

*County part - Jara*

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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OF COUNSEL  
URBAN A. LESTER

April 29, 1996

RECORDATION NO. 17892-S FILED 1426

APR 29 1996 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

APR 29 2 42 PM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement (with reference to Lease Schedule 818), dated as of April 25, 1996, a secondary document as defined in the Board'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, dated as of April 24, 1992, which was previously 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

Mr. Vernon A. Williams  
April 29, 1996  
Page 2

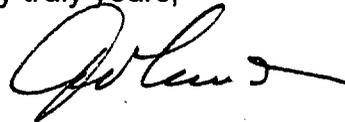
A description of the railroad equipment covered by the enclosed documents is:

Five hundred and forty-five (545) hopper cars manufactured by Trinity Industries, Inc. bearing CAGX reporting marks and road numbers within the series 1058 through 1800 inclusive, more specifically set forth in Exhibit A attached to the Memorandum.

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document 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

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

4/29/96 29/96

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 4/29/96 at 2:45PM, and assigned recordation number(s) 17892-S, 18130-F and 18796-B.

Sincerely yours,

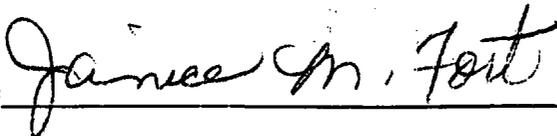


Vernon A. Williams  
Secretary

Enclosure(s)

\$3.00 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-S FILED 1426

APR 29 1996 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

**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. 818 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 25<sup>th</sup> day of April, 1996.

PITNEY BOWES CREDIT CORPORATION

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

*[Handwritten signature]*  
*Vice President*

CONAGRA, INC.

BY: \_\_\_\_\_

ITS: \_\_\_\_\_

*M. E. Lacey*  
VICE PRESIDENT  
CORPORATE TREASURER

## EXHIBIT A

**Five Hundred and Forty Five (545) New Trinity 5161 Cubic Foot Covered Hopper Railcars  
with Reporting Marx CAGX bearing running numbers shown below:**

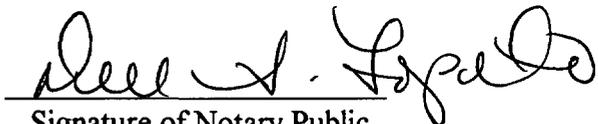
|      |      |      |      |      |      |      |      |      |      |      |      |      |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| 1058 | 1241 | 1283 | 1325 | 1367 | 1409 | 1451 | 1493 | 1535 | 1577 | 1619 | 1661 | 1760 |
| 1064 | 1242 | 1284 | 1326 | 1368 | 1410 | 1452 | 1494 | 1536 | 1578 | 1620 | 1662 | 1761 |
| 1201 | 1243 | 1285 | 1327 | 1369 | 1411 | 1453 | 1495 | 1537 | 1579 | 1621 | 1663 | 1762 |
| 1202 | 1244 | 1286 | 1328 | 1370 | 1412 | 1454 | 1496 | 1538 | 1580 | 1622 | 1664 | 1763 |
| 1203 | 1245 | 1287 | 1329 | 1371 | 1413 | 1455 | 1497 | 1539 | 1581 | 1623 | 1665 | 1764 |
| 1204 | 1246 | 1288 | 1330 | 1372 | 1414 | 1456 | 1498 | 1540 | 1582 | 1624 | 1666 | 1765 |
| 1205 | 1247 | 1289 | 1331 | 1373 | 1415 | 1457 | 1499 | 1541 | 1583 | 1625 | 1667 | 1766 |
| 1206 | 1248 | 1290 | 1332 | 1374 | 1416 | 1458 | 1500 | 1542 | 1584 | 1626 | 1668 | 1767 |
| 1207 | 1249 | 1291 | 1333 | 1375 | 1417 | 1459 | 1501 | 1543 | 1585 | 1627 | 1669 | 1768 |
| 1208 | 1250 | 1292 | 1334 | 1376 | 1418 | 1460 | 1502 | 1544 | 1586 | 1628 | 1670 | 1769 |
| 1209 | 1251 | 1293 | 1335 | 1377 | 1419 | 1461 | 1503 | 1545 | 1587 | 1629 | 1671 | 1770 |
| 1210 | 1252 | 1294 | 1336 | 1378 | 1420 | 1462 | 1504 | 1546 | 1588 | 1630 | 1672 | 1771 |
| 1211 | 1253 | 1295 | 1337 | 1379 | 1421 | 1463 | 1505 | 1547 | 1589 | 1631 | 1673 | 1772 |
| 1212 | 1254 | 1296 | 1338 | 1380 | 1422 | 1464 | 1506 | 1548 | 1590 | 1632 | 1674 | 1773 |
| 1213 | 1255 | 1297 | 1339 | 1381 | 1423 | 1465 | 1507 | 1549 | 1591 | 1633 | 1675 | 1774 |
| 1214 | 1256 | 1298 | 1340 | 1382 | 1424 | 1466 | 1508 | 1550 | 1592 | 1634 | 1679 | 1775 |
| 1215 | 1257 | 1299 | 1341 | 1383 | 1425 | 1467 | 1509 | 1551 | 1593 | 1635 | 1692 | 1776 |
| 1216 | 1258 | 1300 | 1342 | 1384 | 1426 | 1468 | 1510 | 1552 | 1594 | 1636 | 1693 | 1777 |
| 1217 | 1259 | 1301 | 1343 | 1385 | 1427 | 1469 | 1511 | 1553 | 1595 | 1637 | 1696 | 1778 |
| 1218 | 1260 | 1302 | 1344 | 1386 | 1428 | 1470 | 1512 | 1554 | 1596 | 1638 | 1699 | 1779 |
| 1219 | 1261 | 1303 | 1345 | 1387 | 1429 | 1471 | 1513 | 1555 | 1597 | 1639 | 1704 | 1780 |
| 1220 | 1262 | 1304 | 1346 | 1388 | 1430 | 1472 | 1514 | 1556 | 1598 | 1640 | 1707 | 1781 |
| 1221 | 1263 | 1305 | 1347 | 1389 | 1431 | 1473 | 1515 | 1557 | 1599 | 1641 | 1711 | 1782 |
| 1222 | 1264 | 1306 | 1348 | 1390 | 1432 | 1474 | 1516 | 1558 | 1600 | 1642 | 1726 | 1783 |
| 1223 | 1265 | 1307 | 1349 | 1391 | 1433 | 1475 | 1517 | 1559 | 1601 | 1643 | 1730 | 1784 |
| 1224 | 1266 | 1308 | 1350 | 1392 | 1434 | 1476 | 1518 | 1560 | 1602 | 1644 | 1731 | 1785 |
| 1225 | 1267 | 1309 | 1351 | 1393 | 1435 | 1477 | 1519 | 1561 | 1603 | 1645 | 1733 | 1786 |
| 1226 | 1268 | 1310 | 1352 | 1394 | 1436 | 1478 | 1520 | 1562 | 1604 | 1646 | 1734 | 1787 |
| 1227 | 1269 | 1311 | 1353 | 1395 | 1437 | 1479 | 1521 | 1563 | 1605 | 1647 | 1735 | 1788 |
| 1228 | 1270 | 1312 | 1354 | 1396 | 1438 | 1480 | 1522 | 1564 | 1606 | 1648 | 1737 | 1789 |
| 1229 | 1271 | 1313 | 1355 | 1397 | 1439 | 1481 | 1523 | 1565 | 1607 | 1649 | 1738 | 1790 |
| 1230 | 1272 | 1314 | 1356 | 1398 | 1440 | 1482 | 1524 | 1566 | 1608 | 1650 | 1739 | 1791 |
| 1231 | 1273 | 1315 | 1357 | 1399 | 1441 | 1483 | 1525 | 1567 | 1609 | 1651 | 1740 | 1792 |
| 1232 | 1274 | 1316 | 1358 | 1400 | 1442 | 1484 | 1526 | 1568 | 1610 | 1652 | 1742 | 1793 |
| 1233 | 1275 | 1317 | 1359 | 1401 | 1443 | 1485 | 1527 | 1569 | 1611 | 1653 | 1748 | 1794 |
| 1234 | 1276 | 1318 | 1360 | 1402 | 1444 | 1486 | 1528 | 1570 | 1612 | 1654 | 1750 | 1795 |
| 1235 | 1277 | 1319 | 1361 | 1403 | 1445 | 1487 | 1529 | 1571 | 1613 | 1655 | 1751 | 1796 |
| 1236 | 1278 | 1320 | 1362 | 1404 | 1446 | 1488 | 1530 | 1572 | 1614 | 1656 | 1752 | 1797 |
| 1237 | 1279 | 1321 | 1363 | 1405 | 1447 | 1489 | 1531 | 1573 | 1615 | 1657 | 1753 | 1798 |
| 1238 | 1280 | 1322 | 1364 | 1406 | 1448 | 1490 | 1532 | 1574 | 1616 | 1658 | 1754 | 1799 |
| 1239 | 1281 | 1323 | 1365 | 1407 | 1449 | 1491 | 1533 | 1575 | 1617 | 1659 | 1755 | 1800 |
| 1240 | 1282 | 1324 | 1366 | 1408 | 1450 | 1492 | 1534 | 1576 | 1618 | 1660 | 1759 |      |



**CORPORATE FORM OF ACKNOWLEDGEMENT**

State of Connecticut )  
  ) SS:  
County of Fairfield )

On this 25<sup>th</sup> day of April, 1996, before me personally appeared George J. Then, to me personally known, who being by me duly sworn, says that he is the Vice President, External Finance Division of Pitney Bowes Credit Corporation, 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.

  
Signature of Notary Public

**DELL S. LOPATO**  
**NOTARY PUBLIC**  
My Commission Expires March 31, 1998.

My commission expires \_\_\_\_\_

