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RECORDATION NO. 24463 FILED

MAY 22 '03 1-26 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

May 22, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Agreement, dated as of March 7, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Bank of America Leasing & Capital, Inc. 555 California Street San Francisco CA 94104
Lessee:	ConAgra Trade Group, Inc. 11 ConAgra Drive Suite 5023 Omaha, NE 68102-5023

Mr. Vernon A. Williams
May 22, 2003
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A description of the railroad equipment covered by the enclosed document
is:

225 covered hopper cars: WWLX 961000 – WWLX 961224.

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

Memorandum of Lease Agreement.

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 stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of lease agreement, made and entered into on March 7, 2003 by and between Banc of America Leasing & Capital, LLC, as lessor (the "Lessor") and ConAgra Trade Group, Inc., as lessee (the "Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement dated as of November 22, 2002, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said head lease agreement.

Banc of America Leasing & Capital, LLC

ConAgra Trade Group, Inc.

By: [Signature]
Its: Vice President

By: [Signature]
Its: EVP + CFO

State of California)
County of San Francisco) SS.
)

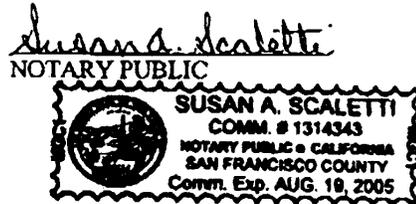
BEFORE ME, the undersigned notary, on this day personally appeared William E. Bargaquist, to me personally known who, being by me duly sworn, says that he is a Vice President of Banc of America Leasing & Capital, LLC ("Company"), that the above Memorandum of Lease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 7th day of March, 2003.

[SEAL]

My Commission Expires: August 19, 2005

State of)
County of) SS.
)

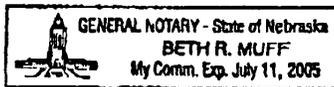


BEFORE ME, the undersigned notary, on this day personally appeared Martin Higgins, to me personally known who, being by me duly sworn, says that he/she is a EVP + CFO of ConAgra Trade Group, Inc. ("Company"), that the above Memorandum of Lease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 12th day of March, 2003.

[SEAL]

My Commission Expires:



[Signature]
NOTARY PUBLIC

RECORDATION NO. 24463 PHEB

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MINNESOTA TRANSPORTATION BOARD

EXHIBIT A TO
MEMORANDUM OF LEASE AGREEMENT

Description of Leased Equipment

225 steel covered hopper railcars, 111-ton, 5191 cubic feet with stub center sill and three gravity discharge outlets manufactured by Trinity Industries, Inc., Railcar Division, in 1996 bearing numbers in the series WWLX961000 to WWLX961224 inclusive.