

LAW OFFICES OF  
LOUIS E. GITOMER

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

August 31, 2007

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 17892-HH FILED

AUG 31 '07 -2 5 5 PM

Dear Secretary Williams:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of August 31, 2007. The primary document to which this is connected is recorded under Recordation No. 17892. We request that the copy of this document be recorded under Recordation No. 17892-HH.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

GATX Corporation  
Four Embarcadero Center  
Suite 2200  
San Francisco, CA 94111

Lessee:

ConAgra Foods, Inc. (f/k/a ConAgra, Inc.)  
One Conagra Drive  
Omaha, NE 68102

A description of the equipment covered by the Memorandum of Lease Agreement consists of 132 covered hopper cars numbered CAGX 1001-1005, inclusive, 1007-1013, inclusive, 1015, 1016, 1017, 1020, 1023, 1026, 1027, 1028, 1031, 1036-1044, inclusive, 1046, 1047, 1048, 1049, 1050, 1055, 1056, 1059, 1060, 1066-1071, inclusive, 1073-1076, inclusive, 1078, 1080-1085, inclusive, 1087, 1089, 1090, 1092, 1094-1099, inclusive, 1101, 1103, 1105-1109, inclusive, 1111, 1113, 1114, 1115, 1117-1122, inclusive, 1125, 1126, 1129-1132, inclusive, 1134, 1135, 1138, 1139, 1141, 1142, 1143, 1149-1152, inclusive, 1155, 1156, 1159, 1160, 1162, 1163, 1164, 1166-1169, inclusive, 1171, 1172, 1175, 1176, 1177, 1179, 1180, 1181, 1183-1187, inclusive, 1189, 1192, 1194-1198 inclusive, and 1678.

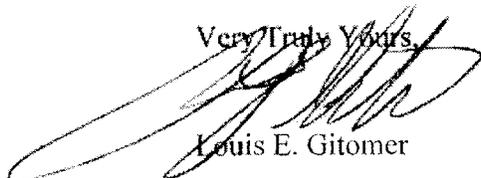
Honorable Vernon A. Williams  
August 31, 2007  
Page 2

A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between GATX Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and ConAgra Foods, Inc. (f/k/a ConAgra, Inc.), One Conagra Drive, Omaha, NE 68102, covering 132 covered hopper cars numbered CAGX 1001-1005, inclusive, 1007-1013, inclusive, 1015, 1016, 1017, 1020, 1023, 1026, 1027, 1028, 1031, 1036-1044, inclusive, 1046, 1047, 1048, 1049, 1050, 1055, 1056, 1059, 1060, 1066-1071, inclusive, 1073-1076, inclusive, 1078, 1080-1085, inclusive, 1087, 1089, 1090, 1092, 1094-1099, inclusive, 1101, 1103, 1105-1109, inclusive, 1111, 1113, 1114, 1115, 1117-1122, inclusive, 1125, 1126, 1129-1132, inclusive, 1134, 1135, 1138, 1139, 1141, 1142, 1143, 1149-1152, inclusive, 1155, 1156, 1159, 1160, 1162, 1163, 1164, 1166-1169, inclusive, 1171, 1172, 1175, 1176, 1177, 1179, 1180, 1181, 1183-1187, inclusive, 1189, 1192, 1194-1198 inclusive, and 1678.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosure

AUG 31 '07 -2 5 5 PM

## SURFACE TRANSPORTATION BOARD

EXECUTION VERSION

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT, dated as of August 31, 2007 by GATX Corporation, a New York corporation (the "Lessor") and ConAgra Foods, Inc. (f/k/a ConAgra, Inc.), a Delaware corporation (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Lease Agreement and Rider No. 1 thereto, each dated as of the date hereof (each as amended, modified or supplemented from time to time and collectively, the "Lease"), covering the railcars listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

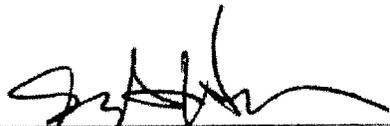
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties, by this instrument the Lessor confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and each of the Parties hereto confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Equipment Lease Agreement may be executed by the Parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Memorandum of Lease Agreement has been duly executed by the Parties hereto as of the date first above written.

CONAGRA FOODS, INC. (f/k/a CONAGRA, INC.), as Lessee

By:   
Name: Gregory A. Heckman  
Title: President + COO

GATX CORPORATION, as Lessor

By: \_\_\_\_\_  
Name:  
Title:

STATE OF Nebraska )

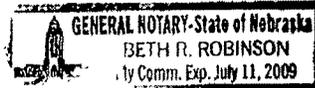
) SS:

COUNTY OF Douglas )

On August 28, 2007, before me, Beth R. Robinson, Notary Public, personally appeared Gregory A. Heckman, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Beth R. Robinson

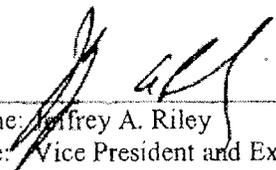


IN WITNESS WHEREOF, this Memorandum of Lease Agreement has been duly executed by the Parties hereto as of the date first above written.

CONAGRA FOODS, INC. (f/k/a CONAGRA, INC.), as Lessee

By: \_\_\_\_\_  
Name:  
Title:

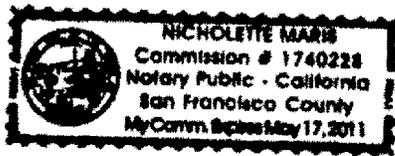
GATX CORPORATION, as Lessor

By:  \_\_\_\_\_  
Name: Jeffrey A. Riley  
Title: Vice President and Executive Director – Structured Finance

State of California                    )  
  )  
County of San Francisco            )

On August 29, 2007 before me, Nicholette Maris, Notary Public, personally appeared Jeffrey A. Riley, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



*Nicholette Maris*  
\_\_\_\_\_  
Notary Public  
My Commission expires: May 17, 2011

**SCHEDULE A**

**Equipment**

**# Railcars**

**Reporting Marks**

**Casualty Marks**

132	CAGX 1001-1005, inclusive, 1007-1013, inclusive, 1015, 1016, 1017, 1020, 1023, 1026, 1027, 1028, 1031, 1036-1044, inclusive, 1046, 1047, 1048, 1049, 1050, 1055, 1056, 1059, 1060, 1066-1071, inclusive, 1073-1076, inclusive, 1078, 1080-1085, inclusive, 1087, 1089, 1090, 1092, 1094-1099, inclusive, 1101, 1103, 1105-1109, inclusive, 1111, 1113, 1114, 1115, 1117-1122, inclusive, 1125, 1126, 1129-1132, inclusive, 1134, 1135, 1138, 1139, 1141, 1142, 1143, 1149-1152, inclusive, 1155, 1156, 1159, 1160, 1162, 1163, 1164, 1166-1169, inclusive, 1171, 1172, 1175, 1176, 1177, 1179, 1180, 1181, 1183-1187, inclusive, 1189, 1192, 1194-1198 inclusive, and 1678.	None
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