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WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
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20006-2973

OF COUNSEL
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RECORDATION NO. 17892-H + J
FILED 1425

MAR 30 1995 11 05 AM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

MAR 30 11 01 AM '95

RECEIVED
OFFICE OF THE
SECRETARY

March 28, 1995

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 a Memorandum of Master Equipment Lease Agreement, the first with Lease Schedule No. 810 attached and the second with Lease Schedule No. 811 attached, dated as of March 30, 1995; 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 with 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:

Schedule No. 810 - hopper cars CAGX 95142 through CAGX 95185

Schedule No. 811 - tank cars CAGX 950153 through CAGX 950187

Counters - Alvord

Mr. Vernon A. Williams
March 30, 1995
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 stamped copies of the enclosed documents to the undersigned.

Very truly yours,

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

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/30/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

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 3/30/95 at 11:05AM, and assigned recordation number(s). 17892-H and I, 19150-F and G, 19241-D and E, 19246-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

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(0100578045)
(0100578043)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MAR 30 1995 -11 05 AM

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT, FEDERAL 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. 810 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 30th day of March 1995.

PITNEY BOWES CREDIT CORPORATION

BY: ITS: MICHAEL J. LEYH
Vice President
Credit/Operations

CONAGRA, INC.

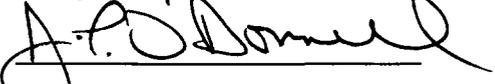
BY: ITS: Vice President-Finance
and Treasurer

EXHIBIT A

Forty-four (44) Trinity 5125 cubic foot pressure differential covered hopper cars with reporting marks CAGX 95142 to and including CAGX 95185.

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Nebraska)
) SS:
County of Douglas)

On this 30th day of March, 1995, before me personally appeared J.P.O'Donnell, to me personally known, who being by me duly sworn; says that he is the V.P. - Finance and Treasurer of ConAgra, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jill R. Whaley
Signature of Notary Public

My commission expires August 3, 1997

Seal

