

RECORDATION NO. 22264-0 FILED

MAY 05 '12 -3 46 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

May 6, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 April 19, 2011, 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 primary 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 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Thompson Industries, Inc.
4260 S. Arkansas Avenue
Russellville, AR 72802

A description of the railroad equipment covered by the enclosed document is for fifteen (15) flat cars having SMW 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 \$41.00 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.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(TOM039)

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ASSGN. NO.: TOM039

MEMORANDUM OF LEASE

~~STATE OF ILLINOIS~~ BOARD

19th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19th day of April, _____, 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 March 22, 1996, as amended, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 39 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 12, 2011 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

Title: _____

By: Susan Grokulska

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR
Title: OF DOCUMENTATION

Executed on this 19th day of April, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

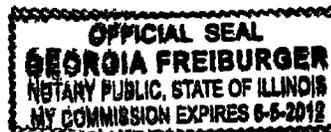
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of April, 2011.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

THOMPSON INDUSTRIES, INC.

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

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]



STATE OF ARKANSAS

COUNTY OF POPE

I, ANNA HENDRICKS, 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 APRIL, 2011.

Anna Hendricks
Notary Public

Commission Expires:

2-1-18
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: Centerbeam Flat Cars.

CAR NUMBERS:

SMW 734868
SMW 735771
SMW 735779
SMW 735796
SMW 735834
SMW 735890
SMW 735893
SMW 735897
SMW 735928
SMW 735937
SMW 735945
SMW 735977
SMW 735981
SMW 735982
SMW 735992