



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

RECORDATION NO. 23926-B FILED

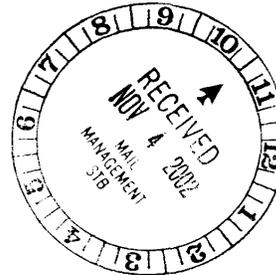
NOV 04 '02 2-42 PM

VIA UPS 2nd DAY AIR

SURFACE TRANSPORTATION BOARD

November 1, 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, dated September 11, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23926.

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 Inc. 6906 Zion Church Road GNO Building Salisbury, MD 21804</p>
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A description of the railroad equipment covered by the enclosed document is fifty (50) 4750 cubic foot capacity covered hopper cars, with FURX marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 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

(PF1004)

ASSGN. NO.: PFI004

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24th day of September, 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. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 19, 2002 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: Amy Carone

Name: AMY CARONE

Title: Mgr of Documentation

Executed on this 24th day of September, 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 24th day of September, 2002.

Susan Grokulskey
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



LESSEE:

PERDUE FARMS, INC.

ATTEST:

By: Sharon G. Clark

Name: Sharon G. Clark
— VP Commodities & Traffic

Title: G&O Division

By: Tammi Bender

Name: Tammi Bender

Title: Clerk

Executed on this 11th day of September, 2002.

[CORPORATE SEAL]

STATE OF MARYLAND

COUNTY OF WILMINGTON

I, MARY C. K. MAYNARD, a Notary Public of the County and State aforesaid, certify that SHARON G. CLARK 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 SEPTEMBER, 2002.

Mary C. K. Maynard
Notary Public

Commission Expires:

7-1-2005
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

I. NUMBER OF CARS: Fifty (50)

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

III. CAR NUMBERS:

FURX 820773	FURX 824691	FURX 827946
FURX 820776	FURX 825962	FURX 827988
FURX 820784	FURX 826052	FURX 828038
FURX 820786	FURX 826770	FURX 828626
FURX 820788	FURX 826820	FURX 828749
FURX 822014	FURX 826831	FURX 828879
FURX 822365	FURX 826848	FURX 828919
FURX 822367	FURX 826868	FURX 829546
FURX 822370	FURX 826909	FURX 830217
FURX 822373	FURX 826972	FURX 830232
FURX 822374	FURX 826974	FURX 830294
FURX 823928	FURX 826977	NDYX 475272
FURX 824126	FURX 826979	NDYX 475440
FURX 824158	FURX 827080	NDYX 475468
FURX 824231	FURX 827702	RUSX 63183
FURX 824559	FURX 827704	RUSX 488071
FURX 824629	FURX 827944	

Count: 50