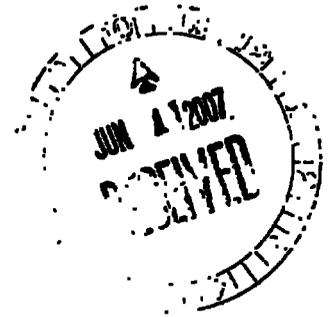


RECORDATION NO 22264 K .ED

JUN 04 '07

12-52 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 9, 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 22265.

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 (20) 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 Duffie
Rail Documentation Specialist

Enclosures
(TOM021)

ASSGN. NO.: TOM021

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of May, 2007 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. 21 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of March 8, 2006, 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: [Signature]
Name: K.A. Dombrowski
Title: Director of Documentation

By: [Signature]
Name: RICHARD F. SCYMURA
Title: Vice President Sales & Marketing
Executed on this 9th day of May, 2007

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SCYMURA 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 9th day of May, 2007.

[Signature]
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

THOMPSON INDUSTRIES

ATTEST:

By: [Signature]
Name: Laren Budge
Title: Secretary/Treasurer

By: Clayton Bryson
Name: Clayton Bryson
Title: TRANSPORTATION MANAGER

Executed on this 8th day of MAY, 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/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8 day of MAY, 2007.

[Signature]
Notary Public

My Commission Expires:

2-1-08
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 60' 8" 100-ton Centerbeam Flat Cars

CAR NUMBERS:

NOKL 728057
NOKL 728058
NOKL 728064
NOKL 728068
NOKL 728070
NOKL 728071
NOKL 728074
NOKL 728080
NOKL 728092
NOKL 728129
NOKL 728131
NOKL 728145
NOKL 728148
NOKL 728153
NOKL 728159
NOKL 728172
NOKL 728176
NOKL 728179
NOKL 728189
NOKL 728190