

RECORDATION NO. 26233 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

MAR 03 '06 11:45 AM

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL
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March 3, 2006

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 Schedule No. 1, dated as of February 28, 2006, 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: Wells Fargo Equipment Finance, Inc.
d/b/a Midwest Railcar Capital Equipment
Company
733 Marquette Avenue, #700
Minneapolis, Minnesota 55402

Lessee: ConAgra Foods, Inc.
11 ConAgra Drive
Suite 5023
Omaha, Nebraska 68101

Mr. Vernon A. Williams
March 3, 2006
Page 2

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

224 triple hopper railcars: WWLX 961000 - WWLX 961224 (except
WWLX 961026).

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

Memorandum of Schedule No. 1.

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,



Edward M. Luria

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY

MEMORANDUM OF SCHEDULE #1

between

**Wells Fargo Equipment Finance, Inc., d/b/a
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY,**

as Lessor

and

CONAGRA FOODS, INC.

as Lessee

MEMORANDUM OF SCHEDULE #1

THIS MEMORANDUM OF SCHEDULE #1 is effective as of February 28, 2006 by and between Wells Fargo Equipment Finance, Inc., d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY ("Lessor"), and CONAGRA FOODS, INC., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 of even date herewith between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

Wells Fargo Equipment Finance, Inc., d/b/a
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: *Regine Barragan*
Name: *Regine Barragan*
Title: *AVP*

CONAGRA FOODS, INC.
Lessee

By: _____
Name:
Title:

MEMORANDUM OF SCHEDULE #1

THIS MEMORANDUM OF SCHEDULE #1 is effective as of February 28, 2006 by and between Wells Fargo Equipment Finance, Inc., d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY ("Lessor"), and CONAGRA FOODS, INC., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 of even date herewith between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

Wells Fargo Equipment Finance, Inc., d/b/a
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: _____
Name:
Title:

CONAGRA FOODS, INC.
Lessee

By:  _____
Name: JOHN F. GEHRING
Title: SVP, CONTROLLER

STATE OF Minnesota, CITY OF Minneapolis, TO WIT:

On this 28th day of February, 2006 before me appeared, Jacqueline P. Barragan, to me personally known, who being by me duly sworn, says that she is the AVP of Wells Fargo Equipment Finance, Inc., d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, that said instrument was signed on February 28, 2006, on behalf of said corporation, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Patti H. DeYoung
Notary Public

My commission expires:

STATE OF _____, CITY OF _____, TO WIT:

On this ___ day of February, 2006 before me appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____, of CONAGRA FOODS, INC., a Delaware Corporation, that said instrument was signed and sealed on _____, 2006 on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF _____, CITY OF _____, TO WIT:

On this ____ day of March, 2006 before me appeared, _____ to me personally known, who being by me duly sworn, says that he is the _____ of Wells Fargo Equipment Finance, Inc., d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, that said instrument was signed on _____, 2006 on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

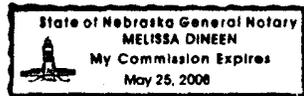
Notary Public

My commission expires:

STATE OF Nebraska, CITY OF Omaha, TO WIT:

On this 1 day of March, 2006 before me appeared, John Fiehring, to me personally known, who being by me duly sworn, says that he is a SVP, Controller, of CONAGRA FOODS, INC., a Delaware Corporation, that said instrument was signed and sealed on March 1, 2006 on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]



Melissa Dineen
Notary Public

My commission expires: 5/25/2008

EXHIBIT A

(to Memorandum of Schedule #1)

Description of Railcars:

(224) 5191 cubic ft., 110-ton covered hopper railcars with the following Reporting Marks and Numbers:

Car numbers:

WWLX961000	WWLX961038	WWLX961075	WWLX961112
WWLX961001	WWLX961039	WWLX961076	WWLX961113
WWLX961002	WWLX961040	WWLX961077	WWLX961114
WWLX961003	WWLX961041	WWLX961078	WWLX961115
WWLX961004	WWLX961042	WWLX961079	WWLX961116
WWLX961005	WWLX961043	WWLX961080	WWLX961117
WWLX961006	WWLX961044	WWLX961081	WWLX961118
WWLX961007	WWLX961045	WWLX961082	WWLX961119
WWLX961008	WWLX961046	WWLX961083	WWLX961120
WWLX961009	WWLX961047	WWLX961084	WWLX961121
WWLX961010	WWLX961048	WWLX961085	WWLX961122
WWLX961011	WWLX961049	WWLX961086	WWLX961123
WWLX961012	WWLX961050	WWLX961087	WWLX961124
WWLX961013	WWLX961051	WWLX961088	WWLX961125
WWLX961014	WWLX961052	WWLX961089	WWLX961126
WWLX961015	WWLX961053	WWLX961090	WWLX961127
WWLX961016	WWLX961054	WWLX961091	WWLX961128
WWLX961017	WWLX961055	WWLX961092	WWLX961129
WWLX961018	WWLX961056	WWLX961093	WWLX961130
WWLX961019	WWLX961057	WWLX961094	WWLX961131
WWLX961020	WWLX961058	WWLX961095	WWLX961132
WWLX961021	WWLX961059	WWLX961096	WWLX961133
WWLX961022	WWLX961060	WWLX961097	WWLX961134
WWLX961023	WWLX961061	WWLX961098	WWLX961135
WWLX961024	WWLX961062	WWLX961099	WWLX961136
WWLX961025	WWLX961063	WWLX961100	WWLX961137
WWLX961027	WWLX961064	WWLX961101	WWLX961138
WWLX961028	WWLX961065	WWLX961102	WWLX961139
WWLX961029	WWLX961066	WWLX961103	WWLX961140
WWLX961030	WWLX961067	WWLX961104	WWLX961141
WWLX961031	WWLX961068	WWLX961105	WWLX961142
WWLX961032	WWLX961069	WWLX961106	WWLX961143
WWLX961033	WWLX961070	WWLX961107	WWLX961144
WWLX961034	WWLX961071	WWLX961108	WWLX961145
WWLX961035	WWLX961072	WWLX961109	WWLX961146
WWLX961036	WWLX961073	WWLX961110	WWLX961147
WWLX961037	WWLX961074	WWLX961111	WWLX961148

WWLX961149	WWLX961169	WWLX961189	WWLX961209
WWLX961150	WWLX961170	WWLX961190	WWLX961210
WWLX961151	WWLX961171	WWLX961191	WWLX961211
WWLX961152	WWLX961172	WWLX961192	WWLX961212
WWLX961153	WWLX961173	WWLX961193	WWLX961213
WWLX961154	WWLX961174	WWLX961194	WWLX961214
WWLX961155	WWLX961175	WWLX961195	WWLX961215
WWLX961156	WWLX961176	WWLX961196	WWLX961216
WWLX961157	WWLX961177	WWLX961197	WWLX961217
WWLX961158	WWLX961178	WWLX961198	WWLX961218
WWLX961159	WWLX961179	WWLX961199	WWLX961219
WWLX961160	WWLX961180	WWLX961200	WWLX961220
WWLX961161	WWLX961181	WWLX961201	WWLX961221
WWLX961162	WWLX961182	WWLX961202	WWLX961222
WWLX961163	WWLX961183	WWLX961203	WWLX961223
WWLX961164	WWLX961184	WWLX961204	WWLX961224
WWLX961165	WWLX961185	WWLX961205	
WWLX961166	WWLX961186	WWLX961206	
WWLX961167	WWLX961187	WWLX961207	
WWLX961168	WWLX961188	WWLX961208	