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RECORDATION NO. 22307-A FILED

August 14, 2001

AUG 15 '01 : 2-03 PM



Taledia Stokes
Surface Transportation Board SURFACE TRANSPORTATION BOARD
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 30, 2001 between the following parties:

Names and address of the following parties:

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

Lessee: **CONAGRA, INC., d/b/a CONAGRA FOODS, INC.**
One ConAgra Drive, Omaha, NE 68103-0500

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., d/b/a CONAGRA FOODS, INC.**, covering 30 coal hoppers with reporting marks and numbers – CEFX 75711– CEFX 75755, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #22307 dated 8/9/99 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator



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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30th day of July, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CONAGRA, INC., d/b/a CONAGRA FOODS, INC., a Delaware corporation, with an address at One ConAgra Drive, Omaha, NE 68103-0500 (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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 9, 1999 and given Recordation Number 22307.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, 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: VICE PRESIDENT/RAIL RESOURCES

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., d/b/a CONAGRA FOODS, INC.

By: David Lynn Myers
Name: Executive Vice President
Title: Conagra Grain Processing Co.

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
30

Equipment Description
5,660 c.f. covered hopper cars

<u>Car Marks and Numbers</u>		
1	CEFX	75711
2	CEFX	75715
3	CEFX	75716
4	CEFX	75725
5	CEFX	75726
6	CEFX	75727
7	CEFX	75728
8	CEFX	75729
9	CEFX	75730
10	CEFX	75731
11	CEFX	75732
12	CEFX	75733
13	CEFX	75734
14	CEFX	75735
15	CEFX	75736
16	CEFX	75737
17	CEFX	75738
18	CEFX	75739
19	CEFX	75740
20	CEFX	75741
21	CEFX	75742
22	CEFX	75743
23	CEFX	75744
24	CEFX	75745
25	CEFX	75746
26	CEFX	75747
27	CEFX	75748
28	CEFX	75749
29	CEFX	75750
30	CEFX	75755