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RECORDATION NO. 22307-B FILED

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SURFACE TRANSPORTATION BOARD



December 28, 2001

Taledia Stokes  
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 December 6, 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.**  
One ConAgra Drive, Omaha, NE 68103-0500

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

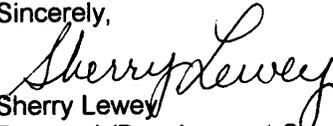
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CONAGRA, INC.**, covering 20 hopper cars with reporting marks and numbers – CEFX 75768– CEFX 75819, NOT INCLUSIVE.

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

Enclosure

MEMORANDUM OF RAILCAR LEASE

JAN 03 '02

9-14 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this ~~December~~ <sup>SURFACE TRANSPORTATION BOARD</sup> 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., 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 as 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 ("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.

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

**SCHEDULE A**

**Quantity**

20

**Equipment Description**

5660 c.f.p.d. covered hopper cars  
lined with Sigma 5476.

**Car Marks and Numbers**

1	CEFX	75768
2	CEFX	75769
3	CEFX	75770
4	CEFX	75781
5	CEFX	75782
6	CEFX	75783
7	CEFX	75784
8	CEFX	75787
9	CEFX	75793
10	CEFX	75796
11	CEFX	75799
12	CEFX	75800
13	CEFX	75803
14	CEFX	75811
15	CEFX	75812
16	CEFX	75813
17	CEFX	75814
18	CEFX	75816
19	CEFX	75817
20	CEFX	75819