

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018
847 318-7575

RECORDATION NO. 20784 FILED

JUL 22 '97

10-47 AM

**FIRST
UNION®**

July 9, 1997

VIA FEDERAL EXPRESS

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

JUL 22 10 47 AM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated April 4, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

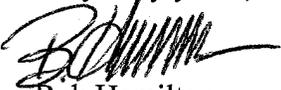
Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: ConAgra, Inc.
1 ConAgra Drive-Central Park Plaza
Omaha, NE 68102

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,



Bob Hamilton
Director-Documentation

JUL 22 '97 10-47 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of April 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ConAgra Inc., a Nebraska corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of April 4, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: *John J. Thomas*
Name: John J. Thomas
Title: President

By: *Robert C. Hamilton Jr.*
Name: Robert C. Hamilton Jr.
Title: Director of Documentation

Executed on this 2nd day of May, 1997.

[CORPORATE SEAL]

[Handwritten signature]

LESSEE:

CONAGRA, INC.

ATTEST:

By: David Lynn Myers

Name: _____

By: S.R. Murdock

Title: _____

**DAVID LYNN MYERS
EXECUTIVE VICE PRESIDENT
CONAGRA FLOUR MILLING CO.**

Name: S.R. Murdock

Title: Manager - Real Equipment Executed on this 31 day of March 1997.

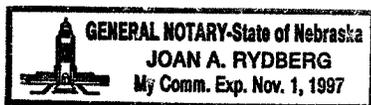
[CORPORATE SEAL]

STATE OF NE

COUNTY OF Douglas

I, Joan Rydberg, a Notary Public in and for said state and county, certify that David Lynn Myers personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 2 day of May, 1997.



Joan A. Rydberg
Notary Public

My Commission Expires:

11/1/97
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

XTRX 8956

XTRX 8958

XTRX 8959

XTRX 8961

XTRX 8962

XTRX 8963

XTRX 8964

XTRX 8965

XTRX 8968

XTRX 8970

XTRX 8971

XTRX 8972