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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 17892-0 FILED 1425

OCT 2 - 1995 - 4:00 PM

October 2, 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 of a Memorandum of Master Equipment Lease Agreement, with Schedule 814 attached, dated as of September 29, 1995, 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 filed with the Commission 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 06856-5151

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

LICENSING BRANCH

OCT 2 3 54 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

A description of the railroad equipment covered by the enclosed document is identified on Exhibit A attached to the Memorandum.

Counterparts - Kim Bartman

Mr. Vernon A. Williams
October 2, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Ken L. Bentman
for Robert W. Alvord

RWA/bg
Enclosures



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

10/2/95

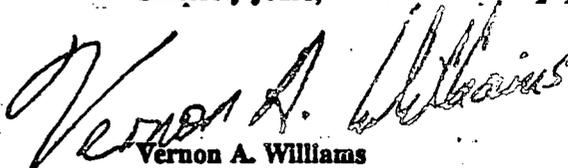
Office Of The Secretary

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 10/2/95 at 4:00PM, and assigned recordation number(s). 17892-0.

Sincerely yours,

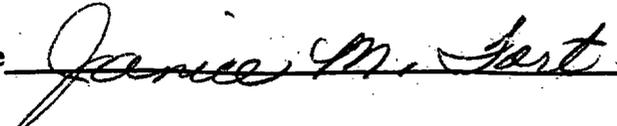

Vernon A. Williams
Secretary

Enclosure(s)

(0100797094)

§ 21.00 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



RECORDATION NO. 17892-0 FILED 1425

OCT 2 1995 4:00 PM

STATE OF CONNECTICUT DEPARTMENT OF REVENUE

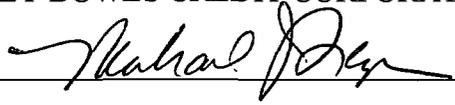
**MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT**

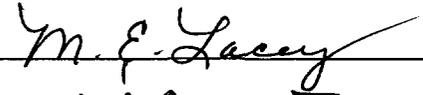
On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 814 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), 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 of Master Equipment Lease Agreement (the "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 is effective as of the 29th day of September, 1995.

PITNEY BOWES CREDIT CORPORATION

CONAGRA, INC.

BY: 

BY: 

ITS: MICHAEL J. LEYH
Vice President
Credit/Operations

ITS: V.P. Corporate Treasurer

EXHIBIT A

ITEM

One (1) New TrackMobile

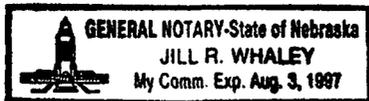
MANUFACTURER MODEL
AND SERIAL NO.

Model: 4300TM
Serial No. N96739-0895

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Nebraska)
) SS:
County of Douglas)

On this 29th day of September, 1995, before me personally appeared M. E. LACEY,
to me personally known, who being by me duly sworn, says that he is the V. P. + Corporate
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