

RECORDATION NO 21740-I FILED

NOV 13 '07

4-27 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

November 8, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street, Suite 100
Washington, D. C. 20024
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 October 31, 2007, 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 Surface Transportation Board under Recordation Number 21740.

The names and addresses of the parties to the enclosed document are:

| | |
|---|---|
| <p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p> | <p>Lessee: Conagra Foods, Inc. 11 Conagra Drive, Suite 5023 Omaha, NE 68102-5023</p> |
|---|---|

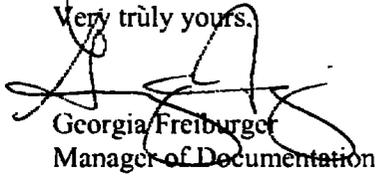
A description of the railroad equipment covered by the enclosed document is twenty one (21) 5000 cu. ft. covered hopper cars, with NDYX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$35.00 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 Freiburg
Manager of Documentation

Enclosures
(CONA056)

ASSGN. NO.: CONA056

NOV 13 '07

4-27 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of October, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CONAGRA FOODS, INC. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 40 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, _____, 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: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKY

Title: ASST. DIRECTOR OF DOCUMENTATION Executed on this 31st day of October, 2007.

[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 23rd day of October, 2007.

[Signature]
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:
CONAGRA FOODS, INC.,

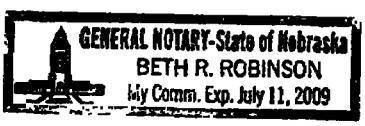
ATTEST:

By: [Signature]
Name: Gregory A. Heckman
Title: President + COO

By: Beth R. Robinson
Name: Beth R. Robinson
Title: Notary, 2007.

Executed on this 23 day of October

[CORPORATE SEAL]



STATE OF Nebraska
COUNTY OF Douglas

I, Beth R. Robinson, a Notary Public of the County and State aforesaid, certify that Gregory A. Heckman 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 23 day of October, 2007.

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Twenty-one (21)
- II. DESCRIPTION OF CARS: Lined Pressure Differential Covered Hopper Cars loading to 286,000 lb.
GRL. 5000 cu. ft. capacity, 1996 built
- III. CAR NUMBERS:
- | | |
|------|--------|
| NDYX | 893330 |
| NDYX | 893331 |
| NDYX | 893333 |
| NDYX | 893335 |
| NDYX | 893337 |
| NDYX | 893338 |
| NDYX | 893339 |
| NDYX | 893340 |
| NDYX | 893341 |
| NDYX | 893342 |
| NDYX | 893343 |
| NDYX | 893345 |
| NDYX | 893346 |
| NDYX | 893348 |
| NDYX | 893349 |
| NDYX | 893350 |
| NDYX | 893351 |
| NDYX | 893352 |
| NDYX | 893353 |
| NDYX | 893355 |
| NDYX | 893357 |