

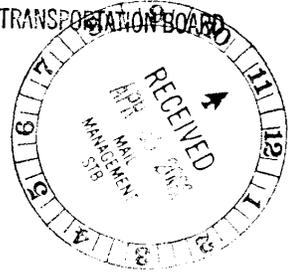


**Joseph Transportation Services, Inc.**  
*a subsidiary of Joseph Transportation*

RECORDATION NO. 23468 FILED

APR 30 '01 12-46 PM

SURFACE TRANSPORTATION BOARD



25 April 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 April 18, 2001 between the following parties:

Lessee: Rescar Incorporated  
1101 West 31<sup>st</sup> Street; Suite 250  
Downers Grove, Illinois 60515

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

Please file this agreement as a primary document. The summary for the index is as follows:  
**Memorandum of Locomotive Equipment Lease Agreement dated as of April 18, 2001 between Joseph Transportation Services, Inc. (Lessor) and Rescar Incorporated (Lessee) covering one (1) SW 1200 locomotive bearing a JTPX 1211 reporting mark.**

A check in the amount of \$28.00, check 15221, is included for the filing fee 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) 345-4408.

Sincerely,

Joseph Transportation Services, Inc.

Mary Jo Colebrook  
Contract Manager

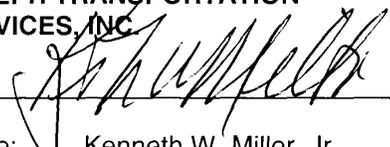
Enclosures

**MEMORANDUM OF  
LOCOMOTIVE EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 18th day of April, 2001, is intended to evidence the lease dated as of April 18, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **RESCAR INCORPORATED**, a Texas 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: 

Name: Kenneth W. Miller, Jr.

Title: Executive Vice President

Date: April 18, 2001

**RESCAR INCORPORATED**

By: 

Name: Barry S. Anstandig

Title: Vice President

Date: April 19, 2001

RECORDATION NO. 23468 FILED

APR 30 '01 : 2-46 PM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )    SS:

The foregoing instrument was acknowledged before me this 18th day of April, 2001, by Kenneth W. Miller, Jr., the Executive Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Barbara A. Brzezicki  
Notary Public

My Commission expires:  
February 20, 2006

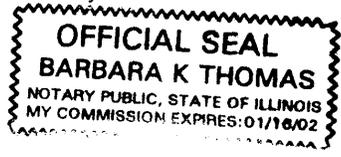


STATE OF ILLINOIS        )  
                                  )  
COUNTY OF DePage    )  
                                  )    SS:

The foregoing instrument was acknowledged before me this 19th day of April, 2001, by Barry S. Anstandig, the                      Vice President                      of, **RESCAR INCORPORATED**, a Texas corporation, on behalf of the corporation.

Barbara K. Thomas  
Notary Public

My Commission expires:  
January 6, 2002



**EXHIBIT A**

To the Memorandum of Lease dated April 18, 2001, between Joseph Transportation Services, Inc. and Rescar Incorporated

**DESCRIPTION OF UNIT**

One (1) locomotive bearing reporting mark JTPX 1211.