	Value
Residential Mortgage-Backed Securities Non-Agency (Continued)			
Lehman XS Trust (06-10N-1A3A)			
2.30% (1 mo. USD LIBOR + 0.210%) (2)	07/25/46	$ 1,043,081	$ 1,010,583
Lehman XS Trust (06-12N-A31A)			

2.29% (1 mo. USD LIBOR + 0.200%) (2)	08/25/46	1,537,707	1,314,322
Long Beach Mortgage Loan Trust (04-4-M1)			
2.99% (1 mo. USD LIBOR + 0.900%) (2)	10/25/34	1,227,176	1,231,551
MASTR Alternative Loans Trust (07-HF1-4A1)			
7.00% (8)	10/25/47	1,177,932	943,557
MASTR Asset-Backed Securities Trust (06-NC1-A4)			
2.69% (1 mo. USD LIBOR + 0.300%) (2)	01/25/36	294,836	293,820
MASTR Asset-Backed Securities Trust (07-HE1-A4)			
2.37% (1 mo. USD LIBOR + 0.280%) (2)	05/25/37	2,000,000	1,463,787
Merrill Lynch Alternative Note Asset Trust (07-OAR2-A2)			
2.30% (1 mo. USD LIBOR + 0.210%) (2)	04/25/37	1,401,398	1,179,492
Merrill Lynch First Franklin Mortgage Loan Trust (07-3-A2B)			
2.22% (1 mo. USD LIBOR + 0.130%) (2)	06/25/37	763,494	580,491
Merrill Lynch First Franklin Mortgage Loan Trust (07-3-A2C)			
2.27% (1 mo. USD LIBOR + 0.180%) (2)	06/25/37	1,559,038	1,191,854
Merrill Lynch Mortgage-Backed Securities Trust (07-2-1A1)			
4.63% (1 year Treasury Constant Maturity Rate + 2.400%) (2)	08/25/36	394,938	388,007
Mid-State Trust (04-1-B)			
8.90%	08/15/37	394,865	447,766
Mid-State Trust (04-1-M1)			
6.50%	08/15/37	394,865	419,634
Morgan Stanley ABS Capital I, Inc. Trust (05-HE3-M3)			
2.89% (1 mo. USD LIBOR + 0.795%) (2)	07/25/35	217,440	218,436
Morgan Stanley ABS Capital I, Inc. Trust (06-HE3-A1)			
2.23% (1 mo. USD LIBOR + 0.140%) (2)	04/25/36	827,536	820,513
Morgan Stanley ABS Capital I, Inc. Trust (07-15AR-4A1)			
3.31% (4)	11/25/37	672,355	555,349
Morgan Stanley Home Equity Loan Trust (06-2-A4)			
2.37% (1 mo. USD LIBOR + 0.280%) (2)	02/25/36	994,809	993,328
MortgageIT Trust (05-5-A1)			
2.35% (1 mo. USD LIBOR + 0.260%) (2)	12/25/35	585,723	583,472

See accompanying notes to financial statements.

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TCW Strategic Income Fund, Inc.

June 30, 2018

Issues	Maturity Date	Principal Amount	Value
Residential Mortgage-Backed Securities Non-Agency (Continued)			
Nationstar Home Equity Loan Trust (07-B-2AV3)			
2.34% (1 mo. USD LIBOR + 0.250%) (2)	04/25/37	$ 2,193,214	$ 2,192,364
New Century Home Equity Loan Trust (05-B-A2D)			
2.49% (1 mo. USD LIBOR + 0.400%) (2)	10/25/35	890,352	891,612
New Century Home Equity Loan Trust (06-C-A2D)			
2.43% (1 mo. USD LIBOR + 0.340%) (2)	12/25/35	1,700,000	1,693,392
Nomura Asset Acceptance Corp. (06-AR1-1A)			
4.76% (4)	02/25/36	1,282,394	1,150,054
Oakwood Mortgage Investors, Inc. (00-A-A4)			
8.15% (4)	09/15/29	1,875,728	1,126,123
Oakwood Mortgage Investors, Inc. (00-D-A4)			
7.40% (4)	07/15/30	749,931	412,615
Oakwood Mortgage Investors, Inc. (01-C-A3)			
6.61% (4)	06/15/31	1,377,617	430,323
Oakwood Mortgage Investors, Inc. (01-D-A3)			
5.90% (4)	09/15/22	943,255	772,644
Oakwood Mortgage Investors, Inc. (01-D-A4)			
6.93% (4)	09/15/31	546,501	482,092
Oakwood Mortgage Investors, Inc. (02-A-A3)			
6.03% (4)	05/15/24	299,721	312,005
Oakwood Mortgage Investors, Inc. (98-A-M)			
6.83% (4)	05/15/28	281,908	288,698
Oakwood Mortgage Investors, Inc. (98-D-A)			
6.40%	01/15/29	14,338	14,340
Oakwood Mortgage Investors, Inc. (99-B-A4)			
6.99%	12/15/26	292,230	304,351
Oakwood Mortgage Investors, Inc. (99-E-A1)			
7.61% (4)	03/15/30	1,048,009	972,204
Park Place Securities, Inc. (05-WCW1-M1)			
2.54% (1 mo. USD LIBOR + 0.450%) (2)	09/25/35	246,030	246,931
Popular ABS Mortgage Pass-Through Trust (05-6-A4)			
3.90% (4)	01/25/36	611,000	609,559
RALI Series Trust (06-QS13-1A2) (I/O)			
5.07% (1 mo. USD LIBOR + 7.160%) (2),(3)	09/25/36	5,278,682	795,233
RALI Series Trust (06-QS7-A2)			
6.00%	06/25/36	808,412	744,560
RASC Series Trust (05-KS11-M1)			
2.49% (1 mo. USD LIBOR + 0.400%) (2)	12/25/35	746,468	749,159
RBSSP Resecuritization Trust (12-6-4A2)			
2.29% (1 mo. USD LIBOR + 0.330%) (1),(2)	01/26/36	2,197,192	2,163,746
Residential Accredit Loans, Inc. (05-QA7-A1)			
4.18% (4)	07/25/35	1,384,817	1,164,286

Issues	Maturity Date	Principal Amount	Value
Residential Mortgage-Backed Securities Non-Agency (Continued)			
Residential Accredit Loans, Inc. (05-QA8-CB21)			
4.30% (4)	07/25/35	$ 750,084	$ 609,958
Residential Accredit Loans, Inc. (06-QA10-A2)			
2.27% (1 mo. USD LIBOR + 0.180%) (2)	12/25/36	968,636	932,385
Residential Accredit Loans, Inc. (06-QS1-A3) (PAC)			

5.75%	01/25/36	604,971	584,858
Residential Accredit Loans, Inc. (06-QS11-AV) (I/O)			
0.35% (3),(4)	08/25/36	14,478,774	213,584
Residential Accredit Loans, Inc. (06-QS6-1AV) (I/O)			
0.75% (3),(4)	06/25/36	6,501,321	168,876
Residential Accredit Loans, Inc. (06-QS8-A3)			
6.00%	08/25/36	1,317,656	1,211,299
Residential Accredit Loans, Inc. (07-QS2-AV) (I/O)			
0.33% (3),(4)	01/25/37	16,020,066	189,564
Residential Accredit Loans, Inc. (07-QS3-AV) (I/O)			
0.36% (3),(4)	02/25/37	16,787,285	226,575
Residential Accredit Loans, Inc. (07-QS6-A62) (TAC)			
5.50%	04/25/37	391,075	351,864
Residential Asset Mortgage Products, Inc. (06-RZ3-A3)			
2.38% (1 mo. USD LIBOR + 0.290%) (2)	08/25/36	749,561	749,741
Residential Asset Securitization Trust (05-A15-4A1)			
6.00%	02/25/36	1,145,949	805,003
Residential Asset Securitization Trust (07-A5-AX) (I/O)			
6.00% (3)	05/25/37	2,736,504	420,823
Residential Funding Mortgage Securities (06-S9-AV) (I/O)			
0.32% (3),(4)	09/25/36	38,652,026	355,156
Residential Funding Mortgage Securities II (01-HI3-AI7)			
7.56% (4)	07/25/26	14,742	14,925
Saxon Asset Securities Trust (07-3-2A4)			
2.58% (1 mo. USD LIBOR + 0.490%) (2)	09/25/47	2,926,000	2,436,092
Securitized Asset-Backed Receivables LLC Trust (07-NC2-A2C)			
2.31% (1 mo. USD LIBOR + 0.220%) (2)	01/25/37	4,614,000	3,508,452
Soundview Home Loan Trust (06-1-A4)			
2.39% (1 mo. USD LIBOR + 0.300%) (2)	02/25/36	1,026,181	1,030,395
Structured Adjustable Rate Mortgage Loan Trust (05-20-1A1)			
3.99% (4)	10/25/35	382,118	381,688
Structured Adjustable Rate Mortgage Loan Trust (07-9-2A1)			
3.77% (4)	10/25/47	495,317	440,388
Structured Asset Investment Loan Trust (05-3-M2)			
2.75% (1 mo. USD LIBOR + 0.660%) (2)	04/25/35	593,483	595,434

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

Schedule of Investments (Unaudited) (Continued)

Issues	Maturity Date	Principal Amount	Value
Residential Mortgage-Backed Securities Non-Agency (Continued)			
Structured Asset Securities Corp. (05-WF4-M2)			
2.74% (1 mo. USD LIBOR + 0.430%) *(2)*	11/25/35	$ 346,478	$ 347,791
Structured Asset Securities Corp. (06-GEL4-A3)			
2.39% (1 mo. USD LIBOR + 0.300%) *(1),(2)*	10/25/36	862,170	860,834
WAMU Asset-Backed Certificates (07-HE1-2A3)			
2.24% (1 mo. USD LIBOR + 0.150%) *(2)*	01/25/37	2,298,428	1,497,694
Wells Fargo Alternative Loan Trust (07-PA2-2A2) (I/O)			
3.98% (-1.00 x 1 mo. USD LIBOR + 6.070%) *(2),(3)*	06/25/37	4,533,666	556,416
Wells Fargo Home Equity Trust (06-2-A3)			
2.30% (1 mo. USD LIBOR + 0.210%) *(2)*	01/25/37	730,000	678,729
Wells Fargo Home Equity Trust (06-2-A4)			
2.34% (1 mo. USD LIBOR + 0.250%) *(2)*	07/25/36	611,963	609,766
Wells Fargo Mortgage-Backed Securities Trust (06-AR10-5A1)			
4.28% *(4)*	07/25/36	468,491	476,099
Wells Fargo Mortgage-Backed Securities Trust (07-AR3-A4)			
4.13% *(4)*	04/25/37	411,180	402,216
Wells Fargo Mortgage-Backed Securities Trust (08-1-4A1)			
5.75%	02/25/38	165,468	174,590
Total Residential Mortgage-Backed Securities Non-Agency			
(Cost: $107,317,287)			122,202,514
Total Mortgage-Backed Securities			
(Cost: $135,264,781)			148,146,776
CORPORATE BONDS 30.3%			
Aerospace/Defense 0.5%			
BAE Systems Holdings, Inc.			
2.85% *(1)*	12/15/20	500,000	494,114
L3 Technologies, Inc.			
4.40%	06/15/28	420,000	418,832
Northrop Grumman Corp.			
2.93%	01/15/25	590,000	560,946
			1,473,892
Airlines 0.6%			
America West Airlines, Inc. Pass-Through Certificates, (01-1) (EETC)			
7.10%	10/02/22	264,924	280,979
Continental Airlines, Inc. Pass-Through Certificates, (00-2-A1) (EETC)			
7.71%	10/02/22	375,883	397,545

Issues	Maturity Date	Principal Amount	Value
Airlines (Continued)			
Delta Air Lines, Inc. Pass-Through Certificates (02-1G1) (EETC)			
6.72%	07/02/24	$ 410,462	$ 440,118
US Airways Group, Inc. Pass-Through Certificates (10-1A) (EETC)			
6.25%	10/22/24	493,278	527,836
			1,646,478

Auto Manufacturers 0.6%			
Ford Motor Credit Co. LLC			
2.94%	01/08/19	900,000	900,531
General Motors Co.			
3.50%	10/02/18	500,000	500,978
4.88%	10/02/23	150,000	154,383
			1,555,892
Banks 8.8%			
Bank of America Corp.			
2.74% (3 mo. USD LIBOR + 0.370%) (2)	01/23/22	705,000	692,715
3.42% (3 mo. USD LIBOR + 1.040%) (2)	12/20/28	1,916,000	1,806,401
3.50% (3 mo. USD LIBOR + 0.630%) (2)	05/17/22	500,000	500,458
4.00%	04/01/24	406,000	409,870
Bank of New York Mellon Corp. (The)			
2.60%	02/07/22	835,000	816,351
Citigroup, Inc.			
2.05%	12/07/18	1,000,000	997,809
2.05%	06/07/19	500,000	496,107
2.50%	09/26/18	600,000	599,902
8.50%	05/22/19	1,500,000	1,573,227
Goldman Sachs Group, Inc. (The)			
2.30%	12/13/19	810,000	801,648
3.27% (3 mo. USD LIBOR + 1.200%) (2)	09/29/25	430,000	410,646
3.69% (3 mo. USD LIBOR + 1.510%) (2)	06/05/28	590,000	560,661
3.75%	05/22/25	750,000	731,211
7.50%	02/15/19	1,000,000	1,027,779
JPMorgan Chase & Co.			
3.22% (3 mo. USD LIBOR + 1.155%) (2)	03/01/25	380,000	366,980
3.51% (3 mo. USD LIBOR + 0.610%) (2)	06/18/22	560,000	560,663
3.54% (3 mo. USD LIBOR + 1.380%) (2)	05/01/28	690,000	661,792
3.90%	07/15/25	1,000,000	999,013
JPMorgan Chase Bank NA			
2.60% (3 mo. USD LIBOR + 0.280%) (2)	02/01/21	1,130,000	1,120,215
2.61%	02/13/20	1,130,000	1,129,972

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

June 30, 2018

Issues	Maturity Date	Principal Amount	Value
Banks (Continued)			
Lloyds Bank PLC (United Kingdom)			
5.80% [(1)]	01/13/20	$ 650,000	$ 674,749
Lloyds Banking Group PLC (United Kingdom)			
2.91% (3 mo. USD LIBOR + 0.814%) [(2)]	11/07/23	285,000	271,756
Morgan Stanley			
3.16% (3 mo. USD LIBOR + 0.800%) [(2)]	02/14/20	380,000	381,187
3.63%	01/20/27	550,000	528,699
3.88%	04/29/24	400,000	401,019
7.30%	05/13/19	750,000	777,551
Santander UK Group Holdings PLC			
3.37% (3 mo. USD LIBOR + 1.080%) [(2)]	01/05/24	435,000	418,637
Santander UK PLC			
3.40%	06/01/21	975,000	974,838
UBS AG / Stamford CT (Switzerland)			
2.38%	08/14/19	750,000	745,811
Wells Fargo & Co.			
3.00%	10/23/26	750,000	693,252
3.00%	04/22/26	450,000	412,790
3.58% (3 mo. USD LIBOR + 1.310%) [(2)]	05/22/28	1,250,000	1,190,994
Wells Fargo Bank N.A.			
2.40%	01/15/20	850,000	842,099
			24,576,802
Beverages 0.3%			
Anheuser-Busch InBev Finance, Inc.			
4.90%	02/01/46	469,000	484,630
Bacardi, Ltd.			
5.30% [(1)]	05/15/48	280,000	266,331
			750,961
Biotechnology 0.5%			
Amgen, Inc.			
4.40%	05/01/45	770,000	736,692
Baxalta, Inc.			
2.88%	06/23/20	300,000	296,727
Celgene Corp.			
4.63%	05/15/44	500,000	465,806
			1,499,225
Chemicals 0.2%			
Axalta Coating Systems LLC			
4.88% [(1)]	08/15/24	275,000	273,625
Valvoline, Inc.			
5.50%	07/15/24	210,000	212,625
			486,250

Issues	Maturity Date	Principal Amount	Value
Commercial Services 0.2%			
IHS Markit, Ltd.			
4.00% (1)	03/01/26	$ 73,000	$ 69,989
5.00% (1)	11/01/22	421,000	426,788
Matthews International Corp.			
5.25% (1)	12/01/25	130,000	124,969
			621,746
Computers 0.1%			
Apple, Inc.			
3.00%	11/13/27	400,000	380,554
Cosmetics/Personal Care 0.1%			
First Quality Finance Co., Inc.			
5.00% (1)	07/01/25	144,000	132,120
Diversified Financial Services 0.6%			
AerCap Ireland Capital DAC / AerCap Global Aviation Trust (Ireland)			
4.50%	05/15/21	300,000	306,375
Air Lease Corp.			
2.13%	01/15/20	500,000	490,944
International Lease Finance Corp.			
7.13% (1)	09/01/18	250,000	251,937
Raymond James Financial, Inc.			
5.63%	04/01/24	650,000	698,669
			1,747,925
Electric 0.5%			
FirstEnergy Transmission LLC			
4.35% (1)	01/15/25	750,000	755,567
NextEra Energy Operating Partners LP			
4.50% (1)	09/15/27	150,000	141,000
Puget Energy, Inc.			
6.00%	09/01/21	500,000	535,129
			1,431,696
Engineering & Construction 0.3%			
Heathrow Funding, Ltd. (United Kingdom)			
4.88% (1)	07/15/23	700,000	732,744
Entertainment 0.1%			
GLP Capital LP / GLP Financing II, Inc.			
5.38%	04/15/26	140,000	138,950
Rivers Pittsburgh Borrower LP / Rivers Pittsburgh Finance Corp.			
6.13% (1)	08/15/21	125,000	124,062
			263,012
Environmental Control 0.1%			
Clean Harbors, Inc.			
5.13%	06/01/21	135,000	136,012
GFL Environmental, Inc.			
5.38% (1)	03/01/23	160,000	148,400
			284,412

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

Schedule of Investments (Unaudited) (Continued)

Issues	Maturity Date	Principal Amount	Value
Food 1.2%			
Chobani LLC / Chobani Finance Corp, Inc.			
7.50% (1)	04/15/25	$ 58,000	$ 55,898
Conagra Brands, Inc.			
2.83% (3 mo. USD LIBOR + 0.500%) (2)	10/09/20	650,000	647,086
General Mills, Inc.			
4.20%	04/17/28	420,000	410,887
Kraft Heinz Foods Co.			
3.00%	06/01/26	400,000	360,831
4.63%	01/30/29	455,000	451,559
6.38%	07/15/28	210,000	235,766
Lamb Weston Holdings, Inc.			
4.63% (1)	11/01/24	120,000	117,300
Mondelez International Holdings Netherlands BV (Netherlands)			
1.63% (1)	10/28/19	900,000	884,503
Post Holdings, Inc.			
5.63% (1)	01/15/28	154,000	144,952
5.75% (1)	03/01/27	130,000	126,425
			3,435,207
Forest Products & Paper 0.3%			
Georgia-Pacific LLC			
2.54% (1)	11/15/19	800,000	793,504
Healthcare-Products 0.2%			
Becton Dickinson and Co.			
3.21% (4)	12/29/20	400,000	400,693
Hill-Rom Holdings, Inc.			
5.75% (1)	09/01/23	130,000	132,275
Hologic, Inc.			
4.63% (1)	02/01/28	70,000	66,063
			599,031
Healthcare-Services 1.9%			
Anthem, Inc.			
3.65%	12/01/27	430,000	408,030
Catalent Pharma Solutions, Inc.			
4.88% (1)	01/15/26	90,000	86,651
Centene Corp.			
4.75%	01/15/25	270,000	269,325
CHS / Community Health Systems, Inc.			
6.25%	03/31/23	150,000	138,188
8.63% (1)	01/15/24	143,000	144,072
Cigna Corp.			
3.05%	10/15/27	430,000	387,783
DaVita, Inc.			
5.00%	05/01/25	131,000	123,638

Issues	Maturity Date	Principal Amount	Value
5.13%	07/15/24	11,000	10,691
Healthcare-Services (Continued)			
Fresenius Medical Care US Finance, Inc.			
6.50% (1)	09/15/18	$ 700,000	$ 704,659
HCA, Inc.			
4.75%	05/01/23	300,000	300,000
5.00%	03/15/24	112,000	112,280
5.25%	04/15/25	71,000	71,178
6.50%	02/15/20	167,000	174,306
Humana, Inc.			
2.90%	12/15/22	435,000	422,724
Molina Healthcare, Inc.			
4.88% (1)	06/15/25	140,000	136,500
NYU Hospitals Center			
4.43%	07/01/42	700,000	722,946
SP Finco LLC			
6.75% (1)	07/01/25	90,000	85,838
Tenet Healthcare Corp.			
4.63% (1)	07/15/24	234,000	222,522
4.75%	06/01/20	50,000	50,250
Universal Health Services, Inc.			
3.75% (1)	08/01/19	500,000	500,312
WellCare Health Plans, Inc.			
5.25%	04/01/25	115,000	114,713
			5,186,606
Household Products/Wares 0.1%			
Central Garden & Pet Co.			
5.13%	02/01/28	100,000	93,000
6.13%	11/15/23	158,000	164,131
Spectrum Brands, Inc.			
6.13%	12/15/24	75,000	76,031
			333,162
Insurance 0.6%			
Farmers Exchange Capital			
7.05% (1)	07/15/28	500,000	592,593
Nationwide Mutual Insurance Co.			
4.63% (3 mo. USD LIBOR + 2.290%) (1),(2)	12/15/24	1,000,000	1,001,250
			1,593,843
Internet 0.1%			
Zayo Group LLC / Zayo Capital, Inc.			
5.75% (1)	01/15/27	140,000	137,900
Machinery-Diversified 0.1%			
Titan Acquisition, Ltd. / Titan Co-Borrower LLC			
7.75% (1)	04/15/26	140,000	130,725
Media 0.8%			
Altice US Finance I Corp. (Luxembourg)			
5.50% (1)	05/15/26	200,000	193,500

See accompanying notes to financial statements.

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TCW Strategic Income Fund, Inc.

June 30, 2018

Issues	Maturity Date	Principal Amount	Value
Media (Continued)			
CCO Holdings LLC / CCO Holdings Capital Corp.			
5.00% [(1)]	02/01/28	$ 86,000	$ 79,228
5.13% [(1)]	05/01/27	290,000	271,684
Charter Communications Operating LLC / Charter Communications Operating Capital			
4.50%	02/01/24	1,000,000	999,743
6.48%	10/23/45	150,000	158,842
Discovery Communications LLC			
2.80% [(1)]	06/15/20	345,000	340,995
Sirius XM Radio, Inc.			
3.88% [(1)]	08/01/22	130,000	125,613
			2,169,605
Miscellaneous Manufacturers 0.6%			
General Electric Capital Corp.			
2.82% (3 mo. USD LIBOR + 0.480%) [(2)]	08/15/36	2,000,000	1,690,172
Oil & Gas 0.3%			
Antero Resources Corp.			
5.13%	12/01/22	40,000	40,202
Centennial Resource Production LLC			
5.38% [(1)]	01/15/26	80,000	78,000
CrownRock LP / CrownRock Finance, Inc.			
5.63% [(1)]	10/15/25	72,000	69,570
Diamondback Energy, Inc.			
4.75%	11/01/24	86,000	84,065
Endeavor Energy Resources LP / EER Finance, Inc.			
5.50% [(1)]	01/30/26	140,000	136,150
Gulfport Energy Corp.			
6.38%	05/15/25	35,000	34,169
Newfield Exploration Co.			
5.63%	07/01/24	55,000	58,096
5.75%	01/30/22	135,000	141,244
Parsley Energy LLC / Parsley Finance Corp.			
5.25% [(1)]	08/15/25	130,000	128,375
5.63% [(1)]	10/15/27	65,000	64,594
WPX Energy, Inc.			
5.75%	06/01/26	73,000	73,068
			907,533
Oil & Gas Services 0.1%			
Transocean Proteus, Ltd.			
6.25% [(1)]	12/01/24	165,750	168,029
USA Compression Partners LP / USA Compression Finance Corp.			
6.88% [(1)]	04/01/26	142,000	147,503
			315,532

Issues	Maturity Date	Principal Amount	Value
Packaging & Containers 0.7%			
Amcor Finance USA, Inc.			
3.63% [(1)]	04/28/26	$ 400,000	$ 379,760
Ardagh Packaging Finance PLC / Ardagh Holdings USA, Inc. (Ireland)			
4.63% [(1)]	05/15/23	300,000	297,390
Ball Corp.			
5.00%	03/15/22	90,000	92,813
Berry Global, Inc.			
4.50% [(1)]	02/15/26	100,000	93,500
Berry Plastics Corp.			
5.13%	07/15/23	65,000	64,678
Crown Americas LLC / Crown Americas Capital Corp. V			
4.25%	09/30/26	100,000	91,750
Flex Acquisition Co., Inc.			
7.88% [(1)]	07/15/26	95,000	94,867
Graphic Packaging International, Inc.			
4.13%	08/15/24	280,000	270,228
Multi-Color Corp.			
4.88% [(1)]	11/01/25	140,000	130,725
OI European Group BV (Netherlands)			
4.00% [(1)]	03/15/23	150,000	140,250
Reynolds Group Issuer, Inc. / Reynolds Group Issuer LLC / Reynolds Group Issuer S.A. (Luxembourg)			
5.75%	10/15/20	397,334	398,079
			2,054,040
Pharmaceuticals 1.6%			
Actavis Funding SCS (Luxembourg)			
3.80%	03/15/25	500,000	486,232
AstraZeneca PLC (United Kingdom)			
3.13%	06/12/27	417,000	392,011
Bayer US Finance II LLC			
4.38% [(1)]	12/15/28	565,000	567,287
CVS Health Corp.			
2.25%	08/12/19	750,000	744,048
5.05%	03/25/48	705,000	720,232
Shire Acquisitions Investments Ireland DAC (Ireland)			
1.90%	09/23/19	500,000	492,290
2.40%	09/23/21	350,000	335,334
Teva Pharmaceutical Finance IV LLC (Israel)			
2.25%	03/18/20	300,000	289,467
Valeant Pharmaceuticals International, Inc. (Canada)			
5.50% [(1)]	11/01/25	141,000	139,484
5.88% [(1)]	05/15/23	11,000	10,340
6.13% [(1)]	04/15/25	385,000	355,163
9.25% [(1)]	04/01/26	43,000	44,935
			4,576,823

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

Schedule of Investments (Unaudited) (Continued)

Issues	Maturity Date	Principal Amount	Value
Pipelines 1.7%			
Cheniere Corpus Christi Holdings LLC			
5.13%	06/30/27	$ 57,000	$ 56,715
Enbridge Energy Partners LP			
5.88%	10/15/25	50,000	53,981
Energy Transfer Equity LP			
5.50%	06/01/27	140,000	140,350
EQT Midstream Partners LP			
4.13%	12/01/26	500,000	457,464
Kinder Morgan, Inc.			
5.63% *(1)*	11/15/23	500,000	533,021
NGPL PipeCo LLC			
4.38% *(1)*	08/15/22	190,000	188,813
Pipeline Funding Co. LLC			
7.50% *(1)*	01/15/30	478,600	552,152
Plains All American Pipeline LP / PAA Finance Corp.			
4.65%	10/15/25	500,000	498,780
Rockies Express Pipeline LLC			
5.63% *(1)*	04/15/20	255,000	262,331
6.00% *(1)*	01/15/19	95,000	96,069
Sabine Pass Liquefaction LLC			
5.63%	03/01/25	400,000	425,375
Sunoco Logistics Partners Operations LP			
5.40%	10/01/47	500,000	458,009
Targa Resources Partners LP / Targa Resources Partners Finance Corp.			
5.88% *(1)*	04/15/26	143,000	143,894
Texas Eastern Transmission LP			
2.80% *(1)*	10/15/22	300,000	287,610
TransMontaigne Partners LP / TLP Finance Corp.			
6.13%	02/15/26	140,000	142,100
Williams Partners LP			
6.30%	04/15/40	400,000	448,455
			4,745,119
REIT 3.3%			
Alexandria Real Estate Equities, Inc.			
2.75%	01/15/20	1,000,000	992,202
American Tower Corp.			
3.00%	06/15/23	435,000	417,587
Boston Properties LP			
3.20%	01/15/25	290,000	276,515
CC Holdings GS V LLC / Crown Castle GS III Corp.			
3.85%	04/15/23	500,000	494,695
Education Realty Operating Partnership LP			
4.60%	12/01/24	750,000	761,022
HCP, Inc.			
3.75%	02/01/19	500,000	501,983
4.25%	11/15/23	630,000	634,957
Healthcare Trust of America Holdings LP			
2.95%	07/01/22	710,000	686,273

Issues	Maturity Date	Principal Amount	Value
MGM Growth Properties Operating Partnership LP / MGP Finance Co-Issuer, Inc.			
5.63%	05/01/24	135,000	137,363
REIT (Continued)			
Piedmont Operating Partnership LP			
3.40%	06/01/23	$ 425,000	$ 409,560
SBA Communications Corp.			
4.00% (1)	10/01/22	344,000	331,100
SL Green Realty Corp.			
5.00%	08/15/18	950,000	951,572
Ventas Realty LP / Ventas Capital Corp.			
2.70%	04/01/20	750,000	742,498
VEREIT Operating Partnership LP			
3.00%	02/06/19	280,000	279,980
WEA Finance LLC / Westfield UK & Europe Finance PLC			
2.70% (1)	09/17/19	650,000	647,343
Welltower, Inc.			
4.13%	04/01/19	1,000,000	1,007,379
			9,272,029
Retail 0.7%			
1011778 BC ULC / New Red Finance, Inc. (Canada)			
4.25% (1)	05/15/24	230,000	218,500
Cumberland Farms, Inc.			
6.75% (1)	05/01/25	175,000	178,063
KFC Holding Co. / Pizza Hut Holdings LLC / Taco Bell of America LLC			
5.00% (1)	06/01/24	50,000	49,485
Rite Aid Corp.			
6.13% (1)	04/01/23	80,000	81,220
Walgreens Boots Alliance, Inc.			
3.45%	06/01/26	755,000	704,898
4.80%	11/18/44	225,000	212,663
Walmart, Inc.			
3.55%	06/26/25	620,000	624,494
			2,069,323
Semiconductors 0.3%			
Broadcom Corp. / Broadcom Cayman Finance, Ltd.			
2.38%	01/15/20	575,000	567,453
NXP BV / NXP Funding LLC (Netherlands)			
4.13% (1)	06/01/21	200,000	200,000
			767,453
Software 0.2%			
Change Healthcare Holdings LLC / Change Healthcare Finance, Inc.			
5.75% (1)	03/01/25	82,000	77,605
First Data Corp.			
5.00% (1)	01/15/24	181,000	180,321
IMS Health, Inc.			
5.00% (1)	10/15/26	200,000	195,510
MSCI, Inc.			
4.75% (1)	08/01/26	67,000	65,409
			518,845

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

June 30, 2018

Issues	Maturity Date	Principal Amount	Value
Telecommunications 1.9%			
AT&T, Inc.			
4.35%	06/15/45	$ 400,000	$ 339,733
4.75%	05/15/46	675,000	605,170
5.25%	03/01/37	705,000	695,913
Intelsat Jackson Holdings S.A. (Luxembourg)			
5.50%	08/01/23	311,000	279,807
9.75% (1)	07/15/25	100,000	105,750
Level 3 Financing, Inc.			
5.13%	05/01/23	50,000	49,188
5.38%	01/15/24	136,000	133,253
Sprint Capital Corp.			
6.88%	11/15/28	118,000	113,280
Sprint Communications, Inc.			
9.00% (1)	11/15/18	443,000	452,967
Sprint Corp.			
7.63%	03/01/26	45,000	46,013
Sprint Spectrum Co. LLC / Sprint Spectrum Co. II LLC / Sprint Spectrum Co. III LLC			
4.74% (1)	03/20/25	565,000	562,062
T-Mobile USA, Inc.			
4.50%	02/01/26	113,000	105,661
4.75%	02/01/28	170,000	157,258
Verizon Communications, Inc.			
4.13%	08/15/46	280,000	240,088
4.52%	09/15/48	400,000	366,121
5.01%	04/15/49	333,000	325,545
5.25%	03/16/37	420,000	432,974
Vodafone Group PLC (United Kingdom)			
4.38%	05/30/28	280,000	277,222
			5,288,005
Transportation 0.1%			
Union Pacific Corp.			
3.95%	09/10/28	280,000	281,331
Total Corporate Bonds			
(Cost: $85,795,907)			84,449,497
MUNICIPAL BONDS 2.4%			
Alabama Economic Settlement Authority, Revenue Bond			
4.26%	09/15/32	705,000	726,538
City of New York, New York, Build America Bonds			
6.65%	12/01/31	1,000,000	1,079,660
Florida s Turnpike Enterprise, Build America Bonds			
6.80%	07/01/39	460,000	478,639
Metropolitan Water District of Southern California, Build America Bonds			
6.54%	07/01/39	500,000	517,530
New York City Transitional Finance Authority Future Tax Secured Revenue, Revenue Bond			
5.01%	08/01/27	800,000	889,024

Issues	Maturity Date	Principal Amount	Value
MUNICIPAL BONDS (Continued)			

New York City Water and Sewer System, Build America Bonds			
6.49%	06/15/42	$ 800,000	$ 849,744
New York State Dormitory Authority, Revenue Bond			
5.29%	03/15/33	1,000,000	1,124,170
State of California, General Obligation			
7.95%	03/01/36	1,000,000	1,079,020
Total Municipal Bonds			
(Cost: $7,111,744)			6,744,325
Total Fixed Income Securities			
(Cost: $259,228,865)			270,729,452
		Shares	
MONEY MARKET INVESTMENTS 1.0%			
State Street Institutional U.S. Government Money Market Fund Premier Class, 1.82%(9)		2,670,693	2,670,693
Total Money Market Investments			
(Cost: $2,670,693)			2,670,693
		Principal Amount	
SHORT TERM INVESTMENTS 3.5%			
COMMERCIAL PAPER 0.5% (Cost: $1,409,763)			
Pharmaceuticals 0.5%			
Pfizer, Inc.			
2.06% (10)	07/03/18	$ 1,410,000	1,409,702
DISCOUNT NOTE 1.0% (Cost: $2,714,648)			
Federal Home Loan Bank Discount Note			
1.88% (10)	07/24/18	2,718,000	2,714,909
U.S. TREASURY SECURITIES 2.0%			
U.S. Treasury Bill			
1.83% (10),(11)	09/13/18	350,000	348,669
1.89% (10)	10/18/18	2,226,000	2,213,095
1.90% (10)	10/04/18	2,894,000	2,879,570
Total U.S. Treasury Securities			
(Cost: $5,440,286)			5,441,334
Total Short Term Investments			
(Cost: $9,564,697)			9,565,945
Total Investments (101.7%)			
(Cost: $271,464,255)			282,966,090
Liabilities in Excess of Other Assets (-1.7%)			(4,716,760)
Net Assets (100.0%)			$ 278,249,330

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

Schedule of Investments (Unaudited) (Continued)

Futures

Number of Contracts	Type	Expiration Date	Notional Contract Value	Market Value	Net Unrealized Appreciation (Depreciation)
BUY					
32	S&P 500 E-Mini Index Futures	09/21/18	$ 4,446,702	$ 4,354,560	$ (92,142)
32	5-Year U.S. Treasury Note Futures	09/28/18	3,621,783	3,635,750	13,967
			$ 8,068,485	$ 7,990,310	$ (78,175)
SELL					
39	10-Year U.S. Treasury Note Futures	09/19/18	$ (4,941,890)	$ (5,001,141)	$ (59,251)
30	2-Year U.S. Treasury Note Futures	09/28/18	(6,348,722)	(6,354,844)	(6,122)
25	U.S. Ultra Long Bond Futures	09/19/18	(3,999,163)	(3,989,062)	10,101
			$ (15,289,775)	$ (15,345,047)	$ (55,272)

Notes to Schedule of Investments:

(1) *Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold, normally only to qualified institutional buyers. At June 30, 2018, the value of these securities amounted to $66,962,771 or 24.1% of net assets. These securities are determined to be liquid by the Advisor, unless otherwise noted, under procedures established by and under the general supervision of the Fund s Board of Directors.*

(2) *Floating or variable rate security. The interest shown reflects the rate in effect at June 30, 2018.*

(3) *For fair value measurement disclosure purposes, security is categorized as Level 3.*

(4) *Variable rate security. Interest rate disclosed is as of the most recent information available. Certain variable rate securities are not based on a published reference rate and spread but are determined by the issuer or agent and are based on current market conditions. These securities do not indicate a reference rate and spread in their description above.*

(5) *Security is not accruing interest.*

(6) *This security is purchased on a when-issued, delayed delivery or forward commitment basis.*

(7) *Restricted security (Note 9).*

(8) *A portion of the principal balance has been written-off during the period due to defaults in the underlying loans. Cost basis has been adjusted.*

(9) *Rate disclosed is the 7-day net yield as of June 30, 2018.*

(10) *Rate shown represents yield-to-maturity.*

(11) *All or a portion of this security is held as collateral for open futures contracts.*

ABS - *Asset-Backed Securities.*
ACES - *Alternative Credit Enhancement Securities.*
CLO - *Collateralized Loan Obligation.*
EETC - *Enhanced Equipment Trust Certificate.*
I/F - *Inverse Floating rate security whose interest rate moves in the opposite direction of prevailing interest rates.*
I/O - *Interest Only Security.*
PAC - *Planned Amortization Class.*

TAC - Target Amortization Class.

See accompanying notes to financial statements.

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TCW Strategic Income Fund, Inc.

Investment by Sector or Industry (Unaudited) June 30, 2018

Industry	Percentage of Net Assets
Residential Mortgage-Backed Securities Non-Agency	43.9%
Asset-Backed Securities	11.3
Banks	8.8
Commercial Mortgage-Backed Securities Agency	4.7
Commercial Mortgage-Backed Securities Non-Agency	3.7
REIT	3.3
Municipal Bonds	2.4
Healthcare-Services	1.9
Telecommunications	1.9
Pipelines	1.7
Pharmaceuticals	1.6
Food	1.2
Residential Mortgage-Backed Securities Agency	0.9
Media	0.8
Packaging & Containers	0.7
Retail	0.7
Airlines	0.6
Auto Manufacturers	0.6
Diversified Financial Services	0.6
Insurance	0.6
Miscellaneous Manufacturers	0.6
Aerospace/Defense	0.5
Biotechnology	0.5
Electric	0.5
Beverages	0.3
Engineering & Construction	0.3
Forest Products & Paper	0.3
Oil & Gas	0.3
Semiconductors	0.3
Chemicals	0.2
Commercial Services	0.2
Healthcare-Products	0.2
Software	0.2
Computers	0.1
Cosmetics/Personal Care	0.1
Entertainment	0.1
Environmental Control	0.1
Household Products/Wares	0.1
Internet	0.1
Machinery-Diversified	0.1
Oil & Gas Services	0.1
Transportation	0.1
Money Market Investment	1.0
Short-Term Investments	3.5
Total	101.7%

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

Fair Valuation Summary (Unaudited) June 30, 2018

The following is a summary of the fair valuations according to the inputs used as of June 30, 2018 in valuing the Fund s investments:

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Fixed Income Securities				
Asset-Backed Securities	$	$ 30,939,033	$ 449,821	$ 31,388,854
Mortgage-Backed Securities				
Commercial Mortgage-Backed Securities Agency		13,248,284		13,248,284
Commercial Mortgage-Backed Securities Non-Agency		5,085,616	5,163,876	10,249,492
Residential Mortgage-Backed Securities Agency		2,446,486		2,446,486
Residential Mortgage-Backed Securities Non-Agency		118,216,605	3,985,909	122,202,514
Total Mortgage-Backed Securities		138,996,991	9,149,785	148,146,776
Corporate Bonds*		84,449,497		84,449,497
Municipal Bonds		6,744,325		6,744,325
Total Fixed Income Securities		261,129,846	9,599,606	270,729,452
Money Market Investments	2,670,693			2,670,693
Short-Term Investments*	5,441,334	4,124,611		9,565,945
Total Investments	8,112,027	265,254,457	9,599,606	282,966,090
Asset Derivatives				
Futures				
Interest Rate Risk	24,068			24,068
Total	$ 8,136,095	$ 265,254,457	$ 9,599,606	$ 282,990,158
Liability Derivatives				
Futures				
Equity Risk	$ (92,142)	$	$	$ (92,142)
Interest Rate Risk	(65,373)			(65,373)
Total	$ (157,515)	$	$	$ (157,515)

* *See Schedule of Investments for corresponding industries.*

See accompanying notes to financial statements.

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TCW Strategic Income Fund, Inc.

Statement of Assets and Liabilities (Unaudited) June 30, 2018

ASSETS:	
Investments, at Value (Cost: $271,464,255)	$ 282,966,090
Cash	3,655
Interest Receivable	1,815,453
Receivable for Securities Sold	806,918
Cash Collateral on Deposit at Broker	138,233
Total Assets	285,730,349
LIABILITIES:	
Distributions Payable	3,328,550
Payables for Securities Purchased	2,267,959
Payable for When-Issued Securities	1,495,347
Payable for Daily Variation Margin on Open Financial Futures Contracts	133,123
Accrued Investment Advisory Fees	131,615
Accrued Other Expenses	87,988
Accrued Directors Fees and Expenses	35,134
Commitment Fee Payable on Open Line of Credit	1,303
Total Liabilities	7,481,019
NET ASSETS	$ 278,249,330
NET ASSETS CONSIST OF:	
Common Stock, par value $0.01 per share (75,000,000 shares authorized, 47,686,957 shares issued and outstanding)	$ 476,870
Paid-in Capital	268,963,511
Accumulated Net Realized Loss on Investments, Futures Contracts and Foreign Currency	(2,419,595)
Distributions in Excess of Net Investment Income	(139,844)
Net Unrealized Appreciation on Investments and Futures Contracts	11,368,388
NET ASSETS	$ 278,249,330
NET ASSET VALUE PER SHARE	$ 5.83
MARKET PRICE PER SHARE	$ 5.49

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

Statement of Operations (Unaudited) Six Months Ended June 30, 2018

INVESTMENT INCOME:	
Income	
Interest	$ 7,850,883
Total Investment Income	7,850,883
Expenses	
Investment Advisory Fees	816,648
Audit and Tax Service Fees	69,041
Directors Fees and Expenses	66,542
Legal Fees	29,116
Transfer Agent Fees	26,307
Listing Fees	24,105
Commitment Fee on Open Line of Credit	23,850
Insurance Expense	23,218
Printing and Distribution Costs	16,364
Accounting Fees	13,370
Custodian Fees	10,328
Proxy Expense	9,857
Administration Fees	8,173
Miscellaneous Expense	4,691
Total Expenses	1,141,610
Net Investment Income	6,709,273
NET REALIZED GAIN (LOSS) AND CHANGE IN UNREALIZED DEPRECIATION ON INVESTMENTS, FUTURES CONTRACTS AND FOREIGN CURRENCY:	
Net Realized Gain (Loss) on:	
Investments	844,327
Foreign Currency	(5,834)
Foreign Currency Forward Contracts	(101,401)
Futures Contracts	508,859
Change in Unrealized Depreciation on:	
Investments	(5,012,997)
Foreign Currency Forward Contracts	(26,770)
Futures Contracts	(200,085)
Net Realized Gain (Loss) and Change in Unrealized Depreciation on Investments, Futures Contracts and Foreign Currency	(3,993,901)
INCREASE IN NET ASSETS FROM OPERATIONS	$ 2,715,372

See accompanying notes to financial statements.

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TCW Strategic Income Fund, Inc.

Statements of Changes in Net Assets

	Six Months Ended June 30, 2018 (Unaudited)	Year Ended December 31, 2017
OPERATIONS:		
Net Investment Income	$ 6,709,273	$ 12,677,890
Net Realized Gain on Investments, Futures Contracts and Foreign Currency	1,245,951	1,921,313
Change in Unrealized Appreciation (Depreciation) on Investments and Futures Contracts	(5,239,852)	5,300,255
Increase in Net Assets Resulting from Operations	2,715,372	19,899,458
DISTRIBUTIONS TO SHAREHOLDERS:		
From Net Investment Income	(6,499,732)	(13,423,879)
From Realized Gains		(1,573,670)
Total Distributions	(6,499,732)	(14,997,549)
Total Increase (Decrease) in Net Assets	(3,784,360)	4,901,909
NET ASSETS:		
Beginning of Period	282,033,690	277,131,781
End of Period	$ 278,249,330	$ 282,033,690
Distributions in Excess of Net Investment Income	$ (139,844)	$ (349,385)

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

Notes to Financial Statements (Unaudited)

Note 1 Organization

TCW Strategic Income Fund, Inc. (the Fund) was incorporated in Maryland on January 13, 1987 as a diversified, closed-end investment management company and is registered under the Investment Company Act of 1940, as amended (the 1940 Act). Its shares are traded on the New York Stock Exchange under the symbol TSI. The Fund commenced operations on March 5, 1987. The Fund s investment objective is to seek a total return comprised of current income and capital appreciation by investing in a wide range of securities including convertible securities, marketable equity securities, investment-grade debt securities, high-yield debt securities, securities issued or guaranteed by the U.S. Government, its agencies and instrumentalities (U.S. Government Securities), repurchase agreements, mortgage related securities, asset-backed securities, money market securities, other securities and derivative instruments without limit believed by the Fund s investment advisor to be consistent with the Fund s investment objective. TCW Investment Management Company LLC (the Advisor) is the investment advisor to the Fund and is registered under the Investment Advisers Act of 1940, as amended.

Note 2 Significant Accounting Policies

The following is a summary of significant accounting policies, which are in conformity with accounting principles generally accepted in the United States of America (GAAP) and which are consistently followed by the Fund in the preparation of its financial statements. The Fund is considered an investment company under the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 946, Financial Services Investment Companies.

Principles of Accounting: The Fund uses the accrual method of accounting for financial reporting purposes.

Security Valuation: Securities traded on national exchanges are valued at the last reported sales price. Securities traded on the NASDAQ Stock Market (NASDAQ) are valued using the NASDAQ Official Closing Price, which may not be the last reported sales price. Other securities, including short-term investments and forward currency contracts, which are traded over-the-counter (OTC), are valued at the mean of the current bid and asked prices as furnished by independent pricing services or by dealer quotations. Futures contracts are valued at the official settlement price of the exchange on which they are traded.

Securities for which market quotations are not readily available, including circumstances under which it is determined by the Advisor that prices received are not reflective of their market values, are valued by the Advisor s Pricing Committee in accordance with the guidelines established by the Board s Valuation Committee and under the general oversight of the Board.

Fair value is defined as the price that the Fund would receive upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market for the investment. In accordance with the authoritative guidance on fair value measurements and disclosures under GAAP, the Fund discloses investments in a three-tier hierarchy. This hierarchy is utilized to establish classification of fair value measurement broadly based on inputs that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity s own assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

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TCW Strategic Income Fund, Inc.

June 30, 2018

Note 2 Significant Accounting Policies (Continued)

The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1	quoted prices in active markets for identical investments.
Level 2	other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.).
Level 3	significant unobservable inputs (including the Fund s own assumptions in determining the fair value of investments).

Changes in valuation techniques may result in transfers in or out of an investment s assigned level within the hierarchy. The inputs or methodologies used for valuing investments are not necessarily an indication of the risk associated with investing in those investments and the determination of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to each security.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition, as well as changes related to liquidity of investments, could cause a security to be reclassified between Level 1, Level 2, or Level 3.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

Fair Value Measurements: Descriptions of the valuation techniques applied to the Fund s major categories of assets and liabilities on a recurring basis are as follows:

Asset-backed securities (ABS) and mortgage-backed securities (MBS). The fair value of ABS and MBS is estimated based on pricing models that consider the estimated cash flows of each debt tranche of the issuer, establish a benchmark yield, and develop an estimated tranche specific spread to the benchmark yield based on the unique attributes of the tranche including, but not limited to, the prepayment speed assumptions and attributes of the collateral. To the extent the inputs are observable and timely, the values would be categorized in Level 2 of the fair value hierarchy; otherwise, they would be categorized in Level 3.

Corporate bonds. The fair value of corporate bonds is estimated using recently executed transactions, market price quotations (where observable), bond spreads, or credit default swap spreads adjusted for any basis difference between cash and derivative instruments. Corporate bonds are generally categorized in Level 2 of the fair value hierarchy.

Futures contracts. Futures contracts are generally valued at the settlement price established at the close of business each day by the exchange on which they are traded. As such, they are categorized in Level 1.

Government and agency securities. Government and agency securities are normally valued using a model that incorporates market observable data such as reported sales of similar securities, broker quotes, yields,

TCW Strategic Income Fund, Inc.

Notes to Financial Statements (Unaudited) (Continued)

Note 2 Significant Accounting Policies (Continued)

bids, offers, quoted market prices, and reference data. Accordingly, government and agency securities are normally categorized in Level 1 or 2 of the fair value hierarchy depending on the liquidity and transparency of the market.

Money market funds. Money market funds are open-end mutual funds that invest in short-term debt securities. To the extent that these funds are valued based upon the reported net asset value (NAV), they are categorized in Level 1 of the fair value hierarchy.

Municipal bonds. Municipal bonds are fair valued based on pricing models that take into account, among other factors, information received from market makers and broker-dealers, current trades, bid want lists, offerings, market movements, the callability of the bond, state of issuance, benchmark yield curves, and bond insurance. To the extent that these inputs are observable and timely, the fair values of municipal bonds would be categorized in Level 2; otherwise, the fair values would be categorized in Level 3.

Restricted securities. Restricted securities, including illiquid Rule 144A securities, issued by non-public entities are included in Level 3 of the fair value hierarchy because they trade infrequently, and therefore, the inputs are unobservable. Any other restricted securities valued similar to publicly traded securities may be categorized in Level 2 or 3 of the fair value hierarchy depending on whether a discount is applied and significant to the fair value.

Short-term investments. Short-term investments are valued using market price quotations, and are reflected in Level 2 of the fair value hierarchy.

The summary of the inputs used as of June 30, 2018 is listed after the Investments by Sector or Industry table.

The Fund did not have any transfers in and out of Level 1 and Level 2 of the fair value hierarchy during the period ended June 30, 2018.

The following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining value:

	Asset-Backed Securities	**Commercial Mortgage-Backed Securities**	**Residential Mortgage-Backed Securities**	**Total**

		Non-Agency	Non-Agency	
Balance as of December 31, 2017	$ 473,172	$ 4,070,594	$ 3,906,290	8,450,056
Accrued Discounts (Premiums)		(86,164)		(86,164)
Realized Gain (Loss)			(412,994)	(412,994)
Change in Unrealized Appreciation (Depreciation)	(23,351)	(636,573)	(315,103)	(975,027)
Purchases		1,816,019	807,716	2,623,735
Sales				
Transfers in to Level 3 (1)				
Transfers out of Level 3 (1)				
Balance as of June 30, 2018	$ 449,821	$ 5,163,876	$ 3,985,909	$ 9,599,606
Change in Unrealized Appreciation (Depreciation) from Investments Still Held at June 30, 2018	$ 23,351	$ (636,573)	$ (315,103)	$ (928,325)

(1) The Fund recognizes transfers in and out at the beginning of the period.

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TCW Strategic Income Fund, Inc.

June 30, 2018

Note 2 Significant Accounting Policies (Continued)

Significant unobservable valuation inputs of Level 3 investments as of June 30, 2018 are as follows:

Description	Fair Value at June 30, 2018	Valuation Techniques*	Unobservable Input	Price or Price Range	Weighted Average Price
Asset-Backed Securities	$ 449,821	Third-party Broker	Broker Quotes	$34.00 to $35.00	$34.404
Commercial Mortgage-Backed Securities Non-Agency	5,163,876	Third-party Vendor	Vendor Prices	$0.56 to $6.64	$2.203
Residential Mortgage-Backed Securities Non-Agency (Interest Only Collateral Strip Rate Securities)	2,371,390	Third-party Vendor	Vendor Prices	$0.47 to $15.38	$2.353
Residential Mortgage-Backed Securities Non-Agency (Interest Only Securities)	1,614,519	Third-party Vendor	Vendor Prices	$0.63 to $12.29	$4.366

* *The valuation technique employed on the Level 3 securities involves the use of third-party broker quotes and vendor prices. The Advisor monitors the effectiveness of third-party brokers and vendor prices using the Advisor s own model and inputs.*

Security Transactions and Related Investment Income: Security transactions are recorded as of the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recognized on an accrual basis. Realized gains and losses on investments are recorded on the basis of specific identification.

Foreign Currency Translation: The books and records of the Fund are maintained in U.S. dollars as follows: (1) the foreign currency denominated securities and other assets and liabilities stated in foreign currencies are translated using the daily spot rate; and (2) purchases, sales, income and expenses are translated at the rate of exchange prevailing on the respective dates of such transactions. The resultant exchange gains and losses are included in net realized or net unrealized gain (loss) in the Statement of Operations. Pursuant to U.S. federal income tax regulations, certain foreign exchange gains and losses included in realized and unrealized gains and losses are included in, or are a reduction of, ordinary income for federal income tax purposes.

Distributions: Distributions to shareholders are recorded on each ex-dividend date. The Fund declared and paid or reinvested dividends quarterly under an income-based distribution policy. The income-based distribution policy has a stated goal of providing quarterly distributions out of the Fund s accumulated undistributed net investment income and/or other sources subject to the requirements of the 1940 Act and Sub-chapter M of the Internal Revenue Code (the Code). The source for the dividend can come from net investment income and net realized capital gains measured on a fiscal year basis. Any portion of the distribution that exceeds income and capital gains will be treated as a return of capital. Under certain conditions, federal tax regulations cause some or all of the return of capital to be taxed as ordinary income. Income and capital gain distributions are determined in accordance with income tax regulations which may differ from GAAP. These differences may be primarily due to differing treatments for market discount and premium, losses recognized on structured debt, losses deferred due to wash sales, foreign currency gains and losses, and spillover distributions. Permanent book and tax basis differences relating to shareholder distributions will result in reclassifications to paid-in capital and may affect net investment income per share.

Derivative Instruments: Derivatives are financial instruments whose values are based on the values of one or more indicators, such as a security, asset, currency, interest rate, or index. Derivative transactions can create investment leverage and may be highly volatile. It is possible that a derivative transaction will result in a loss greater than the principal amount invested. The Fund may not be able to close out a derivative transaction at a favorable time or price.

TCW Strategic Income Fund, Inc.

Notes to Financial Statements (Unaudited) (Continued)

Note 2 Significant Accounting Policies (Continued)

For the period ended June 30, 2018, the Fund had derivatives and transactions in derivatives, grouped in the following risk categories:

	Equity Risk	Foreign Currency Risk	Interest Rate Risk	Total
Asset Derivatives				
Futures Contracts (1)	$	$	$ 24,068	$ 24,068
Total Value	$	$	$ 24,068	$ 24,068
Liability Derivatives				
Futures Contracts (1)	$ (92,142)	$	$ (65,373)	$ (157,515)
Total Value	$ (92,142)	$	$ (65,373)	$ (157,515)
Statement of Operations:				
Realized Gain (Loss)				
Forward Contracts	$	$ (101,401)	$	$ (101,401)
Futures Contracts	163,355		345,504	508,859
Total Realized Gain (Loss)	$ 163,355	$ (101,401)	$ 345,504	$ 407,458
Change in Appreciation (Depreciation)				
Forward Contracts	$	$ (26,770)	$	$ (26,770)
Futures Contracts	(105,281)		(94,804)	(200,085)
Total Change in Appreciation (Depreciation)	$ (105,281)	$ (26,770)	$ (94,804)	$ (226,855)
Number of Contracts (2)				
Forward Contracts (Notional Amount)	$	$ 5,579,261	$	$ 5,579,261
Futures Contracts	32		84	116

(1) *Represents appreciation (depreciation) of futures contracts as reported in the Schedule of Investments as of June 30, 2018. Only the variation margin is reported within the Statement of Assets and Liabilities.*
(2) *Amount disclosed represents average number of contracts or notional amounts, which are representative of the volume traded for the period ended June 30, 2018.*

Counterparty Credit Risk: Derivative contracts may be exposed to counterparty risk. Losses can occur if the counterparty does not perform under the contract.

The Fund s risk of loss from counterparty credit risk on OTC derivatives is generally limited to the aggregate unrealized gain netted against any collateral held by the Fund.

With exchange traded futures and centrally cleared swaps, there is less counterparty credit risk to the Fund since the exchange or clearinghouse, as counterparty to such instruments, guarantees against a possible default. The clearinghouse stands between the buyer and the seller of the contract; therefore, the credit risk is limited to failure of the clearinghouse. While offset rights may exist under applicable law, the Fund does not have a contractual right of offset against a clearing broker or clearinghouse in the event of a default (including the bankruptcy or insolvency) of the clearing broker or clearinghouse. Additionally, credit risk exists in exchange traded futures and centrally cleared swaps with respect to initial and variation margin that is held in a clearing broker s customer accounts. While clearing brokers are required to segregate customer margin from their own assets, in the event that a clearing broker becomes insolvent or goes into bankruptcy and at that time there is a shortfall in the aggregate amount of margin held by the clearing broker for all its clients, typically the shortfall would be allocated on a pro rata basis across all the clearing broker s customers, potentially resulting in losses to the Fund.

TCW Strategic Income Fund, Inc.

June 30, 2018

Note 2 Significant Accounting Policies (Continued)

In order to better define its contractual rights and to secure rights that will help the Fund mitigate its counterparty risk, the Fund may enter into an International Swaps and Derivatives Association, Inc. Master Agreement (ISDA Master Agreement) or similar agreement with its derivative contract counterparties. An ISDA Master Agreement is a bilateral agreement between the Fund and a counterparty that governs OTC derivatives and typically contains, among other things, collateral posting terms and netting provisions in the event of a default and/or termination event. Under an ISDA Master Agreement, the Fund may, under certain circumstances, offset with the counterparty certain derivative financial instruments payables and/or receivables with collateral held and/or posted and create one single net payment. The provisions of the ISDA Master Agreement typically permit a single net payment in the event of default including the bankruptcy or insolvency of the counterparty. However, bankruptcy or insolvency laws of a particular jurisdiction may impose restrictions on or prohibitions against the right of offset in bankruptcy, insolvency or other events. In addition, certain ISDA Master Agreements allow counterparties to OTC derivatives to terminate derivative contracts prior to maturity in the event the Fund s net assets decline by a stated percentage or the Fund fails to meet the terms of its ISDA Master Agreements, which would cause the Fund to accelerate payment of any net liability owed to the counterparty.

Collateral Requirements: For derivatives traded under an ISDA Master Agreement, the collateral requirements are typically calculated by netting the mark to market amount for each transaction under such agreement and comparing that amount to the value of any collateral pledged or received by the Fund.

Cash collateral that has been pledged to cover obligations of the Fund is reported separately on the Statement of Assets and Liabilities. Non-cash collateral pledged by the Fund, if any, is noted in the Schedule of Investments. Generally, the amount of collateral due from or to a party has to exceed a minimum transfer amount threshold, typically $250,000 or $500,000, before a transfer is required, which is determined at the close of each business day and the collateral is transferred on the next business day. To the extent amounts due to the Fund from its counterparties are not fully collateralized, contractually or otherwise, the Fund bears the risk of loss from counterparty non-performance. The Fund attempts to mitigate counterparty risk by entering into agreements only with counterparties that the Advisor believes have the financial resources to honor their obligations and by monitoring the financial stability of those counterparties. For financial reporting purposes, the Fund does not offset derivative assets and derivative liabilities that are subject to netting arrangements in the Statement of Assets and Liabilities. The Fund has implemented the disclosure requirements pursuant to FASB ASU No. 2013-01, Disclosures about Offsetting Assets and Liabilities that requires disclosures to make financial statements that are prepared under GAAP more comparable to those prepared under International Financial Reporting Standards.

The Fund had no OTC derivatives for offset under an ISDA Master Agreement as of June 30, 2018.

Note 3 Portfolio Investments

Forward Foreign Currency Contracts: The Fund enters into forward foreign currency contracts as a hedge against fluctuations in foreign exchange rates. Forward foreign currency contracts are marked to market daily and the change in market value is recorded by the Fund as unrealized gains or losses in the Statement of Assets and Liabilities. When a contract is closed or delivery is taken, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed. Risks may arise upon entering into these contracts from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in the value of the foreign currency relative to the U.S. dollar. There were no foreign currency forward contracts outstanding as of June 30, 2018.

TCW Strategic Income Fund, Inc.

Notes to Financial Statements (Unaudited) (Continued)

Note 3 Portfolio Investments (Continued)

Futures Contracts: The Fund seeks to manage a variety of different risks or obtain exposure through the use of futures contracts. The Fund may use index futures to hedge against broad market risks to its portfolio or to gain broad market exposure when it holds uninvested cash or as an inexpensive substitute for cash investments directly in securities or other assets. Securities index futures contracts are contracts to buy or sell units of a securities index at a specified future date at a price agreed upon when the contract is made and are settled in cash. Positions in futures may be closed out only on an exchange or board of trade which provides a secondary market for such futures. Because futures contracts are exchange-traded, they typically have minimal exposure to counterparty risk. Parties to a futures contract are not required to post the entire notional amount of the contract, but rather a small percentage of that amount (by way of margin), both at the time they enter into futures transactions, and then on a daily basis if their positions decline in value; as a result, futures contracts are highly leveraged. Such payments are known as variation margin and are recorded by the Fund as unrealized gains or losses. Because futures markets are highly leveraged, they can be extremely volatile, and there can be no assurance that the pricing of a futures contract will correlate precisely with the pricing of the asset or index underlying it or the asset or liability of the Fund that is the subject of the hedge. It may not always be possible for the Fund to enter into a closing transaction with respect to a futures contract it has entered into at a favorable time or price. When the Fund enters into a futures transaction, it is subject to the risk that the value of the futures contract will move in a direction unfavorable to it.

When the Fund uses futures contracts for hedging purposes, it is likely that the Fund will have an asset or liability that will offset any loss (or gain) on the transactions, at least in part. When a futures contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed. During the period ended June 30, 2018, the Fund used S&P 500 Index futures to gain exposure to the equity market. The Fund also utilized treasury futures and other bond futures to help manage interest rate duration and credit market exposure. Futures contracts outstanding at June 30, 2018 are listed in the Fund s Schedule of Investments.

Options: The Fund may purchase and sell put and call options on securities or indexes to enhance investment performance and/or to protect against changes in market prices.

A call option gives the holder the right to purchase, and obligates the writer to sell, a security at the strike price at any time before the expiration date. A put option gives the holder the right to sell, and obligates the writer to buy, a security at the exercise price at any time before the expiration date. The Fund may purchase put options to protect portfolio holdings against a decline in market value of a security or securities held by it. The Fund may also purchase a put option hoping to profit from an anticipated decline in the value of the underlying security. If the Fund holds the security underlying the option, the option premium and any transaction costs will reduce any profit the Fund might have realized had it sold the underlying security instead of buying the put option. The Fund may purchase call options to hedge against an increase in the price of securities that the Fund ultimately wants to buy. The Fund may also purchase a call option as a long directional investment hoping to profit from an anticipated increase in the value of the underlying security. In order for a call option to be profitable, the market price of the underlying security must rise sufficiently above the exercise price to cover the premium and transaction costs. These costs will reduce any profit the Fund might have realized had it bought the underlying security at the time it purchased the call option.

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TCW Strategic Income Fund, Inc.

June 30, 2018

Note 3 Portfolio Investments (Continued)

The Fund may execute transactions in both listed and OTC options. Listed options involve minimal counterparty risk since listed options are guaranteed against default by the exchange on which they trade. Transactions in certain OTC options may expose the Fund to the risk of default by the counterparty to the transaction. In the event of default by the counterparty to the OTC option transaction, the Fund s maximum amount of loss as purchaser is the premium paid plus any unrealized gain. During the period ended June 30, 2018, the Fund did not purchase or write any option contracts.

Swap Agreements: The Fund may enter into swap agreements. Swap agreements are typically two-party contracts entered into primarily by institutional investors. In a standard swap transaction, two parties agree to exchange the returns (or differentials in rates of return) earned or realized on particular predetermined investments or instruments, which may be adjusted for an interest factor. The gross returns to be exchanged or swapped between the parties are generally calculated with respect to a notional amount (i.e., the return on or increase in value of a particular dollar amount invested at a particular interest rate or in a basket of securities representing a particular index).

The Fund may enter into credit default swap transactions as a buyer or seller of credit protection. In a credit default swap, one party provides what is in effect insurance against a default or other adverse credit event affecting an issuer of debt securities (typically referred to as a reference entity). In general, the buyer of credit protection is obligated to pay the protection seller an upfront amount or a periodic stream of payments over the term of the swap. If a credit event occurs, the buyer has the right to deliver to the seller bonds or other obligations of the reference entity (with a value up to the full notional value of the swap), and to receive a payment equal to the par value of the bonds or other obligations. Credit events that would trigger a request that the seller make payment are specific to each credit default swap agreement, but generally include bankruptcy, failure to pay, restructuring, obligation acceleration, obligation default, or repudiation/moratorium. When the Fund buys protection, it may or may not own securities of the reference entity. When the Fund sells protection under a credit default swap, the position may have the effect of creating leverage in the Fund s portfolio through the Fund s indirect long exposure to the issuer or securities on which the swap is written. When the Fund sells protection, it may do so either to earn additional income or to create such a synthetic long position.

During the term of a swap transaction, changes in the value of the swap are recognized as unrealized gains or losses by marking to market to reflect the market value of the swap. When the swap is terminated, the Fund will record a realized gain or loss equal to the difference, if any, between the proceeds from (or cost of) the closing transaction and the Fund s basis in the agreement. Upfront swap premium payments paid or received by the Fund, if any, are recorded within the value of the open swap agreement on the Fund s Statement of Assets and Liabilities and represent payments paid or received upon entering into the swap agreement to compensate for differences between stated terms of the swap agreement and prevailing market conditions (credit spreads, currency exchange rates, and other relevant factors). These upfront payments are recorded as realized gain or loss on the Fund s Statement of Operations upon termination or maturity of the swap agreement.

During the term of a swap transaction, the periodic net payments can be made for a set period of time or may be triggered by a predetermined credit event. The net periodic payments may be based on a fixed or variable interest rate, the change in market value of a specified security, basket of securities or index, or the return generated by a security. These periodic payments received or made by the Fund are recorded as realized gains and losses, respectively. During the period ended June 30, 2018, the Fund did not enter into such agreements.

TCW Strategic Income Fund, Inc.

Notes to Financial Statements (Unaudited) (Continued)

Note 3 Portfolio Investments (Continued)

Mortgage-Backed Securities: The Fund may invest in mortgage pass-through securities which represent interests in pools of mortgages in which payments of both principal and interest on the securities are generally made monthly, in effect passing through monthly payments made by borrowers on the residential or commercial mortgage loans which underlie the securities (net of any fees paid to the issuer or guarantor of the securities). Mortgage pass-through securities differ from other forms of debt securities, which normally provide for periodic payment of interest in fixed amounts with principal payments at maturity or specified call dates. The Fund may also invest in Collateralized Mortgage Obligations (CMOs). CMOs are debt obligations collateralized by residential or commercial mortgage loans or residential or commercial mortgage pass-through securities. Interest and principal are generally paid monthly. CMOs may be collateralized by whole mortgage loans or private mortgage pass-through securities but are more typically collateralized by portfolios of mortgage pass-through securities guaranteed by Ginnie Mae, Freddie Mac or Fannie Mae. The issuer of a series of CMOs may elect to be treated for tax purposes as a Real Estate Mortgage Investment Conduit. CMOs are structured into multiple classes, each bearing a different stated maturity. Monthly payment of principal received from the pool of underlying mortgages, including prepayments, is first returned to investors holding the shortest maturity class. Investors holding the longer maturity classes usually receive principal only after shorter classes have been retired. An investor may be partially protected against a sooner than desired return of principal because of the sequential payments. The Fund may invest in stripped MBS. Stripped MBS are usually structured with two classes that receive different proportions of the interest and principal distributions on a pool of mortgage assets. In certain cases, one class will receive all of the interest (the interest only or IO class), while the other class will receive all of the principal (the principal-only or PO class). The yield to maturity on IOs is sensitive to the rate of principal prepayments (including prepayments) on the related underlying mortgage assets, and principal payments may have a material effect on yield to maturity. If the underlying mortgage assets experience greater than anticipated prepayments of principal, the Fund may not fully recoup its initial investment in IOs.

Repurchase Agreements: The Fund may enter into repurchase agreements under the terms of a Master Repurchase Agreement (MRA). The MRA permits the Fund, under certain circumstances, including an event of default (such as bankruptcy or insolvency), to offset payables and/or receivables under the MRA with collateral held and/or posted to the counterparty and create one single net payment due to or from the Fund. However, bankruptcy or insolvency laws of a particular jurisdiction may impose restrictions on or prohibitions against such a right of offset in the event of the MRA counterparty s bankruptcy or insolvency. Pursuant to the terms of the MRA, the Fund receives securities as collateral with a market value in excess of the repurchase price. Upon a bankruptcy or insolvency of the MRA counterparty, the Fund recognizes a liability with respect to such excess collateral to reflect the Fund s obligation under bankruptcy law to return the excess to the counterparty. The Fund had no repurchase agreements outstanding at June 30, 2018.

When-Issued, Delayed-Delivery, and Forward Commitment Transactions: The Fund may enter into when issued, delayed-delivery or forward commitment transactions in order to lock in the purchase price of the underlying security or to adjust the interest rate exposure of the Fund s existing portfolio. In when-issued, delayed-delivery, or forward commitment transactions, the Fund commits to purchase particular securities, with payment and delivery to take place at a future date. Although the Fund does not pay for the securities or start earning interest on them until they are delivered, it immediately assumes the risks of ownership, including the risk of price fluctuation. If the Fund s counterparty fails to deliver a security purchased on a when issued, delayed-delivery or forward commitment basis, there may be a loss, and the Fund may have missed an opportunity to make an alternative investment.

TCW Strategic Income Fund, Inc.

June 30, 2018

Note 3 Portfolio Investments (Continued)

Prior to settlement of these transactions, the value of the subject securities will fluctuate. In addition, because the Fund is not required to pay for when-issued, delayed-delivery or forward commitment securities until the delivery date, they may result in a form of leverage. To guard against this deemed leverage, the Fund monitors the obligations under these transactions and ensures that the Fund has sufficient liquid assets to cover them.

Security Lending: The Fund may lend its securities to qualified brokers. The loans must be collateralized at all times primarily with cash although the Fund can accept money market instruments or U.S. government securities with a market value at least equal to the market value of the securities on loan. As with any extensions of credit, the Fund may bear the risk of delay in recovery or even loss of rights in the collateral if the borrowers of the securities fail financially. The Fund earns additional income for lending its securities by investing the cash collateral in short-term investments. The Fund did not lend any securities during the period ended June 30, 2018.

Use of Estimates: The preparation of the accompanying financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from these estimates.

Note 4 Risk Considerations

Market Risk: The Fund s investments will fluctuate with market conditions, and so will the value of your investment in the Fund. You could lose money on your investment in the Fund or the Fund could underperform other investments.

Liquidity Risk: The Fund s investments in illiquid securities may reduce the returns of the Fund because it may not be able to sell the illiquid securities at an advantageous time or price. Investments in high yield securities, foreign securities, derivatives or other securities with substantial market and/or credit risk tend to have the greatest exposure to liquidity risk. Certain investments in private placements and Rule 144A securities may be considered illiquid investments. The Fund may invest in private placements and Rule 144A securities.

Interest Rate Risk: The values of the Fund s investments fluctuate in response to movements in interest rates. If rates rise, the values of debt securities generally fall. The longer the average duration of a Fund s investment portfolio, the greater the change in value.

Mortgage-Backed and Other Asset-Backed Securities Risk: The Fund may invest in MBS or other ABS. The values of some mortgage-backed or other asset backed securities may expose the Fund to a lower rate of return upon reinvestment of principal. When interest rates rise, the value of mortgage-related securities generally will decline; however, when interest rates are declining, the value of mortgage related-securities with prepayment features may not increase as much as other fixed-income securities. The rate of prepayments on underlying mortgages will affect the price and volatility of a mortgage related security, and may shorten or extend the effective maturity of the security beyond what was anticipated at the time of purchase. If an unanticipated rate of prepayment on underlying mortgages increases the effective maturity of a mortgage-related security, the volatility of the security can be expected to increase. The value of these securities may fluctuate in response to the market s perception of the creditworthiness of the issuers. Additionally, although mortgages and mortgage-related securities are generally supported by some form of government or private guarantee and/or insurance, there is no assurance that private guarantors or insurers will meet their obligations.

TCW Strategic Income Fund, Inc.

Notes to Financial Statements (Unaudited) (Continued)

Note 4 Risk Considerations (Continued)

Derivatives Risk: Use of derivatives, which at times is an important part of the Fund s investment strategy, involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Investments in derivatives could cause the Fund to lose more than the principal amount invested. Also, suitable derivative transactions may not be available in all circumstances and there can be no assurance that the Fund will achieve its objective with these transactions to reduce exposure to other risks when that would be beneficial.

Credit Risk: The values of any of the Fund s investments may also decline in response to events affecting the issuer or its credit rating. The lower rated debt securities in which the Fund may invest are considered speculative and are subject to greater volatility and risk of loss than investment-grade securities, particularly in deteriorating economic conditions. The value of some mortgage-related securities in which the Fund invests also may fall because of unanticipated levels of principal prepayments that can occur when interest rates decline. The Fund invests a material portion of its assets in securities of issuers that hold mortgage- and asset-backed securities and direct investments in securities backed by commercial and residential mortgage loans and other financial assets. The value and related income of these securities are sensitive to changes in economic conditions, including delinquencies and/or defaults. Continuing shifts in the market s perception of credit quality on securities backed by commercial and residential mortgage loans and other financial assets may result in increased volatility of market prices and periods of illiquidity that can negatively impact the valuation of certain issuers held by the Fund.

MBS and ABS are characterized and classified in a variety of different ways. These classifications include a view of the securities cash flow structure (pass through, sequential pay, prepayment-protected, interest only, principal-only, etc.), the security of the claim on the underlying assets (senior, mezzanine and subordinated), as well as types of underlying collateral (prime conforming loans, prime non-conforming loans, Alt-A loans, subprime loans, commercial loans, etc.). In many cases, the classification incorporates a degree of subjectivity a particular loan might be categorized as prime by the underwriting standards of one mortgage issuer while another might classify the loan as subprime. In addition to other functions, the risk associated with an investment in a mortgage loan must take into account the nature of the collateral, the form and the level of credit enhancement, the vintage of the loan, the geography of the loan, the purpose of the loan (refinance versus purchase versus equity take-out), the borrower s credit quality (e.g., FICO score), and whether the loan is a first trust deed or a second lien.

Counterparty Risk: The Fund may be exposed to counterparty risk, or the risk that an entity with which the Fund has unsettled or open transactions may default. Financial assets, which potentially expose the Fund to credit and counterparty risks, consist principally of investments and cash due from counterparties. The exposure to credit and counterparty risks with respect to these financial assets is reflected in fair values recorded in the Fund s Statement of Assets and Liabilities.

Note 5 Federal Income Taxes

It is the policy of the Fund to comply with the requirements of the Code applicable to regulated investment companies and distribute all of its net taxable income, including any net realized gains on investments, to its shareholders. Therefore, no federal income tax provision is required.

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TCW Strategic Income Fund, Inc.

June 30, 2018

Note 5 Federal Income Taxes (Continued)

At June 30, 2018, net unrealized appreciation for federal income tax purposes is comprised of the following components:

Unrealized appreciation	$ 20,719,446
Unrealized (depreciation)	(13,075,306)
Net unrealized appreciation	$ 7,644,140
Cost of Investments for Federal Income Tax Purposes	$ 275,321,950

The Fund did not have any unrecognized tax benefits at June 30, 2018, nor were there any increases or decreases in unrecognized tax benefits for the period then ended; and therefore no interest or penalties were accrued. The Fund is subject to examination by U.S. federal and state tax authorities for returns filed for the prior three and four fiscal years, respectively.

The following table shows the character of distributed and undistributed amounts on a tax basis for the year ended December 31, 2017.

	Amount Distributed During Year Ended December 31, 2017	**Undistributed Amount at Year Ended December 31, 2017**
Ordinary Income	$ 13,423,879	$
Capital Gain	1,573,670	258,408
	$ 14,997,549	$ 258,408

Note 6 Investment Advisory and Service Fees

As compensation for the investment advisory services rendered, facilities provided, and expenses borne, the Advisor is paid a monthly fee by the Fund computed at the annual rate of 0.75% of the first $100 million of the Fund s average managed assets and 0.50% of the Fund s average managed assets in excess of $100 million.

Note 7 Purchases and Sales of Securities

For the period ended June 30, 2018, purchases and sales or maturities of investment securities (excluding short-term investments) aggregated to $38,991,888 and $39,557,159, respectively, for non-U.S. Government securities, and aggregated to $8,901,273 and $1,213,357, respectively, for U.S. Government securities.

Note 8 Directors Fees

Directors who are not affiliated with the Advisor received, as a group, fees and expenses of $66,542 from the Fund for the period ended June 30, 2018. Directors may elect to defer receipt of their fees in accordance with the terms of a Non-Qualified Deferred Compensation Plan. Deferred compensation is included within Accrued Directors Fees and Expenses in the Statement of Assets and Liabilities. Certain Officers and/or Directors of the Fund are also Officers and/or Directors of the Advisor but do not receive any compensation from the Fund.

Note 9 Restricted Securities

The Fund is permitted to invest in securities that have legal or contractual restrictions on resale. These securities may be sold privately, but are required to be registered before being sold to the public (exemption rules apply). Private placement securities are generally considered to be restricted except for those securities traded between qualified institutional investors under the provisions of Rule 144A of the

TCW Strategic Income Fund, Inc.

Notes to Financial Statements (Unaudited) (Continued)

Note 9 Restricted Securities (Continued)

Securities Act of 1933, as amended (the Securities Act). However, the Fund considers 144A securities to be restricted if those securities have been deemed illiquid by the Advisor. Disposal of these securities may involve time consuming negotiations and expense, and prompt sale at an acceptable price may be difficult. Restricted securities outstanding at June 30, 2018 are listed below:

Issuer Description	Acquisition Date	Acquisition Cost	Aggregate Value	Percentage of Net Assets
Citigroup Commercial Mortgage Trust, (12-GC8-XA), 1.814%, due 09/10/45	2/13/2015-2/26/2015	$ 355,084	$ 207,992	0.1%
Four Times Square Trust Commercial Mortgage Pass-Through Certificates (06-4TS-X), 0.364%, due 12/13/28	3/22/2018-6/19/2018	301,162	298,028	0.1%
GS Mortgage Securities Trust GSMS (12-SHOP-XA), 1.438%, due 06/05/31	6/19/2018	433,830	419,934	0.2%
GS Mortgage Securities Trust GSMS (12-GC6-XB), 0.257%, due 01/10/45	2/1/2018	141,354	128,137	0.0%
JPMorgan Chase Commercial Mortgage Securities Trust, (09-IWST-XA), 1.873%, due 12/05/27	3/23/2017	546,547	301,922	0.1%
JPMorgan Chase Commercial Mortgage Securities Trust, (12-HSBC-XA), 1.431%, due 07/05/32	10/11/2017	276,845	232,834	0.1%
Morgan Stanley Capital I Trust (12-C4-XA), 2.271%, due 03/15/45	5/16/2018	361,440	349,755	0.1%
UBS Commercial Mortgage Trust (12-C1-XA) , 2.271%, due 05/10/45	6/27/2017	429,109	372,643	0.1%
WFRBS Commercial Mortgage Trust (12-C8-XA) 1.8514%, due 08/15/45	12/22/2017	319,668	287,525	0.1%
		$ 3,165,039	$ 2,598,770	0.9%

Note 10 Loan Outstanding

The Fund is permitted to have borrowings for investment purposes. The Fund has entered into a line of credit agreement, renewed annually, with The Bank of New York Mellon which permits the Fund to borrow up to $70 million at a rate, per annum, equal to the Federal Funds Rate plus 1.00%. There is also an annual facility fee of $56,000 for the contract period. The Fund did not have any borrowings during the period ended June 30, 2018.

Note 11 Indemnifications

Under the Fund s organizational documents, its Officers and Directors may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. In addition, the Fund entered into an agreement with each of the Directors which provides that the Fund will indemnify and hold harmless each Director against any expenses actually and reasonably incurred by the Director in any proceeding arising out of or in connection with the Director s services to the Fund, to the fullest extent permitted by the Fund s Articles of Incorporation and By-Laws, the Maryland General Corporation Law, the Securities Act, and the 1940 Act, each as now or hereinafter in force. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund s maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on experience, the Fund expects the risk of loss to be remote. The Fund has not accrued any liability in connection with such indemnification.

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TCW Strategic Income Fund, Inc.

Financial Highlights

	Six Months Ended June 30, 2018 (Unaudited)	Year Ended December 31, 2017	2016	2015	2014	2013
Net Asset Value Per Share, Beginning of Period	$ 5.91	$ 5.81	$ 5.83	$ 5.95	$ 5.82	$ 5.60
Income from Operations:						
Net Investment Income (1)	0.14	0.27	0.26	0.22	0.24	0.31
Net Realized and Unrealized Gain (Loss) on Investments	(0.08)	0.14	0.00(2)	(0.13)	0.14	0.30
Total from Investment Operations	0.06	0.41	0.26	0.09	0.38	0.61
Less Distributions:						
Distributions from Net Investment Income	(0.14)	(0.28)	(0.21)	(0.21)	(0.25)	(0.39)
Distributions from Net Realized Gains		(0.03)	(0.07)			
Total Distributions	(0.14)	(0.31)	(0.28)	(0.21)	(0.25)	(0.39)
Net Asset Value Per Share, End of Period	$ 5.83	$ 5.91	$ 5.81	$ 5.83	$ 5.95	$ 5.82
Market Value Per Share, End of Period	$ 5.49	$ 5.87	$ 5.33	$ 5.27	$ 5.39	$ 5.34
Net Asset Value Total Return (3)	0.96% (4)	7.22%	4.49%	1.60%	6.66%	11.19%
Market Price Return (5)	(4.14)% (4)	16.36%	6.56%	1.83%	5.66%	6.92%
Ratios/Supplemental Data:						
Net Assets, End of Period (in thousands)	$ 278,249	$ 282,034	$ 277,132	$ 277,932	$ 283,835	$ 277,337
Ratio of Expenses Before Interest Expense to Average Net Assets	0.80% (6)	0.81%	0.84%	0.87%	0.85%	0.91%
Ratio of Interest Expense to Average Net Assets	0.02% (6)	0.01%	0.01%	0.01%	0.02%	0.11%
Ratio of Total Expenses to Average Net Assets	0.82% (6)	0.82%	0.85%	0.88%	0.87%	1.02%
Ratio of Net Investment Income to Average Net Assets	4.81% (6)	4.47%	4.38%	3.70%	4.05%	5.25%
Portfolio Turnover Rate	15.16% (4)	32.46%	29.20%	24.81%	12.09%	34.97%

(1) Computed using average shares outstanding throughout the period.
(2) Amount rounds to less than $0.01 per share.
(3) Based on net asset value per share, adjusted for reinvestment of distributions.
(4) For the six months ended June 30, 2018 and not indicative of a full year s results.

(5) Based on market price per share, adjusted for reinvestment of distributions.
(6) Annualized.

See accompanying notes to financial statements.

TCW Strategic Income Fund, Inc.

Supplemental Information

Proxy Voting Guidelines

The policies and procedures that the Fund uses to determine how to vote proxies are available without charge. The Board of the Fund has delegated the Fund s proxy voting authority to the Advisor.

Disclosure of Proxy Voting Guidelines

The proxy voting guidelines of the Advisor are available:

1. By calling 1-(877) 829-4768 to obtain a hard copy; or

2. By going to the Securities and Exchange Commission s (the SEC) website at www.sec.gov.

When the Fund receives a request for a description of the Advisor s proxy voting guidelines, it will deliver the description that is disclosed in the Fund s Statement of Additional Information. This information will be sent out via first class mail (or other means designed to ensure equally prompt delivery) within three business days of receiving the request.

The Advisor, on behalf of the Fund, must prepare and file Form N-PX with the SEC not later than August 31 of each year, which must include the Fund s proxy voting record for the most recent twelve-month period ended June 30 of that year. The Fund s proxy voting record for the most recent twelve-month period ended June 30, 2018 is available without charge:

1. By calling 1-(877) 829-4768 to obtain a hard copy; or

2. By going to the SEC website at http://www.sec.gov.

When the Fund receives a request for the Fund s proxy voting record, it will send the information disclosed in the Fund s most recently filed report on Form N-PX via first class mail (or other means designed to ensure equally prompt delivery) within three business days of receiving the request.

The Fund also discloses its proxy voting record on its website as soon as is reasonably practicable after its report on Form N-PX is filed with the SEC.

Availability of Quarterly Portfolio Schedule

The Fund files a complete schedule of its portfolio holdings with the SEC for the first and third quarters of its fiscal year on Form N-Q. The Form N-Q is available by calling 1-(877) 829-4768 to obtain a hard copy. You may also obtain the Fund s Form N-Q:

1. By going to the SEC website at http://www.sec.gov.; or

2. By visiting the SEC s Public Reference Room in Washington, D.C. and photocopying it (Phone 1-800-SEC-0330 for information on the operation of the SEC s Public Reference Room).

Corporate Governance Listing Standards

In accordance with Section 303A.12 (a) of the New York Stock Exchange Listed Company Manual, the Fund s Annual CEO Certification certifying compliance with NYSE s Corporate Governance Listing Standards was submitted to the Exchange on October 19, 2017 as part of its Annual Written Affirmation. Also in accordance with Section 303A.12 of the New York Stock Exchange Listed Company Manual, the Fund submitted an Interim Written Affirmation on March 28, 2018.

TCW Strategic Income Fund, Inc.

Dividend Reinvestment Plan

Shareholders who wish to add to their investment may do so by making an election to participate in the Dividend Reinvestment Plan (the Plan). Under the Plan, your dividend is used to purchase shares on the open market whenever shares, including the related sales commission, are selling below the Fund s per share. You will be charged a pro-rata portion of brokerage commissions on open-market purchases under the Plan. If the market price, including commission, is selling above the NAV, you will receive shares at a price equal to the higher of the NAV per share on the payment date or 95% of the closing market price on the payment date. Generally, for tax purposes, shareholders participating in the Plan will be treated as having received a distribution from the Fund in cash equal to the value of the shares purchased from them under the Plan.

To enroll in the Plan, if your shares are registered in your name, write to Computershare, P.O. Box #505000, Louisville, KY 40233, or call toll free at (866) 227-8179. If your shares are held by a brokerage firm, please call your broker. If you participate in the Plan through a broker, you may not be able to transfer your shares to another broker and continue to participate in the Plan if your new broker does not permit such participation. If you no longer want to participate in the Plan, please contact Computershare or your broker. You may elect to continue to hold shares previously purchased on your behalf or to sell your shares and receive the proceeds, net of any brokerage commissions. If you need additional information or assistance, please call our investor relations department at (877) 829-4768 or visit our website at www.tcw.com. As always, we would be pleased to accommodate your investment needs.

Distribution Policy

The Fund has a net investment income-based distribution policy. The policy is to pay quarterly distributions out of the Fund s accumulated undistributed net investment income and/or other sources subject to the requirements of the 1940 Act and Sub-chapter M of the Code.

Distribution policies are a matter of Board discretion and may be modified or terminated at any time without prior notice. Any such change or termination may have an adverse effect on the market price for the Fund s shares.

You should not draw any conclusions about the Fund s investment performance from the amount of the quarterly distribution or from the terms of the Fund s distribution policy.

TCW Strategic Income Fund, Inc.

865 South Figueroa Street

Los Angeles, California 90017

800 386 3829

www.TCW.com

INVESTMENT ADVISOR

TCW Investment Management Company LLC

865 South Figueroa Street

Los Angeles, California 90017

TRANSFER AGENT, DIVIDEND REINVESTMENT AND DISBURSEMENT AGENT AND REGISTRAR

Computershare

P.O. Box 50500

Louisville, KY 40233

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Deloitte & Touche LLP

555 West 5th Street

Los Angeles, California 90013

CUSTODIAN & ADMINISTRATOR

State Street Bank & Trust Company

One Lincoln Street

Boston, Massachusetts 02111

LEGAL COUNSEL

Paul Hastings LLP

101 California Street, 48th Floor

San Francisco, California 94111

DIRECTORS

Samuel P. Bell

Director

David S. DeVito

Director, President, and Chief Executive Officer

Patrick C. Haden

Director and Chairman

David B. Lippman

Director

Peter McMillan

Director

Charles A. Parker

Director

Victoria B. Rogers

Director

Andrew Tarica

Director

OFFICERS

Meredith S. Jackson

Senior Vice President, General Counsel and Secretary

Richard M. Villa

Treasurer, and Chief Financial and Accounting Officer

Jeffrey A. Engelsman

Chief Compliance Officer

and Anti-Money Laundering Officer

Lisa Eisen

Tax Officer

George N. Winn

Assistant Treasurer

Patrick W. Dennis

Assistant Secretary

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Item 2. Code of Ethics.
Not required for this filing.

Item 3. Audit Committee Financial Expert.
Not required for this filing.

Item 4. Principal Accountant Fees and Services.
Not required for this filing.

Item 5. Audit Committee of Listed Registrants.
Not required for this filing.

Item 6. Investments.

(a) The Schedule of Investments is included as part of the Report to Shareholders filed under Item 1 of this Form N-CSR.

(b) Not applicable.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.
Not required for this filing.

Item 8. Portfolio Managers of Closed-End Management Investment Companies.
Not required for this filing.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.
None.

Item 10. Submission of Matters to a Vote of Security Holders.
There have been no material changes to the procedures by which shareholders may recommend nominees to the Registrant s Board of Directors.

Item 11. Controls and Procedures.

(a) The Chief Executive Officer and Principal Financial and Accounting Officer have concluded that the Registrant s disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the 1940 Act)) provide reasonable assurances that material information relating to the Registrant is made known to them by the appropriate persons as of a date within 90 days of the filing date of this report, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934, as amended.

(b) There were no changes in the Registrant s internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Registrant s internal control over financial reporting.

Item 12. Disclosure of Securities Lending Activities for Closed-End Management Investment Companies.
Not applicable.

Item 13. Exhibits.

(a)(1) Not required for this filing.

(a)(2) EX-99.CERT The certifications required by Rule 30a-2(a) of the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley Act) are filed herewith.

(a)(3) Not applicable.

(a)(4) Not applicable.

(b) EX-99.906CERT The certifications required by Rule 30a-2(b) of the 1940 Act and Section 906 of the Sarbanes-Oxley Act are filed herewith.

(c) Not required for this filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, and the Investment Company Act of 1940, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant)	TCW Strategic Income Fund, Inc.
By (Signature and Title)	/s/ David S. DeVito David S. DeVito President and Chief Executive Officer
Date	August 10, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, and the Investment Company Act of 1940, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By (Signature and Title)	/s/ David S. DeVito David S. DeVito President and Chief Executive Officer
Date	August 10, 2018
By (Signature and Title)	/s/ Richard M. Villa Richard M. Villa Treasurer and Principal Financial and Accounting Officer
Date	August 10, 2018