



First Union Rail Corporation
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 Fax 847 318-7588

VIA UPS NEXT DAY AIR

July 12, 2001

Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

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, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22264.

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

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Thompson Industries, Inc. 4260 S. Arkansas Ave Russellville, AR 72801</p>
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A description of the railroad equipment covered by the enclosed document is twenty-three (23) 60'8" centerbeam flat cars with car numbers NOKL 728025-728224, non-inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Thompson Industries, Inc., Lessee, covering 23 60'8" centerbeam flat cars with car numbers NOKL 728025-728224, non-inclusive.

Also enclosed is a check in the amount of \$28.00 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 along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
 Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(TOM010)

RECORDATION NO. 22264-E FILED

JUL 16 '01 4-55 PM
 TS
 SURFACE TRANSPORTATION BOARD

ASSGN. NO. TOM010

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22 day of March, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THOMPSON INDUSTRIES ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 22, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2001 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: [Signature]
Name: [Signature]
Title: [Signature]

Executed on this 28th day of March, 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS

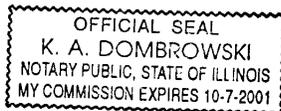
COUNTY OF COOK

I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR 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 28th day of March, 2001.

K. A. Dombrowski
Notary Public

My Commission Expires:
10-7-2001
(Notary Public)



RECORDATION NO. 22264-E FILED

JUL 16 '01 4-55 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

THOMPSON INDUSTRIES

By: [Signature]
Name: Kenneth L. Renfro
Title: Vice President

ATTEST:

By: [Signature]
Name: Faren Fung
Title: Secretary-Treasurer

Executed on this 22nd day of March, 2001.

[CORPORATE SEAL]

STATE OF ARKANSAS
COUNTY OF POPE

I, ANNA DAVIS, a Notary Public of the County and State aforesaid, certify that KENNETH RENFRO 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 22 day of MARCH, 2001.

[Signature]
Notary Public

Commission Expires:

2-1-08
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-three (23)

DESCRIPTION OF CARS: 60' 8" Centerbeam Flat Cars

CAR NUMBERS:

NOKL 728025	NOKL 728043
NOKL 728026	NOKL 728044
NOKL 728029	NOKL 728045
NOKL 728032	NOKL 728046
NOKL 728033	NOKL 728047
NOKL 728034	NOKL 728048
NOKL 728035	NOKL 728049
NOKL 728037	NOKL 728211
NOKL 728038	NOKL 728219
NOKL 728039	NOKL 728222
NOKL 728040	NOKL 728224
NOKL 728042	