



First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECEIVED
SURFACE TRANSPORTATION
BOARD

April 2, 1998

APR 17 12 50 PM '98

RECORDATION NO. 21336 FILED

APR 17 '98

12-50PM



VIA FEDERAL EXPRESS

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 22, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

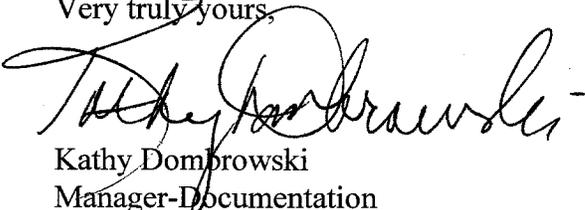
Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Thompson Transportation, Inc./Thompson Industries
4260 Arkansas Avenue South
Russellville, AR 72801

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 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.

Very truly yours,


Kathy Dombrowski
Manager-Documentation

Enclosures
(TOM002)

ASSIGN: TOM002

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22nd day of March, 1996, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor"), and Thompson Transportation, a subsidiary of Thompson Industries ("Lessee").

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 22, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

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

By: *J. Thomas*

Name: JACK THOMAS
President

Title: _____

ATTEST:

By: *Michelle Berg*

Name: Michelle Berg

Title: Office Manager

Executed on this 30 day of March, 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of March, 1998.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

THOMPSON TRANSPORTATION,
a subsidiary of THOMPSON INDUSTRIES

By: Michael McSheehy

Name: MICHAEL McSHEEHY

Title: DIRECTOR OF Corporate Development

ATTEST:

By: Kenneth Reame

Name: Kenneth Reame

Title: Vice President

Executed on this 25th day of March, 1998.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Perry

I, Karen Burge, a Notary Public in and for said state and county, certify that Michael McSheehy personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of March, 1998.

Karen Burge
Notary Public

My Commission Expires:

10/23/99
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

Twelve (12) Centerbeam Flatcars

Car Numbers

UMP 009824
UMP 009826
UMP 009827
UMP 009828
UMP 009831
UMP 009834
UMP 009835
UMP 009836
UMP 009837
UMP 009839
UMP 009840
UMP 009841