Petersburg, Iowa
(Location Name)

CANCELLATION OF MEMORANDUM OF LEASE AGREEMENT

THIS CANCELLATION OF MEMORANDUM OF LEASE AGREEMENT, dated the 8th day of January, 1990, is by and between ConAgra Fertilizer Company, a Nebraska corporation, formerly known as The Cropmate Company, having its principal place of business at 700 East Hill Avenue, Suite 400, Knoxville, Tennessee, 37915 ("CFC") and James J. Manson ("Lessor"). Pursuant to the Mutual Lease Cancellation Agreement of even date herewith between CFC and Lessor incorporated herein by this reference, the Lease Agreement described in the following paragraph and also incorporated herein by this reference, is hereby cancelled and is of no further force and effect.

Under the Lease Agreement, CFC agreed to lease from Lessor the premises located in Petersburg, County of Delaware, State of Iowa, described in attached Exhibit "A".

This cancellation of Memorandum of Lease Agreement serves as notice that the Memorandum of Lease Agreement between CFC and Lessor, previously filed March 2, 1984 at Book W, Page 141 of the miscellaneous records* of Delaware County, Iowa, against the real property described in the attached Exhibit "A" is also cancelled.

Pursuant to this Cancellation of Memorandum of Lease Agreement, CFC has waived its option to extend the Lease, its option to purchase the premises during the term of the lease and its right of first refusal of any sale by the Lessor during the term of the Lease.

IN WITNESS WHEREOF, Lessor and CFC have respectively executed this Cancellation of Memorandum of Lease Agreement as of the date and year first written above.

*also filed at Chattel
Index 30 (dated 1-3-1984)

CONAGRA FERTILIZER COMPANY,
formerly known as
The Cropmate Company

By: Charles M. Shaw
Its: Vice-President

JAMES J. MANSON, Lessor

James J. Manson
James J. Manson

FILE No. 303-1597
RECORDING FEE $ 15.00
TRANSFER FEE $

FILED FOR RECORD THE 10 DAY OF January, 1990 AT 4:05 O'CLOCK P. M. BOOK 1 PAGE 194

STATE OF IOWA, DELAWARE COUNTY
Joan Sheppard, Recorder
Misc.

STATE OF IOWA)
)ss:
COUNTY OF DUBUQUE)

Before me, a Notary Public duly authorized and commissioned in and for said County, personally appeared James J. Manson, to me known to be the identical person who executed the above and foregoing Cancellation of Memorandum of Lease Agreement, and he acknowledged the execution thereof to be his voluntary act and deed for the purposes therein stated.

WITNESS my hand and Notarial Seal this 9th day of January, 1990.

Donald F. Moore
Notary Public

My commission expires:

August 19, 1991

STATE OF TENNESSEE)
)ss:
COUNTY OF KNOX)

On this 8th day of January, 19 90, before me, the undersigned, a Notary Public in and for said County and said State, personally appeared Charles M. Grau, to me personally known, who, being by me duly sworn, did say that he is the Vice-President of said corporation; that (no seal has been procured by the said) corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Vice-President as such officer acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and then by them voluntarily executed.

Mary O. Patterson
Notary Public

My commission expires:

November 19, 1990

EXHIBIT A

That part of the Southwest Quarter (SW 1/4) of the Southwest Quarter (SW 1/4) of Section Twenty One (21), Township Eighty Nine (89) North, Range Three (3), West of the Fifth Principal Meridian described as commencing at the Southwest corner of said Section Twenty One (21) and running thence North one thousand one hundred six and six-tenths (1106.6) feet along the West line of the Southwest Quarter (SW 1/4) of the Southwest Quarter (SW 1/4) of said Section Twenty One (21) to the centerline of the Chicago and North Western Railway Company, thence North 0° 00' East fifty five and three one-hundredths (55.03) feet, thence South 65 19' East thirty three and two one-hundredths (33.02) feet to the point of beginning, thence North 0° 00' East ninety four and fifty six one-hundredths (94.56) feet, parallel to and thirty (30.0) feet East of the West line of said Southwest Quarter (SW 1/4), thence South 65° 19' East one hundred ninety (190.00) feet, parallel to and one hundred thirty six (136.0) feet Northerly from the centerline of said Chicago and North Western Railway, thence South 24 41' West eighty six (86.0) feet, thence North 65° 19' West one hundred fifty and six-tenths (150.6) feet, parallel to and fifty (50.0) feet Northerly from said centerline, to the point of beginning.