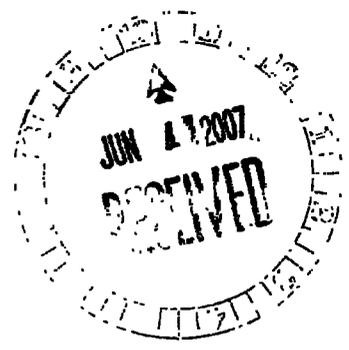


RECORDATION NO. 22264-F FILED

JUN 04 '07

12-47 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

May 31, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street, Suite 100
Washington, D. C. 20024
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 one (1) copy of a Memorandum of Lease Agreement dated May 2, 2007, 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 Surface Transportation Board under Recordation Number 22264.

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

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

Lessee: Thompson Industries, Inc.
4260 S. Arkansas Avenue
Russellville, AR 72801

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 60' 8" Centerbeam flat cars; having 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 \$35.00 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) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures
(TOM027A/B)

ASSGN. NO.: TOM027A/B

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of May, 2007, 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. to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2007 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
Vice President Sales & Marketing

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: _____

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 2nd day of May, 2007.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COCK

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 2nd day of May, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

THOMPSON INDUSTRIES

By: Clayton Bryson

Name: Clayton Bryson

Title: Transportation Mgr.

ATTEST:

By: [Signature]
Name: Haren Burge
Title: Secretary/Treasurer

Executed on this 30th day of April, 2007

[CORPORATE SEAL]

STATE OF ARKANSAS

COUNTY OF POPE

I, ANNA DAVIS, a Notary Public of the County and State aforesaid, certify that CLAYTON BRYSON 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 30 day of APRIL, 2007

[Signature]
Notary Public

Commission Expires:

2-1-08
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 60' 8" Centerbeam Flat Cars (2-F383 and 23-F483)

CAR NUMBERS:

NOKL	63074
NOKL	63084
NOKL	728025
NOKL	728026
NOKL	728029
NOKL	728032
NOKL	728033
NOKL	728034
NOKL	728035
NOKL	728037
NOKL	728038
NOKL	728039
NOKL	728040
NOKL	728042
NOKL	728043
NOKL	728044
NOKL	728045
NOKL	728046
NOKL	728047
NOKL	728048
NOKL	728049
NOKL	728211
NOKL	728219
NOKL	728222
NOKL	728224