

December 23, 1996

Secretary
Surface Transportation Board
Washington, D.C. 20423-0001

RECORDATION NO. 20529 FILED 1425
FEB 3 1997 - 9 50 AM

Re: **Memorandum of Lease Agreement**

Dear Secretary:

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

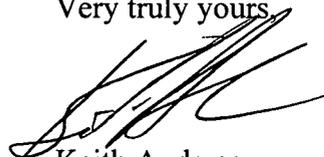
Lessee: Thompson Industries
4260 Arkansas Avenue South
Russellville, AR 72801

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto.

Also enclosed is a check in the amount of \$2,000 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original of the enclosed document to the undersigned.

Very truly yours



Keith Andersen
Manager-Documentation

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

2/3/97

Keith Andersen
Manager-Documentation
First Union Rail Corporation
One O'Hare Center
6250 River Road, Ste. 5000
Rosemont, Illinois 60018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/3/97 at 69:50AM, and assigned recordation number(s). 20529, 20530, 20531, 20532 and 20533.

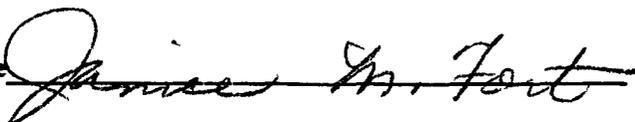
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ ~~110.00~~ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



0129A

RECORDATION NO 20529
FEB 3 1997 9 50 AM

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 ("Lessor"), a North Carolina corporation, and THOMPSON INDUSTRIES ("Lessee"), a Arkansas corporation.

WITNESSETH:

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

ATTEST:

By: [Signature]
Name: JOHN J. THOMAS
Title: President

By: Michelle Berg
Name: Michelle Berg
Title: Office Manager

Executed on this 19th day of December 1996.

[CORPORATE SEAL]

0129A

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally came before me this day and acknowledged that (s)he is President ~~Secretary~~ of First Union Real Corp. a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal and attested by Michelle Berg as its _____ ~~Secretary~~.

WITNESS my hand and official stamp or seal, this 19th day of December, 1996.

Michelle Berg
Notary Public

My Commission Expires:

7/18/98
(Notary Public)



LESSEE:

[NAME OF CORPORATION]

ATTEST:

By: [Signature]

Name: Michael McSheehy

Title: Transportation Mgr.

By: [Signature]

Name: Karen Burge

Title: Secretary-Treasurer

Executed on this 10 day of December, 1996



[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Pope

I, Cynthia Renee' Smith-Short, a Notary Public of the County and State aforesaid, certify that Karen Burge personally came before me this day and acknowledged that (s)he is _____ Secretary of Thompson Industries, a Arkansas corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its transportation ^{mgr.} President, sealed with its corporate seal and attested by Karen Burge as its _____ Secretary.

WITNESS my hand and official stamp or seal, this 10 day of December, 1996.

Cynthia Renee' Smith-Short
Notary Public

My Commission Expires:

8-01-01
(Notary Public)



SCHEDULE 1 - DESCRIPTION OF EQUIPMENT

04-Dec-96

<u>ASSIGNMENT</u>	<u>CARINIT</u>	<u>CARNUM</u>	<u>CARTYPE</u>	<u>NO OF CARS</u>
TOM001				
	NOKL	063099	F383	1
	NOKL	063092	F383	1
	NOKL	063086	F383	1
	NOKL	063084	F383	1
	NOKL	063074	F383	1
	NOKL	063066	F383	1
	NOKL	063063	F383	1
	NOKL	063054	F383	1
	NOKL	063050	F383	1
	NOKL	063039	F383	1
	NOKL	063023	F383	1
	NOKL	063008	F383	1
	NOKL	063000	F383	1

Grand Total:

13