

FIRST UNION RAIL

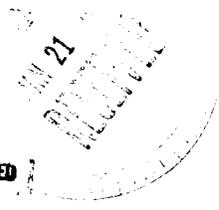
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 24446-D FILED

JAN 24 '05 3-47 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

January 14, 2005

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 of a Memorandum of Lease Agreement, dated December 16, 2004, 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 24446. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Tyson Foods, Inc.
800 Stevensport Drive
Dakota Dunes, SD 57049

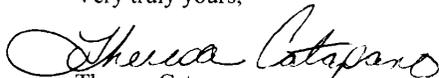
A description of the railroad equipment covered by the enclosed document is twenty-one (21) 4750 cubic foot covered hopper cars loading to 268,000 lbs, marked FURX and NDYX (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$32.00 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 regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,


Theresa Catapano
Manager of Documentation

Enclosures
(TYFO006)

24446-D
FILED

ASSGN. NO.: TYFO006

JAN 24 '05 3-47 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of December, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Tyson Foods, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 24, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2004, 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Theresa Catafano

Name: THERESA CATAFANO

Title: _____

Title: MGR. OF DOCUMENTATION Executed on this 16th day of December, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

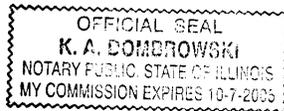
COUNTY OF COOK

I, K.A. Dombrowski, 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 16th day of December, 2004.

K.A. Dombrowski
Notary Public

Commission Expires:
10-7-2005
(Notary Public)



LESSEE:

TYSON FOODS, INC.

ATTEST:

By: Perry M. Bourde

Name: PERRY M. BOURDE

Title: DIRECTOR INTL' TRANS & RAIL OPS.

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ 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 _____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: 4750 cu.ft covered hopper cars loading to 268,000 lbs.

CAR NUMBERS:

FURX 828930
FURX 829014
FURX 829440
NDYX 487064
NDYX 488348
NDYX 818707
NDYX 822498
NDYX 828169
NDYX 828224
NDYX 828233
NDYX 828236
NDYX 828240
NDYX 828257
NDYX 828263
NDYX 828270
NDYX 828273
NDYX 828277
NDYX 828417
NDYX 830356
NDYX 830643
NDYX 830960