

# 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-F FILED

SEP 13 '06 4-05 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

September 11, 2006

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 4, 2006, 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

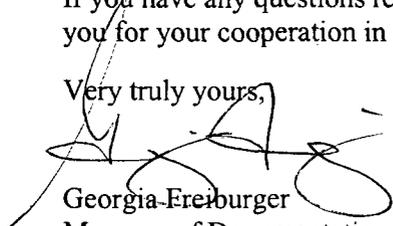
A description of the railroad equipment covered by the enclosed document is forty-four (44) 4750 cu. ft. covered hopper cars with NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$34.00 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) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(TYFO013)

ASSGN. NO.: TYFO013

MEMORANDUM OF LEASE

SEP 13 '06

4-05 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 4th day of April, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and TYSON FOODS, INC. ("Lessee"), a Delaware corporation.

SURFACE TRANSPORTATION BOARD 4/4

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. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 4, 2006, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 4th day of April, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 4th day of April, 2006.

Georgia Freiburger  
Notary Public

My Commission Expires:  
5-2008  
(Notary Public)



LESSEE:

TYSON FOODS, INC.

ATTEST:

SF By: Dennis Leatherby

Name: Dennis Leatherby

Title: SVP Finance & Treasurer & Interim CFO

SF By: Jenna R. Johnston

Name: Jenna R. Johnston

Title: Asst. Secretary

Executed on this 29<sup>th</sup> day of March, 2006

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Washington

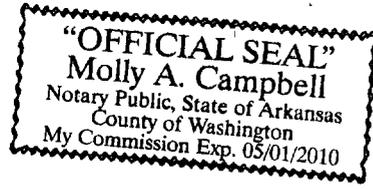
I, Molly A. Campbell, a Notary Public of the County and State aforesaid, certify that Dennis Leatherby personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29<sup>th</sup> day of March, 2006

Molly A. Campbell  
Notary Public

Commission Expires:

5-1-2010  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

DESCRIPTION OF RAILCARS TO BE PROVIDED

- I. NUMBER OF CARS: Up to fifty (50)
- II. DESCRIPTION OF CARS: Covered hopper cars loading to 268,000 lbs., 4700 cu. ft. capacity or greater.
- III. CAR NUMBERS:
- |             |             |
|-------------|-------------|
| NDYX 816403 | NDYX 823631 |
| NDYX 818801 | NDYX 826498 |
| NDYX 818803 | NDYX 826555 |
| NDYX 820971 | NDYX 826606 |
| NDYX 821032 | NDYX 826616 |
| NDYX 821057 | NDYX 826621 |
| NDYX 821088 | NDYX 826650 |
| NDYX 821459 | NDYX 827563 |
| NDYX 821669 | NDYX 827566 |
| NDYX 821680 | NDYX 827626 |
| NDYX 821690 | NDYX 827829 |
| NDYX 821732 | NDYX 827839 |
| NDYX 821904 | NDYX 828115 |
| NDYX 822109 | NDYX 828767 |
| NDYX 822128 | NDYX 830606 |
| NDYX 822163 | NDYX 830676 |
| NDYX 822226 | NDYX 832192 |
| NDYX 822425 | NDYX 832355 |
| NDYX 822766 | NDYX 832496 |
| NDYX 822810 | NDYX 832720 |
| NDYX 823090 | NDYX 832990 |
| NDYX 823630 |             |