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RECORDATION NO. 22308-C FILED

MAR 23 '01 9-17 AM

TS  
SURFACE TRANSPORTATION BOARD



March 13, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 700  
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 4, 2001 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC  
1211 Avenue of the Americas, New York, NY 10036

Lessee: CONAGRA, INC  
11 ConAgra Drive  
Ste 5023  
Omaha, NE 68102-5323

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

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: CONAGRA INC covering 15 covered hopper railcars with reporting marks and numbers – CEFX 13065-13089, NOT INCLUSIVE

Please file this memorandum as a Secondary document to Recordation # <sup>22308</sup> and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

*Rebecca Heisler*  
Rebecca Heisler  
Administrator

enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4<sup>th</sup> day of January, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ConAgra, Inc., a Delaware corporation, with an address at One ConAgra Drive, Omaha, NE 68102-5001 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 30, 1999 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on February 22, 2000 as Recordation No.22308-A.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Joseph J. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CONAGRA, INC.

By: [Signature]  
Name: SIRI MALHOTRA  
Title: DIRECTOR - REAL ESTATE

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Description</u>	<u>Car Marks and Numbers</u>
15	5150 c.f. covered hopper cars equipped with gravity gates, trough hatches, and vibrator brackets	CEFX 13065 CEFX 13073 CEFX 13074 CEFX 13075 CEFX 13076 CEFX 13080 CEFX 13081 CEFX 13082 CEFX 13083 CEFX 13084 CEFX 13085 CEFX 13086 CEFX 13087 CEFX 13088 CEFX 13089