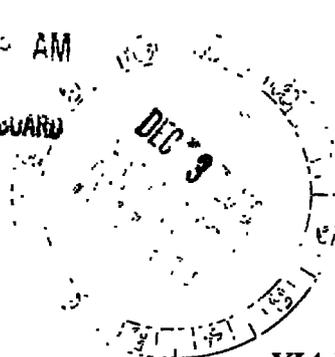


RECORDATION NO. 29562 FILED

DEC 08 '10 - 10 40 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

December 1, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 November 18, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Perdue Agribusiness Incorporated
31149 Old Ocean City Road
Salisbury, MD 21804

A description of the railroad equipment covered by the enclosed document is for twenty nine (29) covered hopper cars having FURX and UMPX 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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(PEAG003)

ASSGN. NO.: PEAG003

DEC 06 '10 -10 48 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of November, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Perdue Agribusiness Incorporated ("Lessee"), a Maryland corporation, as successor in interest to Perdue Farms, Inc.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 3, 2001, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 25, 2010, 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: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 18th day of November, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

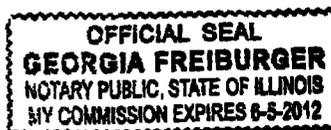
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of November, 2010.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

PERDUE AGRIBUSINESS INCORPORATED

ATTEST:

By: Sharon G. Clark

Name: Sharon G. Clark

Title: VP Transportation

By: M Kathleen Howe

Name: M Kathleen Howe

Title: Rail Fleet Administrator

Executed on this 10th day of November, 2010.

[CORPORATE SEAL]

STATE OF Maryland

COUNTY OF Wicomico

I, M. Kathleen Howe, a Notary Public of the County and State aforesaid, certify that Sharon G. Clark 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 10th day of November, 2010

M Kathleen Howe

Notary Public

Commission Expires:

October 11, 2013

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-nine (29)

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars, loading to 263,000 lbs. and
268,000 lbs.

CAR NUMBERS:

FURX	004099
FURX	004117
FURX	463179
FURX	463191
FURX	463212
FURX	463215
FURX	463230
FURX	821496
FURX	823851
FURX	824119
FURX	824329
FURX	824653
FURX	826260
FURX	826796
FURX	826839
FURX	826861
FURX	826934
FURX	828368
FURX	828452
FURX	828848
FURX	829666
FURX	830012
FURX	830206
FURX	830233
FURX	830966
UMPX	012181
UMPX	480836
UMPX	482566
UMPX	483133