

RECORDATION NO. 24446-5 FILED

NOV 12 '10 -2 30 PM

SURFACE TRANSPORTATION BOARD

NOV 12 2010

RECEIVED

FIRST UNION RAIL

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

VIA UPS 2nd DAY AIR

November 10, 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 1, 2010, 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 primary Recordation Number 24446.

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: Tyson Foods, Inc.
800 Stevens Port Drive
Suite DD814B
Dakota Dunes, SD 57049

A description of the railroad equipment covered by the enclosed document is for twenty (20) covered hopper cars having 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 \$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

Enclosures

(TYFO022)

ASSGN. NO.: TYFO022

NOV 12 '10 -2 30 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of November, 2010, 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. 21 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 14, 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

ATTEST:

By: Richard F. Seymour

By: [Signature]

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 1st 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 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 1st day of November, 2010.

[Signature]
Notary Public

Commission Expires:

6-2012
(Notary Public)



LESSEE:

TYSON FOODS, INC.

ATTEST:

By: [Signature]

Name: Ted Jones

Title: VP & Treasurer

KD

By: [Signature]

Name: Kellen Davis

Title: SR Financial Analyst

Executed on this 26 day of October, 2010.

[CORPORATE SEAL]

STATE OF ARKANSAS

COUNTY OF WASHINGTON

I, Brett Worlow, a Notary Public of the County and State aforesaid, certify that Ted Jones 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 26 day of October, 2010.

[Signature]
Notary Public

Commission Expires:
1/26/15
(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
FURX	832157
NDYX	824002
NDYX	824011
NDYX	824014
NDYX	824041
Count;	20