

**WELLS  
FARGO**

Wells Fargo Rail  
9377 W. Higgins Rd.  
Suite 600  
Rosemont, IL 60018

wellsfargo.com

November 29, 2016

**RECORDATION NO. 21740-O  
FILED NOVEMBER 29, 2016 2:33 PM  
SURFACE TRANSPORTATION BOARD**

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Partial Termination of Lease**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) originally executed Memorandum of Partial Termination of Lease dated November 29, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease evidencing such Equipment duly filed with the Surface Transportation Board on April 10, 2003, June 10 2004 and November 3, 2006 under secondary recordation numbers 21740-C, 21740-G and 21740-H respectively.

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

Lessor: Wells Fargo Rail Corporation  
f/k/a First Union Rail Corporation  
9377 W. Higgins Rd, Suite 600  
Rosemont, IL 60018

Lessee: ConAgra Foods, Inc.  
11 ConAgra Drive, Suite 5023  
Omaha, NE 68102

The enclosed document is for 32 covered hopper cars marked: NDYX 516250 – NDYX 516324, n.i.; 17 covered hopper cars marked FURX 818222 – FURX 819141, n.i. and 25 covered hopper cars marked NDYX 818806 – NDYX 832976, n.i., which are terminated in all respects and no longer covered under the Lease.

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

Please accept this E-filing and invoice our account # 22860 in the amount of \$45.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

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  
Manager Contract Administration

Enclosures

(CONA030, 036, 053)

Together we'll go far



**MEMORANDUM OF PARTIAL TERMINATION OF LEASE**

**THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE** (the "Memorandum") dated as November 29, 2016 is made by Wells Fargo Rail Corporation, f/k/a First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of December 20, 1996, (collectively, the "Lease"), between Lessor and ConAgra Foods, Inc. (the "Lessee").

**W I T N E S S E T H:**

**WHEREAS**, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

**WHEREAS**, Lessor and Lessee entered into certain Memoranda of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on April 10, 2003, June 10, 2004 and November 3, 2006, with **secondary recordation numbers 21740-C, 21740-G and 21740-H** respectively.

**WHEREAS**, certain Equipment has been released and is no longer covered under the Lease; and,

**NOW, THEREFORE**, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memoranda of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Memorandum of Partial Termination of Lease so as to release the lien with respect to the Equipment.

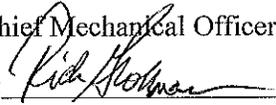
**IN WITNESS WHEREOF**, Wells Fargo Rail Corporation, as Lessor, has caused this Memorandum of Partial Termination of Lease to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

**LESSOR:**

WELLS FARGO RAIL CORPORATION

Name: Rick Grossman

Title: Chief Mechanical Officer

Signature: 

**EXHIBIT A  
TO  
MEMORANDUM OF PARTIAL TERMINATION OF LEASE**

**RIDER NO. 17**

NUMBER OF CARS:           Thirty-two (32)  
DESCRIPTION OF CARS:    Covered Hopper Cars  
CAR NUMBERS:

NDYX 516250  
NDYX 516256  
NDYX 516257  
NDYX 516258  
NDYX 516259  
NDYX 516260  
NDYX 516262  
NDYX 516263  
NDYX 516265  
NDYX 516267  
NDYX 516269  
NDYX 516270  
NDYX 516271  
NDYX 516272  
NDYX 516278  
NDYX 516281  
NDYX 516283  
NDYX 516286  
NDYX 516287  
NDYX 516288  
NDYX 516291  
NDYX 516292  
NDYX 516295  
NDYX 516296  
NDYX 516297  
NDYX 516298  
NDYX 516301  
NDYX 516304  
NDYX 516307  
NDYX 516318  
NDYX 516320  
NDYX 516324  
Count:       32

**EXHIBIT A  
TO  
MEMORANDUM OF PARTIAL TERMINATION OF LEASE**

**RIDER NO. 23**

NUMBER OF CARS:           Seventeen (17)

DESCRIPTION OF CARS:    Covered Hopper Cars

CAR NUMBERS:

FURX	818222	NDYX	818970
FURX	818722	NDYX	819025
FURX	818740	NDYX	819030
NDYX	818919	NDYX	819053
NDYX	818936	NDYX	819129
NDYX	818942	NDYX	819132
NDYX	818947	NDYX	819137
NDYX	818948	NDYX	819141
NDYX	818952	Count:	17

**RIDER NO. 37**

NUMBER OF CARS:           Twenty-five (25)

DESCRIPTION OF CARS:    Covered Hopper Cars

CAR NUMBERS:

NDYX	818806
NDYX	821589
NDYX	821684
NDYX	821702
NDYX	822118
NDYX	823634
NDYX	824346
NDYX	824473
NDYX	826670
NDYX	826895
NDYX	827560
NDYX	827564
NDYX	827602
NDYX	827714
NDYX	827848
NDYX	830377
NDYX	830582
NDYX	830589
NDYX	832012
NDYX	832325
NDYX	832424
NDYX	832425
NDYX	832433
NDYX	832673
NDYX	832976