

RECORDATION NO. 17892-~~10~~ FILED

FEB 3 '98

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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

February 2, 1998

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

County part - Betty Gahan

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 Schedule 819 attached, dated as of January 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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
27 Waterview Drive
Shelton, Connecticut 06484-4361

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

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

ninety (90) hopper cars bearing reporting marks and road numbers:
CAGX 97000 through CAGX 97089

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

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**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. 819 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 27 Waterview Drive, Shelton, CT 06484-4361, 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 30th day of January, 1998.

PITNEY BOWES CREDIT CORPORATION

CONAGRA, INC.

BY: *Michael J. Leyh*

BY: *M.E. Lacey*

ITS: **MICHAEL J. LEYH**
Vice President and
Senior Credit Officer

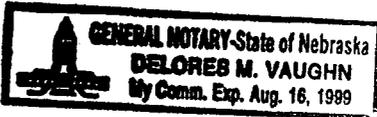
ITS: **VICE PRESIDENT**
CORPORATE TREASURER

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Nebraska)
) SS:
County of Douglas)

On this 30th day of January, 1998, 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.

Delores M. Vaughn
Signature of Notary Public



My commission expires 8-16-99

Seal

EXHIBIT A

FIFTY (50) New Thrall 5230 Cubic Foot Differential Covered Hopper Cars

Reporting Marks and Running Numbers: CAGX 97000 to and including 97049

FORTY (40) New Trinity 5125 Cubic Foot Power Flo Hopper Cars

Reporting Marks and Running Numbers: CAGX 97050 to and including 97089