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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 23607 FILED

AUG 8 '01 10:11 AM

TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

July 30, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement dated November 30, 2000 a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Head Lessor: Banc of America Leasing
& Capital, LLC
555 California Street
San Francisco, CA 94104

Head Lessee: Dial and Companies, Inc.
3340 Camp Bowie Blvd
Ft. Worth, TX 76107

A description of the railroad equipment covered by the enclosed document is:

Up to 337 railcars currently within the series CWEX 4001 - CWEX 4345 to be re-marked COAX 4001 - COAX 4345

Mr. Vernon A. Williams
July 30, 2001
Page Two

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

Memorandum of Head Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF HEAD LEASE AGREEMENT

Memorandum of head lease agreement, made and entered into on November 30, 2000 by and between Banc of America Leasing & Capital, LLC, as head lessor (the "Head Lessor") and Dial and Companies, Inc., as head lessee (the "Head Lessee").

WITNESSETH:

The undersigned have entered into that certain head Lease Agreement dated as of November 30, 2000, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said head lease agreement.

Banc of America Leasing & Capital, LLC
By: William E. Bargerquist
Its: VICE PRESIDENT

Dial and Companies, Inc.
By: _____
Its: _____

State of California)
County of San Francisco) SS.
)

BEFORE ME, the undersigned notary, on this day personally appeared William E. Bargerquist, to me personally known who, being by me duly sworn, says that he is a Vice President of Banc of America Leasing & Capital, LLC ("Company"), that the above Memorandum of Head Lease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of November, 2000.

[SEAL]

My Commission Expires: August 19, 2001

Susan A. Scaletti
NOTARY PUBLIC

State of)
County of) SS.
)



BEFORE ME, the undersigned notary, on this day personally appeared _____, to me personally known who, being by me duly sworn, says that he/she is a _____ of Dial and Companies, Inc. ("Company"), that the above Memorandum of Head Lease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this _____ day of _____, 2000.

[SEAL]

My Commission Expires:

NOTARY PUBLIC

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF HEAD LEASE AGREEMENT

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WITNESSETH:

The undersigned have entered into that certain head Lease Agreement dated as of November 30, 2000, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said head lease agreement.

Banc of America Leasing & Capital, LLC

Dial and Companies, Inc.

By: _____

By: [Signature]

Its: _____

Its: [Signature]

State of California)
County of San Francisco) SS.
)

BEFORE ME, the undersigned notary, on this day personally appeared William E. Bargaquist, to me personally known who, being by me duly sworn, says that he is a Vice President of Banc of America Leasing & Capital, LLC ("Company"), that the above Memorandum of Head Lease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this _____ day of _____, 2000.

[SEAL]

NOTARY PUBLIC

My Commission Expires:

State of Texas)
County of Tarrant) SS.
)

BEFORE ME, the undersigned notary, on this day personally appeared Dorell Diel, to me personally known who, being by me duly sworn, says that he/she is a President of Dial and Companies, Inc. ("Company"), that the above Memorandum of Head Lease Agreement was signed on behalf of the said Company by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 30th day of November, 2000.

[SEAL]

[Signature]
NOTARY PUBLIC

My Commission Expires: 9-29-02

340224

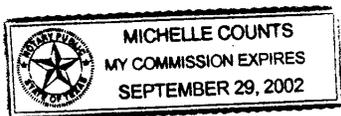


EXHIBIT A TO
MEMORANDUM OF HEAD LEASE AGREEMENT

Description of Leased Equipment

- (a) Up to 337 Aluminum BethGon Coalporter 286,000 gross rail load Units manufactured by Johnstown America Corporation, Freight Unit Division, in 1996 presently bearing numbers in the series CWEX 4001 to CWEX 4345 to be renumbered in the series COAX 4001 to COAX4345.