

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

VIA FEDERAL EXPRESS



October 9, 1998

RECORDATION NO. 21704 FILED

OCT 9 '98

1-49 PM

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

**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 February 17, 1998, 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 Centre  
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 \$26.00 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky  
Manager - Documents Administration

Enclosures

(CONA015)

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ASSIGN: CONA015

MEMORANDUM OF LEASE

OCT 9 '98

1-49 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17<sup>th</sup> day of February, 1998, 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 December 20, 1996, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: MANAGER - DOCUMENTATION

Executed on this 25<sup>th</sup> day of Sept., 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsy, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of September, 1998.

Susan Grokulsy  
Notary Public

My Commission Expires:

8/14/2000  
(Notary Public)



LESSEE:

CONAGRA, INC.

By: Mark C. Sampson

Name: Mark C. Sampson

Title: Director of Distribution

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of \_\_\_\_\_, 1998.

[CORPORATE SEAL]

STATE OF Washington

COUNTY OF Benton

I, Diane Manning, a Notary Public in and for said state and county, certify that Mark C. Sampson personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31<sup>st</sup> day of July, 1998.

Diane Manning  
Notary Public

My Commission Expires:

10/6/01  
(Notary Public)



**EXHIBIT A**  
**to**  
**Memorandum of Lease**

**Seventy-Nine (79) Cryogenic Boxcars**

**Car Numbers**

**FURX 690030 - FURX 690108, inclusive**