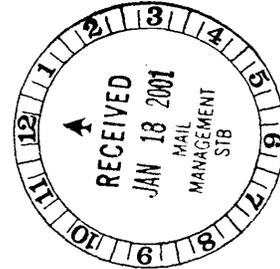




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



15, January 2000

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

RECORDATION NO. 23361 FILED

JAN 25 '01 10-49 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of October 13, 2000 between the following parties:

Lessee: Pole Express
1007 St. Francis Drive
Philadelphia, MS 39350

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

Please see Exhibit A attached hereto for the equipment, (15) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated October 13, 2000 related to fifteen (15) railcars bearing reporting marks JTSX 400084-400126, sporadic

Please file this agreement as a primary document. A check in the amount of \$26.00, check #13988, is included 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. 137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Barb Brzeziński
Documentation Assistant

Enclosures



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



RECORDATION NO. 23361 FILED

23, January 2001

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

JAN 25 '01 10-49 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Per our conversation on Friday, January 19th, enclosed is a check for \$2.00 for the two documents recently sent for filing.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki
Documentation Assistant

Enclosures

RECORDATION NO. 23361 FILED

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

JAN 25 '01 10:49 AM
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 13TH day of October, 2000, is intended to evidence the lease dated as of October 13, 2000, (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **POLE EXPRESS**, a _____ 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 fifteen (15) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units 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.

POLE EXPRESS

By: *K. J. Purcell*

By: *Randy Dewese*

Name: Kevin J. Purcell

Name: RANDY DEWESE

Title: Vice President

Title: PRESIDENT

Date: October 13, 2000

Date: 10/16/00

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 13th day of October 2000, by Kevin J. Purcell, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

Linda M. Baughman
Notary Public

STATE OF Mississippi)
)
COUNTY OF Neshoba) SS:

The foregoing instrument was acknowledged before me this 19th day of October, 2000, by Randy Deweese, the President of Pole Express, a trucking corporation, on behalf of the corporation.

Pamela J. Manning
Notary Public

My Commission expires 3/18/2002
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 18, 2002
BONDED THRU STEGALL NOTARY SERVICE

EXHIBIT A

To the Memorandum of Lease dated October 13, 2000, between Joseph Transportation Services, Inc. and Pole Express.

DESCRIPTION OF UNITS

Fifteen (15) railcars bearing reporting marks as follows:

JTSX 400084-400126, SPORADIC

CERTIFICATE

The undersigned, Julie M. Woodard notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002