



First Union Rail Corporation  
 NC5811  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

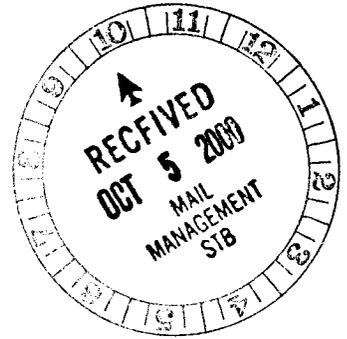
October 4, 2000

RECORDATION NO. 22840-A FILED

Mr. Vernon E. Williams  
 Surface Transportation Board  
 1925 K Street, N.W., Room 704  
 Washington, DC 20423-0001  
 Attn: Recordation of Railroad Equipment

OCT 06 '00 18:35 AM

SURFACE TRANSPORTATION BOARD



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

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 May 5, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22840 on May 27, 2000.

The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation          One O'Hare Center          6250 River Road, Suite 5000          Rosemont, IL 60018</p>	<p>Lessee: Conagra, Inc.          One Conagra Drive          Omaha, NE 68102</p>
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A description of the railroad equipment covered by the enclosed document is twenty-six (26) 4750 cubic foot covered hopper cars, with XTRX marks (please see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Conagra, Inc., Lessee, covering 26 4750 cubic foot covered hopper cars, with XTRX marks (please see Exhibit A for car numbers).

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 along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison  
 Manager of Documentation

Enclosures

(CONA022)

OCT 5 12 30 PM '00

RECEIVED SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5<sup>th</sup> day of May, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Conagra, Inc. ("Lessee"), a Nebraska corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 15, 2000 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: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing  
By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION Executed on this 5<sup>th</sup> day of May, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR 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 5<sup>TH</sup> day of MAY, 2000.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)

RECORDATION NO. 22840-A FILED

OCT 06 '00 18:35 AM

SURFACE TRANSPORTATION BOARD



LESSEE: : CONAGRA, INC.

By: [Signature]  
Name: S. R. Mendenhall  
Title: Director - Rail Assets

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 13 day of June, 2000.

[CORPORATE SEAL]

STATE OF Nebraska  
COUNTY OF Douglas

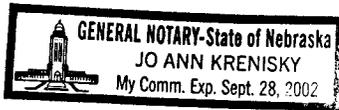
I, Jo Ann Krenisky, a Notary Public of the County and State aforesaid, certify that Steve Mendenhall personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of June, 2000.

[Signature]  
Notary Public

Commission Expires:

9-28-02  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-six (26)

DESCRIPTION OF CARS: 4750 cubic foot covered hoppers, 100 ton capacity

CAR NUMBERS:

XTRX	11105	XTRX	12324
XTRX	11106	XTRX	12340
XTRX	11109	XTRX	12375
XTRX	11308	XTRX	12403
XTRX	11309	XTRX	12404
XTRX	11315	XTRX	77643
XTRX	11322	XTRX	77644
XTRX	11821	XTRX	77645
XTRX	11822	XTRX	77646
XTRX	11829	XTRX	77647
XTRX	12288	XTRX	77648
XTRX	12312	XTRX	77651
XTRX	12313	XTRX	77652