



CORPORATION SERVICE COMPANY



RECORDATION NO. 26401 FILED

JUN 20 '06

3-52 PM

SURFACE TRANSPORTATION BOARD

June 19, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RE: 186604/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 10, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **DIAL & COMPANIES, INC**
3340 Camp Bowie Blvd., Fort Worth, TX 76107

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **DIAL & COMPANIES, INC.** covering 122-4,520 C.F. aluminum coal gondola (11221/11815) NON INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10 day of May, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., as assignee of Transport Capital Rail Partners LLC, a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and DIAL & COMPANIES, INC., a Texas corporation, with an address at 3340 Camp Bowie Boulevard, Fort Worth, TX 76107 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Lease Agreement (the "Lease") dated as of June 1, 2002, covering certain equipment described therein.

WHEREAS, the Parties have entered into Amendment No. 1 to Full Service Rider No. 2 under the Lease and wish to show for the public record the existence of the aforesaid Amendment No. 1, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DIAL & COMPANIES, INC.

By: Russell D. Dial
Name: Russell D. Dial
Title: Vice President

Schedule A

Number of Cars

Equipment Description

122 4,520 C.F. aluminum coal gondola

1	NCUX	11221	53	NCUX	11659	105	NCUX	11774
2	NCUX	11248	54	NCUX	11660	106	NCUX	11777
3	NCUX	11263	55	NCUX	11661	107	NCUX	11781
4	NCUX	11288	56	NCUX	11662	108	NCUX	11786
5	NCUX	11301	57	NCUX	11663	109	NCUX	11788
6	NCUX	11323	58	NCUX	11664	110	NCUX	11792
7	NCUX	11332	59	NCUX	11668	111	NCUX	11794
8	NCUX	11336	60	NCUX	11669	112	NCUX	11795
9	NCUX	11342	61	NCUX	11673	113	NCUX	11798
10	NCUX	11344	62	NCUX	11678	114	NCUX	11800
11	NCUX	11371	63	NCUX	11679	115	NCUX	11804
12	NCUX	11375	64	NCUX	11680	116	NCUX	11805
13	NCUX	11383	65	NCUX	11681	117	NCUX	11807
14	NCUX	11389	66	NCUX	11682	118	NCUX	11808
15	NCUX	11411	67	NCUX	11686	119	NCUX	11810
16	NCUX	11412	68	NCUX	11687	120	NCUX	11811
17	NCUX	11452	69	NCUX	11690	121	NCUX	11814
18	NCUX	11453	70	NCUX	11693	122	NCUX	11815
19	NCUX	11576	71	NCUX	11695			
20	NCUX	11581	72	NCUX	11697			
21	NCUX	11582	73	NCUX	11701			
22	NCUX	11584	74	NCUX	11703			
23	NCUX	11588	75	NCUX	11705			
24	NCUX	11594	76	NCUX	11706			
25	NCUX	11596	77	NCUX	11708			
26	NCUX	11598	78	NCUX	11712			
27	NCUX	11601	79	NCUX	11714			
28	NCUX	11602	80	NCUX	11715			
29	NCUX	11604	81	NCUX	11717			
30	NCUX	11605	82	NCUX	11721			
31	NCUX	11607	83	NCUX	11725			
32	NCUX	11608	84	NCUX	11726			
33	NCUX	11610	85	NCUX	11728			
34	NCUX	11613	86	NCUX	11729			
35	NCUX	11614	87	NCUX	11730			
36	NCUX	11616	88	NCUX	11734			
37	NCUX	11619	89	NCUX	11736			
38	NCUX	11622	90	NCUX	11737			
39	NCUX	11624	91	NCUX	11740			
40	NCUX	11625	92	NCUX	11741			
41	NCUX	11626	93	NCUX	11744			
42	NCUX	11627	94	NCUX	11746			
43	NCUX	11628	95	NCUX	11751			
44	NCUX	11632	96	NCUX	11755			
45	NCUX	11633	97	NCUX	11756			
46	NCUX	11635	98	NCUX	11757			
47	NCUX	11636	99	NCUX	11758			
48	NCUX	11642	100	NCUX	11759			
49	NCUX	11644	101	NCUX	11761			
50	NCUX	11647	102	NCUX	11762			
51	NCUX	11651	103	NCUX	11764			
52	NCUX	11652	104	NCUX	11771			