



LexisNexis™  
Document Solutions

RECORDATION NO. 22307-9 FILED

SEP 03 '03

11-5 AM

SURFACE TRANSPORTATION BOARD



September 2, 2003

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 28, 2003 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 FOODS, INC.**  
Nine ConAgra Drive, CIG, Omaha, NE 68103

**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 FOODS, INC.** covering 10 hopper cars with reporting marks and numbers – CEFX 76084 – CEFX 76093  
**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 thirty dollars (\$30.00) 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

1-010

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 28<sup>th</sup> day of July, 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CONAGRA FOODS, INC., formerly known as CONAGRA, INC. a Delaware corporation, with an address at Nine ConAgra Drive, CIG, Omaha, NE 68103 (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 and given 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 (the "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 Mankowski  
Title: Senior Vice President

RECORDATION NO. 22307-G FILED

SEP 03 '03

11-54 AM

SURFACE TRANSPORTATION BOARD

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 FOODS, INC., dba ConAgra Food Ingredients Company,  
formerly known as CONAGRA, INC.

By: Martin P. Higgins  
Name: Martin P. Higgins  
Title: EVP + SFO

## Schedule A

Number of Cars	Equipment Description	
10	5,660 C.F. P.D. covered hopper car	
1	CEFX	76084
2	CEFX	76085
3	CEFX	76086
4	CEFX	76087
5	CEFX	76088
6	CEFX	76089
7	CEFX	76090
8	CEFX	76091
9	CEFX	76092
10	CEFX	76093