

RECORDATION NO. 25951 FILED

NOV 04 2005 10:46 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 3, 2005

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 two (2) copies of a Memorandum of Lease, dated as of August 25, 2005, 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: NARCAT LLC
480 West Dussel Drive
Suite R
Maumee, OH 43537

Lessee: Perdue Farms Incorporated
P.O. Box 1537
Salisbury, MD 21802

A description of the railroad equipment covered by the enclosed document is:

81 covered hoppers within the series RMGX 001680 – RMGX 888943

Mr. Vernon A. Williams
November 3, 2005
Page Two

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

Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 25th day of August, 2005, by and between NARCAT LLC, a Delaware limited liability company, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Perdue Farms Incorporated, a Maryland corporation, having its principal place of business at P.O. Box 1537, Salisbury, Maryland 21802 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated effective as of September 1, 2005 (the "Master Lease"), and Rider Deal #C00820 dated effective as of September 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee eighty-one (81) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of twelve (12) months starting September 1, 2005.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

PERDUE FARMS INCORPORATED

By: Sharon G. Clark

Title: VP Transportation

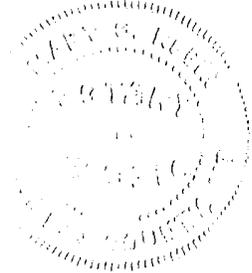
Date: 8/5/05

STATE OF MARYLAND)

COUNTY OF WICOMICO) SS:

The foregoing instrument was acknowledged before me this 5TH day of AUGUST, 2005, by Sharon G. Clark, the VP, G20 Transportation of Perdue Farms Incorporated, a Maryland corporation, on behalf of the corporation.

Mary C. Klein
Notary Public



Notary Public
Wicomico Co., MD
My Commission Expires 7-1-2009

Lessor:

NARCAT LLC

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

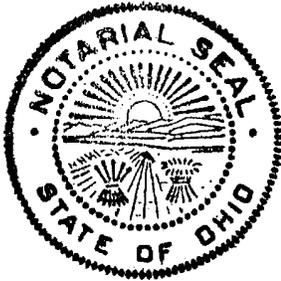
Title: Manager

Date: 8/25/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 25th day of August, 2005, by Rasesh H. Shah, the Manager of NARCAT LLC, NARCAT LLC, a Delaware limited liability company, on behalf of the company.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-10

EXHIBIT "A"**PERDUE FARMS INCORPORATED****81 Covered Hoppers****Deal #C00820**

1	RMGX001680	28	RMGX173055	55	RMGX173609
2	RMGX001721	29	RMGX173057	56	RMGX173659
3	RMGX001784	30	RMGX173071	57	RMGX173700
4	RMGX011783	31	RMGX173092	58	RMGX173708
5	RMGX023343	32	RMGX173125	59	RMGX173742
6	RMGX023389	33	RMGX173148	60	RMGX173755
7	RMGX070385	34	RMGX173176	61	RMGX173761
8	RMGX077502	35	RMGX173211	62	RMGX173809
9	RMGX077534	36	RMGX173242	63	RMGX173843
10	RMGX171025	37	RMGX173250	64	RMGX173919
11	RMGX171027	38	RMGX173261	65	RMGX173920
12	RMGX171036	39	RMGX173272	66	RMGX173925
13	RMGX171038	40	RMGX173275	67	RMGX173926
14	RMGX171048	41	RMGX173326	68	RMGX173978
15	RMGX171089	42	RMGX173337	69	RMGX173997
16	RMGX171104	43	RMGX173388	70	RMGX173999
17	RMGX171107	44	RMGX173419	71	RMGX176184
18	RMGX171213	45	RMGX173430	72	RMGX176496
19	RMGX171217	46	RMGX173436	73	RMGX176523
20	RMGX171224	47	RMGX173447	74	RMGX176577
21	RMGX171246	48	RMGX173484	75	RMGX177585
22	RMGX171272	49	RMGX173497	76	RMGX252194
23	RMGX171760	50	RMGX173510	77	RMGX253163
24	RMGX171769	51	RMGX173520	78	RMGX253218
25	RMGX171789	52	RMGX173554	79	RMGX888943
26	RMGX173015	53	RMGX173564	80	RMGX889915
27	RMGX173050	54	RMGX173569	81	RMGX173763

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/3/05



Robert W. Alvord