

**First Union Rail Corporation**

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

RECORDATION NO. 20581  
FILED 1896  
MAR 19 1997 16 62 PM

20581  
**FIRST  
UNION**

March 10, 1997

Surface Transportation Board  
Attn: Jan Fort  
1201 Constitution Ave., N.W.  
Room 2311  
Washington, D.C. 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 December 20, 1996, 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 Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

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

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to such Memorandum.

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 one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,



Bob Hamilton  
Director-Documentation

LI CORPORATION NO 20581  
MAR 17 1997 11:25 PM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of December, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ConAgra, Inc. ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being 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 said Lease.

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: John I. Thomas

Name: John I. Thomas

Title: President

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

Executed on this 6<sup>th</sup> day of March, 1997.

[CORPORATE SEAL]



LESSEE:

CONAGRA, INC.

ATTEST:

By: [Signature]

Name: David S. Melberg

Title: VP - TRANSPORTATION

By: [Signature]

Name: S. R. Murdock

Title: Manager

Executed on this 24 day of Feb, 1997.

[CORPORATE SEAL]

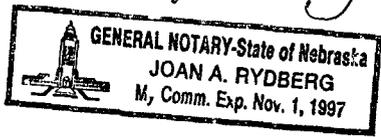
STATE OF Nebraska

COUNTY OF Douglas

I, Joan A. Rydberg, a Notary Public in and for said state and county, certify that [Signature] personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 24 day of February, 1997.

Joan A. Rydberg  
Notary Public



My Commission Expires:

11/1/97  
(Notary Public)

STATE OF Illinois

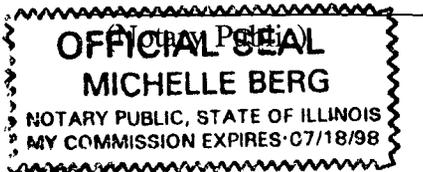
COUNTY OF COOK

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 6<sup>th</sup> day of March, 1997.

Michelle Berg  
Notary Public

My Commission Expires:



CARINIT	CARNUM	CARTYPE	IND
XTRX	011105	C113	C
XTRX	011106	C113	C
XTRX	011109	C113	C
XTRX	011308	C113	C
XTRX	011309	C113	C
XTRX	011315	C113	C
XTRX	011322	C113	C
XTRX	011821	C113	C
XTRX	011822	C113	C
XTRX	011829	C113	C
XTRX	012288	C113	C
XTRX	012312	C113	C
XTRX	012313	C113	C
XTRX	012324	C113	C
XTRX	012340	C113	C
XTRX	012375	C113	C
XTRX	012403	C113	C
XTRX	012404	C113	C
XTRX	077643	C113	C
XTRX	077644	C113	C
XTRX	077645	C113	C
XTRX	077646	C113	C
XTRX	077647	C113	C
XTRX	077648	C113	C
XTRX	077651	C113	C
XTRX	077652	C113	C