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MEMORANDUM OF LEASE AND OPTION AGREEMENT

This Memorandum, dated for reference purposes only, September 15, 1989 (the "Effective Date"), is made by and between OPUS CORPORATION, a Minnesota corporation ("Opus") and CONAGRA, INC., a Delaware corporation ("ConAgra").

1. Lease. Opus hereby leases to ConAgra, on the terms and conditions of that certain Lease Agreement (Refrigerated Foods Building) between the parties hereto, of even date herewith (the "Lease"), that certain property, and all improvements thereon, described as Lot 17, Central Park East, an Addition to the City of Omaha, as surveyed, platted, recorded in Douglas County, Nebraska. The terms and conditions of the Lease are incorporated by this reference.

2. Terms. The term of the Lease is for twenty-five (25) years, commencing on the Commencement Date (as defined in the Lease), subject to earlier termination pursuant to the terms of the Lease.

3. Option. Opus hereby grants to ConAgra the option to purchase that property described as Lots 13, 14 and 17, Central Park East, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska, together with all buildings and improvements thereon (the "Option Property"), pursuant to the terms of that certain Option Agreement (the "Option Agreement"), of even date herewith, made by and between Opus and ConAgra. ConAgra has been granted the option to purchase the Option Property on the last day of the twenty-fifth Lease Year (as that term is defined in the Lease).

4. Addresses. The addresses of the parties are:

Opus: Opus Corporation
P.O. Box 150
Minneapolis, Minnesota 55440
Attn: Gene Haugland, President

ConAgra: ConAgra, Inc.
ConAgra Center
One Central Park Plaza
Omaha, Nebraska 68102
Attn: Controller

5. Purpose of Memorandum. This Memorandum is prepared for the purpose of recordation and it in no way modifies the Lease or the Option Agreement.

6. Restrictive Covenants. The parties hereto recognize that ConAgra previously conveyed to Opus Lot 17, Central Park East, an Addition to the City of Omaha, as surveyed, platted and recorded in Douglas County, Nebraska, and in conjunction with

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