



RECORDATION NO. 22264 FILED

SEP 13 '05

2-29 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

September 9, 2005

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 three (3) originals of a Memorandum of Lease Agreement, dated March 7, 2005, 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 22265.

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 South Arkansas Ave.
Russellville, AR 72801

A description of the railroad equipment covered by the enclosed document is sixteen (16) 52' gondola cars, with NOKL marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$33.00 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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

Georgia Freiburger
Manager of Documentation

Enclosures

(TOM017)

ASSGN. NO.: TOM017

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of March, 2005 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Thompson Industries, an 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 pursuant to Rider No. 17 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of January 22, 2005, 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: Theresa Catapano
Name: THERESA CATAPANO
Title: MGR. OF DOCUMENTATION

Executed on this 7th day of MARCH, 2005

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 7th day of March, 2005

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

THOMPSON INDUSTRIES

ATTEST:

By: [Signature]
Name: Michael D. Bussell
Title: Secretary/Treasurer

By: [Signature]
Name: Kenneth J. Kenfro
Title: Vice President

Executed on this 22 day of February, 2005.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Pepe

I, Eva Davis, a Notary Public of the County and State aforesaid, certify that Kenneth Kenfro personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of February, 2005.

[Signature]
Notary Public

My Commission Expires:
2-1-08
(Notary Public)

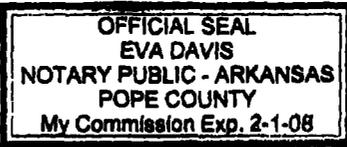


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventeen (17)

DESCRIPTION OF CARS: 52'6" gondola cars

CAR NUMBERS:

NOKL 310823
NOKL 310885
NOKL 310997
NOKL 311041
NOKL 311154
NOKL 315101
NOKL 315147
NOKL 315175
NOKL 315189
NOKL 315190
NOKL 315191
NOKL 315252
NOKL 315272
NOKL 315313
NOKL 315813
NOKL 315861