

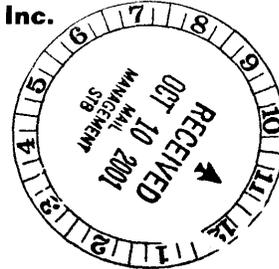


RECORDATION NO. 23698 FILED

OCT 12 '01 1:12 PM

SURFACE TRANSPORTATION BOARD

**Joseph Transportation Services, Inc.**  
a subsidiary of Joseph Transportation



October 8, 2001

Ms. Taledia Stokes  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Locomotive Equipment Lease Agreement dated as of August 29, 2001 between the following parties:

Lessee: Fitzgerald Railcar Services, Inc.  
7333 West Harrison Street  
Forest Park, IL 60130

Lessor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease Agreement dated August 29, 2001 related to one (1) locomotive bearing reporting mark JTPX 1335.

Please file this agreement as a primary document. The amount of \$28.00 is included on Check # 16782 for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO. 23698 FILED

MEMORANDUM OF  
LOCOMOTIVE EQUIPMENT LEASE AGREEMENT

OCT 12 '01 1:12 PM

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE AGREEMENT ("Memorandum of Lease") entered into this 29th day of August, 2001, is intended to evidence the lease dated as of August 29, 2001 (the "Lease"), between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and FITZGERALD RAILCAR SERVICES, INC., an Illinois corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one (1) locomotive described in Exhibit A attached hereto (the "Locomotive"). Lessee is renting from Lessor the Locomotive at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH TRANSPORTATION  
SERVICES, INC.  
By: Robert Gieryn  
Name: Robert Gieryn  
Title: Chief Financial Officer  
Date: August 29, 2001

FITZGERALD RAILCAR SERVICES, INC.  
By: Jeff M. Beal  
Name: JEFF M. BEAL  
Title: V.P.  
Date: 9/1/01

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )    SS:

The foregoing instrument was acknowledged before me this 29th day of August, 2001, by Robert Gieryn, the Chief Financial Officer of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Barbara A. Brzezicki  
Notary Public

My Commission expires:

February 20, 2006



BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

STATE OF ILLINOIS        )  
                                  )  
COUNTY OF COOK        )  
                                  )    SS:

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of September, 2001, by JEFF M. BERG, the VP of, Fitzgerald Railcar Services, Inc., an Illinois corporation, on behalf of the corporation.

Pradeep R. Shal  
Notary Public

My Commission expires:

03/27/2004

**EXHIBIT A**

To the Memorandum of Lease dated August 29, 2001, between Joseph Transportation Services, Inc. and Fitzgerald Railcar Services, Inc.

**DESCRIPTION OF UNIT**

One (1) locomotive bearing reporting mark JTPX 1335.