

RECORDATION NO. 24446-H FILED

FEB 20 '08

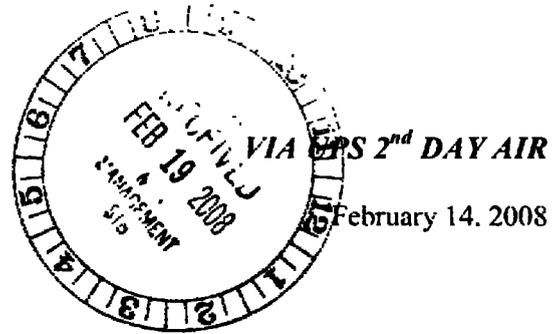
11-55 AM

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



Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 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 one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated February 12, 2008, 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 Steven Port Drive  
Dakota Dunes, SD 57049

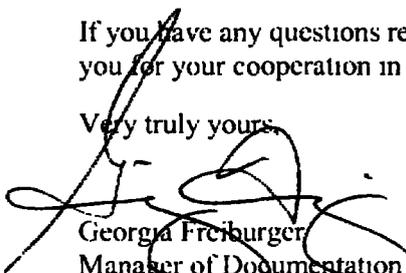
A description of the railroad equipment covered by the enclosed document is twenty (20) 4750 cu. ft. covered hopper cars with FURX and NDYX marks (see Exhibit A for car numbers).

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 Freiburger  
Manager of Documentation

Enclosures

(1)(ENCLOSURE)

ASSGN. NO.: TYFO018

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12 day of February, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Tyson Foods, Inc. ("Lessee"), a Delaware corporation.

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. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 4, 2007, 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 Grokulska

Name: SUSAN GROKULSKY

ASST DIRECTOR OF

Title: DOCUMENTATION

Executed on this 12<sup>th</sup> day of February, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

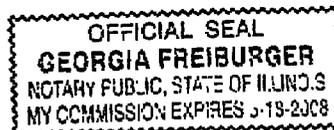
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of February, 2008.

Georgia Freiburger  
Notary Public

Commission Expires:

5-2008  
(Notary Public)



LESSEE:

TYSON FOODS, INC.

ATTEST:

By: *Dennis Leatherby*  
 Name: Dennis Leatherby  
 Title: SVP Finance & Treasurer

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

Executed on this 29 day of January, 2008.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Washington

I, Teresa Leigh Pace, 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 day of January, 2008.

*Teresa Leigh Pace*  
 Notary Public

Commission Expires: 7-1-10

\_\_\_\_\_  
(Notary Public)



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

NUMBER OF CARS:           Twenty (20)

DESCRIPTION OF CARS:    Covered hopper cars, loading to 263,000 or 268,000 lbs., 4750 cu. ft. or greater, equipped with vibrator brackets.

CAR NUMBERS:

FURX	823875
FURX	823976
FURX	824113
FURX	824117
FURX	824122
FURX	824156
FURX	824170
FURX	828812
FURX	828816
FURX	828827
FURX	828837
FURX	828838
FURX	828865
FURX	828869
FURX	828871
NDYX	824002
NDYX	824011
NDYX	824014
NDYX	824041
NDYX	824185