

3-029A040

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 17892-A FILED 1425

JAN 29 1993 2-15 PM

INTERSTATE COMMERCE COMMISSION

17892-A

JAN 29 2 00 PM '93

January 29, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Memorandum of Master Equipment Lease Agreement No. 1801174 (executed as of January 27, 1993) a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement No. 1801174 dated as of April 24, 1992 which was recorded with the Commission on July 16, 1992 under Recordation Number 17892.

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

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856

Lessee: ConAgra, Inc.
One ConAgra Drive
Omaha, Nebraska 68102

A description of the railroad rolling stock covered by the enclosed document is one (1) used Tracmobile Rail Car Mover, Model 9 TM Serial Number 9974 Model year 1979.

[Handwritten signatures and initials on the left margin]

Mr. Sidney L. Strickland, Jr.
January 29, 1993
Page Two

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Master Equipment Lease Agreement No. 1801174 dated as of January 27, 1993 between Pitney Bowes Credit Corporation, Lessor, and ConAgra, Inc., Lessee, covering one used Tracmobile Rail Car Mover.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/29/93

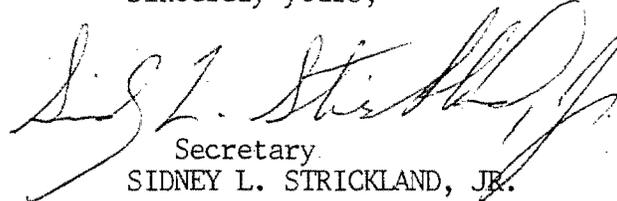
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **1/29/93** at **2:15pm**, and assigned
recordation number(s). **17892-A**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

REGISTRATION NO. 17892-A FILED 1425

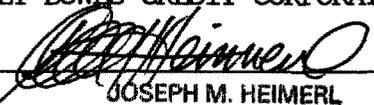
MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT

JAN 29 1993 2-15 PM

INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 803 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One ConAgra Drive, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this day 27th of January 1993.

PITNEY BOWES CREDIT CORPORATION
BY: 
JOSEPH M. HEIMERL
ITS: REGION CREDIT MANAGER

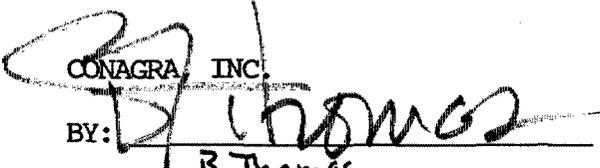
CONAGRA, INC.
BY: 
B. Thomas
ITS: Sr. V.P. - Finance

EXHIBIT A

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER MODEL & SERIAL NO.</u>
1	Used 1979 Tracmobile Rail Car Mover	Model 9TM Serial 9974

ACKNOWLEDGMENT

State of Nebraska)
) SS:
County of Douglas)

BEFORE ME, the undersigned notary, on this day personally appeared L.B. Thomas, to me personally known, who, being by me duly sworn, says that he is the Sr. V.P. - Finance of ConAgra, Inc. ("ConAgra, Inc.") that the foregoing Memorandum of Master Equipment Lease Agreement ("the "Memorandum") was signed on behalf of ConAgra by authority of its Board of Directors and that the execution of the foregoing Memorandum was the free act and deed of ConAgra, Inc.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 27th day of January, 1993.

Karen Ann Lewis
Signature of Notary Public



My commission expires February 10, 1994

Seal

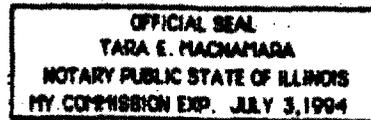
ACKNOWLEDGMENT

State of Illinois)
) SS:
County of Cook)

BEFORE ME, the undersigned notary, on this day personally appeared Joseph M. Heimerl, to me personally known, who, being by me duly sworn, says that he is the Region Credit Manager of Pitney Bowes Credit Corporation ("PBCC") that the foregoing Memorandum of Master Equipment Lease Agreement ("the "Memorandum") was signed on behalf of PBCC by authority of its Board of Directors and that the execution of the foregoing Memorandum was the free act and deed of PBCC.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 27th day of January, 1993.

Tara E. MacNamara
Signature of Notary Public



My commission expires July 3, 1994

Seal

Counterparts - Kim Cartman

17892-B4C
RECORDED
DEC 29 1994 - 2 29 PM
INTERSTATE COMMERCE COMMISSION

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

December 29, 1994

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies each of the following documents, both dated as of December 29, 1994: a Memorandum of Master Equipment Lease Agreement (with Lease Schedule No. 804 attached) and a Memorandum of Master Equipment Lease Agreement (with Lease Schedule No. 805 attached), both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Master Equipment Lease Agreement No. 1801174, dated as of April 24, 1992, which was recorded the Commission under Recordation Number 17892.

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

Lessor: Pitney Bowes Credit Corporation
201 Merritt Avenue
Norwalk, Connecticut 06856

Lessee: ConAgra, Inc.
One ConAgra Drive
Omaha, Nebraska 68102

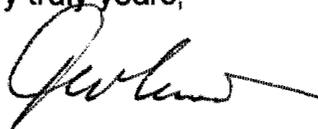
A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to Schedule Nos. 804 and 805.

Mr. Vernon A. Williams
December 29, 1994
Page 2

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures