



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

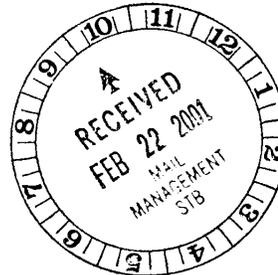
VIA UPS NEXT DAY AIR

February 21, 2001

RECORDATION NO. 22840-B FILED

FEB 26 '01 11-26 AM

SURFACE TRANSPORTATION BOARD



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

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 January 26, 2001, 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.

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 eight (8) 5150 cubic foot covered hopper cars, with car numbers FURX 849967-849987, non-inclusive.

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 8 5150 cubic foot covered hopper cars, with car numbers FURX 849967-849987, non-inclusive.

Also enclosed is a check in the amount of \$27.00 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

(CONA025)

ASSGN. NO. CONA025

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of January, 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. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 9, 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 26th day of Jan., 2000.

[CORPORATE SEAL]

RECORDATION NO. 22840-B FILED

FEB 26 '01 11-26 AM

SURFACE TRANSPORTATION BOARD

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 26th day of January, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



LESSEE: : CONAGRA, INC.

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

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 28th day of December, 2000.

[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF Douglas

I, Ruby Stron, a Notary Public of the County and State aforesaid, certify that Steve Murock 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 28th day of December, 2000.

[Signature]
Notary Public

Commission Expires:

4/1/2004

(Notary Public)

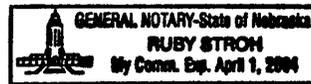


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eight (8)

DESCRIPTION OF CARS: 5150 cubic foot covered hoppers, 286,000 pound capacity, gravity/pneumatic gates, food grade lining, and vibrator brackets

CAR NUMBERS: See below:

FURX 849967
FURX 849968
FURX 849973
FURX 849975
FURX 849978
FURX 849984
FURX 849985
FURX 849987