

RECORDATION NO 222646 FILE

DEC 04 '07

2-54 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
www.firstunionrail.com

VIA UPS 2nd DAY AIR

November 30, 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 November 19, 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 eight (28) 60' 8" centerbeam flat cars, having NOKI 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,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne
Rail Documentation Specialist

Enclosures
(10M028A B)

ASSGN. NO.: TOM028A/B

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19 day of November, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Thompson Industries, Inc. ("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. 28 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 31, 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
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 19th day of November, 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. 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 19th day of November, 2007.

[Signature]
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

THOMPSON INDUSTRIES, INC.

By: Clayton Bryson

Name: Clayton Bryson

Title: Transportation Manager

ATTEST:

By: Karen Burch

Name: Karen Burch

Title: Secretary / Treasurer

Executed on this 15 day of November 2007



[CORPORATE SEAL]

STATE OF ARKANSAS

COUNTY OF DOPE

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 15 day of NOVEMBER, 2007

Anna Davis
Notary Public

Commission Expires:

2-1-08
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-eight (28)

DESCRIPTION OF CARS: 60' 8" Centerbeam Flat Cars (2-F383 and 26-F483)

CAR NUMBERS:

NOKL	063074	F383
NOKL	063084	F383
NOKL	728010	F483
NOKL	728019	F483
NOKL	728020	F483
NOKL	728025	F483
NOKL	728026	F483
NOKL	728029	F483
NOKL	728032	F483
NOKL	728033	F483
NOKL	728034	F483
NOKL	728035	F483
NOKL	728037	F483
NOKL	728038	F483
NOKL	728039	F483
NOKL	728040	F483
NOKL	728042	F483
NOKL	728043	F483
NOKL	728044	F483
NOKL	728045	F483
NOKL	728046	F483
NOKL	728047	F483
NOKL	728048	F483
NOKL	728049	F483
NOKL	728211	F483
NOKL	728219	F483
NOKL	728222	F483
NOKL	728224	F483