

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 17892-MM FILED

MAY 25 '11 -3 1 0 PM

SURFACE TRANSPORTATION BOARD

May 25, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W
Washington, D.C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Lease Agreement, dated as of May 2, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Numbers 17892-S and 17892-T.

The name and address of the party to the enclosed document are:

Owner Trustee/
Lessor: Wilmington Trust Company (as assignee of
Pitney Bowes Credit Corporation)
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

[Lessee: Conagra Inc
One Conagra Drive
Omaha NE 68102]

Chief
Section of Administration
May 25, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

545 covered hopper railcars within the series CAGX 1058 – CAGX 1800 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Notice of Full Termination of Lease Agreement.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,


✓ Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 17892-MM FILED

NOTICE OF FULL TERMINATION
OF LEASE AGREEMENT

MAY 25 '11 -3 1 0 PM

SURFACE TRANSPORTATION BOARD

This Notice of Full Termination of Lease Agreement, dated as of MAY 2, 2011 2011, is made by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee") and Lessor.

WHEREAS, Pitney Bowes Credit Corporation ("PBCC"), as Lessor, entered into that certain Master Equipment Lease Agreement No. 1801174, dated as of April 24, 1992, and that certain Lease Schedule No. 818 attached thereto (collectively, the "Lease") with ConAgra, Inc., as Lessee, covering five hundred and forty-five (545) covered hopper railcars bearing CAGX reporting marks and road numbers identified in Exhibit A attached hereto; and

WHEREAS, a Memorandum of the aforesaid Lease was filed with the Surface Transportation Board (the "Board") on April 29, 1996 under Recordation Number 17892-S;

WHEREAS, by that certain Master Purchase and Assignment Agreement, dated as of December 1, 1996, (the "Assignment") PBCC assigned its interest as Lessor in the Lease to Wilmington Trust Company as Owner Trustee; and

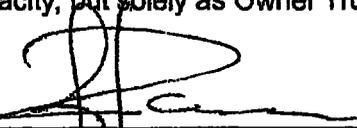
WHEREAS, a Memorandum of the aforesaid Assignment was filed with the Board on December 20, 1996 under Recordation Number 17892-T; and

WHEREAS, the aforesaid Lease has been terminated pursuant to its terms and all duties and obligations under the Lease have been fulfilled;

NOW, THEREFORE, this Notice of Full Termination of Lease Agreement is recorded for the purpose of fully terminating of record in the files of the Board the aforesaid Lease, including with respect to equipment listed on Exhibit A hereto.

IN WITNESS WHEREOF, the Owner Trustee has executed this Memorandum of Full Termination of Lease Agreement as of the day, month and year first hereinabove written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By: 
Name: Jose L. Paredes
Title: Assistant Vice President

STATE OF DELAWARE
COUNTY OF NEW CASTLE

On this 25 day of May, 2011 before me personally appeared Jose L. Paredes, to me personally known, who being by me duly sworn, says that he/she is the Assistant Vice President of Wilmington Trust Company (the "Company"), that the foregoing instrument was signed on behalf of the Company, as Owner Trustee, by authority of its Board of Directors, and her/she acknowledged that the execution of the foregoing instrument was the free act and deed of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal

Notary Public

My Commission Expires.


PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 6, 2012



EXHIBIT A

**Five Hundred and Forty Five (545) New Trinity 5161 Cubic Foot Covered Hopper Railcars
with Reporting Marx CAGX bearing running numbers shown below:**

1058	1241	1283	1325	1367	1409	1451	1493	1535	1577	1619	1661	1760
1064	1242	1284	1326	1368	1410	1452	1494	1536	1578	1620	1662	1761
1201	1243	1285	1327	1369	1411	1453	1495	1537	1579	1621	1663	1762
1202	1244	1286	1328	1370	1412	1454	1496	1538	1580	1622	1664	1763
1203	1245	1287	1329	1371	1413	1455	1497	1539	1581	1623	1665	1764
1204	1246	1288	1330	1372	1414	1456	1498	1540	1582	1624	1666	1765
1205	1247	1289	1331	1373	1415	1457	1499	1541	1583	1625	1667	1766
1206	1248	1290	1332	1374	1416	1458	1500	1542	1584	1626	1668	1767
1207	1249	1291	1333	1375	1417	1459	1501	1543	1585	1627	1669	1768
1208	1250	1292	1334	1376	1418	1460	1502	1544	1586	1628	1670	1769
1209	1251	1293	1335	1377	1419	1461	1503	1545	1587	1629	1671	1770
1210	1252	1294	1336	1378	1420	1462	1504	1546	1588	1630	1672	1771
1211	1253	1295	1337	1379	1421	1463	1505	1547	1589	1631	1673	1772
1212	1254	1296	1338	1380	1422	1464	1506	1548	1590	1632	1674	1773
1213	1255	1297	1339	1381	1423	1465	1507	1549	1591	1633	1675	1774
1214	1256	1298	1340	1382	1424	1466	1508	1550	1592	1634	1679	1775
1215	1257	1299	1341	1383	1425	1467	1509	1551	1593	1635	1692	1776
1216	1258	1300	1342	1384	1426	1468	1510	1552	1594	1636	1693	1777
1217	1259	1301	1343	1385	1427	1469	1511	1553	1595	1637	1696	1778
1218	1260	1302	1344	1386	1428	1470	1512	1554	1596	1638	1699	1779
1219	1261	1303	1345	1387	1429	1471	1513	1555	1597	1639	1704	1780
1220	1262	1304	1346	1388	1430	1472	1514	1556	1598	1640	1707	1781
1221	1263	1305	1347	1389	1431	1473	1515	1557	1599	1641	1711	1782
1222	1264	1306	1348	1390	1432	1474	1516	1558	1600	1642	1726	1783
1223	1265	1307	1349	1391	1433	1475	1517	1559	1601	1643	1730	1784
1224	1266	1308	1350	1392	1434	1476	1518	1560	1602	1644	1731	1785
1225	1267	1309	1351	1393	1435	1477	1519	1561	1603	1645	1733	1786
1226	1268	1310	1352	1394	1436	1478	1520	1562	1604	1646	1734	1787
1227	1269	1311	1353	1395	1437	1479	1521	1563	1605	1647	1735	1788
1228	1270	1312	1354	1396	1438	1480	1522	1564	1606	1648	1737	1789
1229	1271	1313	1355	1397	1439	1481	1523	1565	1607	1649	1738	1790
1230	1272	1314	1356	1398	1440	1482	1524	1566	1608	1650	1739	1791
1231	1273	1315	1357	1399	1441	1483	1525	1567	1609	1651	1740	1792
1232	1274	1316	1358	1400	1442	1484	1526	1568	1610	1652	1742	1793
1233	1275	1317	1359	1401	1443	1485	1527	1569	1611	1653	1748	1794
1234	1276	1318	1360	1402	1444	1486	1528	1570	1612	1654	1750	1795
1235	1277	1319	1361	1403	1445	1487	1529	1571	1613	1655	1751	1796
1236	1278	1320	1362	1404	1446	1488	1530	1572	1614	1656	1752	1797
1237	1279	1321	1363	1405	1447	1489	1531	1573	1615	1657	1753	1798
1238	1280	1322	1364	1406	1448	1490	1532	1574	1616	1658	1754	1799
1239	1281	1323	1365	1407	1449	1491	1533	1575	1617	1659	1755	1800
1240	1282	1324	1366	1408	1450	1492	1534	1576	1618	1660	1759	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/25/11



Robert W. Alvord