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ALVORD AND ALVORD RECORDATION NO. 12892-2 FILED 1425

ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W. NOV 14 1995 2:30 PM  
SUITE 200 INTERSTATE COMMERCE COMMISSION  
WASHINGTON, D.C.

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

20006-2973  
(202) 393-2266  
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OF COUNSEL  
URBAN A. LESTER

*Counterpart - [Signature]*

November 14, 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 Lease Schedule 816, dated as of November 10, 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

RECEIVED  
OFFICE OF THE  
SECRETARY  
NOV 16 10 57 AM '95  
LICENSING BRANCH

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

Mr. Verrion A. Williams  
November 14, 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,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 17892-0 FILED 1995  
NOV 14 1995 2:30 PM  
FEDERAL RESERVE BANK OF NEW YORK  
COMMERCIAL AND FINANCIAL DEVELOPMENT CORPORATION  
FEDERAL RESERVE BANK OF NEW YORK  
COMMERCIAL AND FINANCIAL DEVELOPMENT CORPORATION

**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. 816 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 10 day of November, 1995.

PITNEY BOWES CREDIT CORPORATION

BY: *Michael J. Leyh*

ITS: **MICHAEL J. LEYH**

**Vice President  
Credit/Operations**

CONAGRA, INC.

BY: *M. E. Lacey*

ITS: *V. P., Corporate Treasurer*

**EXHIBIT A**

ITEM

One (1) Used Reconditioned TrackMobile

MANUFACTURER MODEL  
AND SERIAL NO.

Model: 95TM  
Serial No. 95325-0784



