

BALL JANIK LLP

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March 19, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 23906 FILED

MAR 19 '02 3-17 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of March 14, 2002. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

Pilgrim's Pride Corporation
2777 Stemmons Freeway, Suite 850
Dallas, Texas 75207-2268

A description of the equipment covered by the Memorandum of Lease Agreement consists of two Baldwin locomotives numbered 1272 and 1264.

BALL JANIK LLP

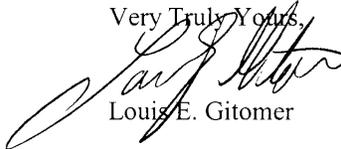
Honorable Vernon A. Williams
March 19, 2002
Page 2

A fee of \$ 28.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Pilgrim's Pride Corporation, 2777 Stemmons Freeway, Suite 850, Dallas, Texas 75207-2268, covering two Baldwin locomotives numbered 1272 and 1264.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 23906 FILED

MAR 19 '02 3-17 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of March 14, 2002

between

PILGRIM'S PRIDE CORPORATION
as Lessee,

and

LASALLE NATIONAL LEASING CORPORATION
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on _____, 2002 at __:__ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 14, 2002, by and between LASALLE NATIONAL LEASING CORPORATION ("Lessor"), and PILGRIM'S PRIDE CORPORATION ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, (a) two (2) Baldwin Locomotives bearing reporting marks 1272 and 1264.

All of such locomotives are more fully described in that certain Equipment Lease Agreement dated as of August 29, 1997, and Equipment Schedule No. B-7 thereto, incorporating the terms thereof and dated as of December 31, 1999 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

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RECORDATION NO. 23906 FILED
MAR 19 '02 3-17 PM
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By: *Regina McManus*
Name: Regina McManus
Title: Vice President

PILGRIM'S PRIDE CORPORATION

By: *R. A. Cogdill*
Name: R. A. Cogdill
Title: CFO

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 18 day of March, ²⁰⁰²~~1999~~ before me appeared Regina McManus the person who signed this instrument, who acknowledged that (s)he is the Vice President of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] DANA L. WELKER
NOTARY PUBLIC
BALTIMORE COUNTY

Dana A Welker
Notary Public

My commission expires:

November 12, 2003

STATE OF TEXAS)
) ss.
COUNTY OF CAMP)

On this 14 day of MARCH, ²⁰⁰²~~1999~~ before me appeared Richard A. Coadill the person who signed this instrument, who acknowledged that the is the Coadill of PILGRIM'S PRIDE CORPORATION and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

 MICHELE RAGSDALE
Notary Public, State of Texas
My Commission Expires
July 11, 2003

Michele Ragsdale
Notary Public

My commission expires:

7-11-03

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of March 14, 2002, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
March 19, 2002