

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

VIA FEDERAL EXPRESS



January 26, 1999

RECORDATION NO. 21995 FILED  
JAN 28 '99 9-30 AM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 18, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: ConAgra, Inc.  
1 ConAgra Drive  
Central Park Plaza  
Omaha, NE 68102

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulsky  
Manager - Documents Administration

Enclosures

(CONA019)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

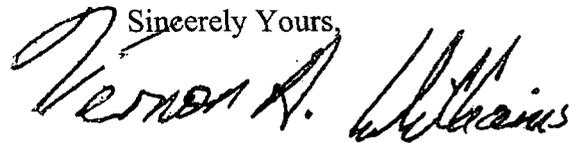
OFFICE OF THE SECRETARY

Susan Grokulsky  
First Union Rail Corporation  
6250 River Road, Ste. 5000  
Rosemont, Illinois 60010

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 1/28/99 at 9:30 AM and  
assigned recordation numbers (s): 21990, 21991, 21992, 21993, 21994, 21995, 21996,  
21997, 21998, 21999 and 22000.

Sincerely Yours,



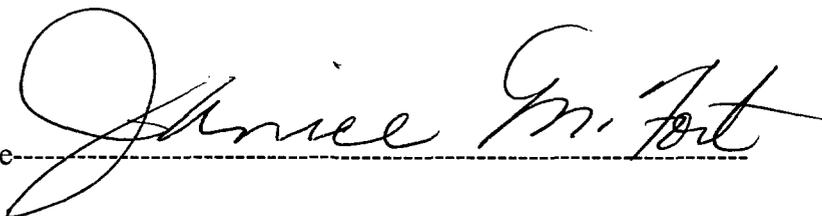
Vernon A. Williams

Enclosure(s) (11)

286.00

\$ \_\_\_\_\_ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



RECORDATION NO. 21995 FILED

JAN 28 '99

9-30 AM

ASSIGN: CONA019

**Memorandum of Lease**

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 18<sup>th</sup> day of November, 1998 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CONAGRA, INC., ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement, (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: *J. Thomas*

Name: \_\_\_\_\_

**JACK THOMAS**

Title: \_\_\_\_\_

President

By: *Michelle Berg*  
Name: Michelle Berg  
Title: Office Manager

Executed on this 12<sup>th</sup> day of January, 1998.

[CORPORATE SEAL]



STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of January, 1998.

Michelle Berg  
Notary Public

My Commission Expires:



LESSEE:

CONAGRA, INC.

ATTEST:

By: [Signature]

Name: S. R. MURDOCK

By: Lisa manganaro

Title: Manager

Name: Lisa manganaro

Title: Accounting Coordinator Executed on this 6 day of Jan, 1998<sup>9</sup>

[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF DOUGLAS

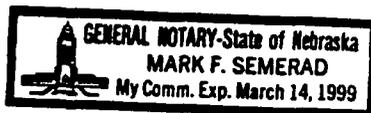
I, MARK F. SEMERAD, a Notary Public in and for said state and county, certify that S. R. MURDOCK personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

1998<sup>9</sup> WITNESS my hand and official stamp or seal, this 6 day of January,

[Signature]  
Notary Public

My Commission Expires:

3/14/99  
(Notary Public)



**EXHIBIT A**  
**To**  
**Memorandum of Lease**

NUMBER OF CARS: 26

DESCRIPTION OF CARS: 4,750 cu. ft., 100-ton Covered Hopper Cars

CAR NUMBERS:

XTRX011105  
XTRX011106  
XTRX011109  
XTRX011308  
XTRX011309  
XTRX011315  
XTRX011322  
XTRX011821  
XTRX011822  
XTRX011829  
XTRX012288  
XTRX012312  
XTRX012313  
XTRX012324  
XTRX012340  
XTRX012375  
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