



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

VIA UPS 2nd DAY AIR

RECORDATION NO. 23926 FILED

APR 4 '02 1-42 PM
 75
 SURFACE TRANSPORTATION BOARD



March 22, 2002

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, October 3, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Perdue Farms Incorporated 6906 Zion Church Road GNO Building Salisbury, MD 21804</p>
---	--

A description of the railroad equipment covered by the enclosed document is thirty (30) 4750 cubic foot covered hopper cars, with FURX and UMPX marks (see Exhibit A for numbers).

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Perdue Farms Incorporated, Lessee, covering thirty (30) 4750 cubic foot covered hopper cars, with FURX and UMPX marks (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$28.00 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,

Amy Carone
 Manager of Documentation

Enclosures

ASSGN. NO.: PFI002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of March, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Perdue Farms, Inc. ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 3, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 25, 2001, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 11th day of March, 2002.

[CORPORATE SEAL]

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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of March, 2002.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 23926 FILED

APR 4 '02 9:42 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

PERDUE FARMS, INC.

ATTEST:

By: *Dick Willey*

Name: Dick Willey
Title: President & GM Grain & Oilseed

By: *Chouds*

Name: *C. Loucks*

Title: *DIRECTOR TRAFFIC*

Executed on this *14* day of *Feb*, *02*.

[CORPORATE SEAL]

STATE OF *MARYLAND*

COUNTY OF *WICOMICO*

I, *MARY C. K. MAYNARD*, a Notary Public of the County and State aforesaid, certify that *RICHARD L. WILLEY* personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this *14TH* day of *FEBRUARY*, *2002*.

Mary C. K. Maynard
Notary Public

Commission Expires: *7-1-2005*

Mary C. K. Maynard
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: 4750 cu.ft. covered hopper cars, loading to 263,000 lbs.

CAR NUMBERS: See list below:

FURX	4099
FURX	4117
FURX	463179
FURX	463191
FURX	463212
FURX	463215
FURX	463230
FURX	821496
FURX	823851
FURX	824102
FURX	824119
FURX	824329
FURX	824653
FURX	826260
FURX	826796
FURX	826839
FURX	826861
FURX	826934
FURX	828368
FURX	828452
FURX	828848
FURX	829666
FURX	830012
FURX	830206
FURX	830233
FURX	830966
UMPX	12181
UMPX	480836
UMPX	482566
UMPX	483133
Count:	30