



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NO. 23699 FILED

OCT 12 '01 3-21 PM

SURFACE TRANSPORTATION BOARD

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 September 6, 2001 between the following parties:

Lessee: Rescar Incorporated
1101 West 31st Street; Suite 250
Downers Grove, IL 60515

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

Please see Exhibit A attached hereto for the equipment, (2) locomotives, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease Agreement dated September 6, 2001 related to two (2) locomotives bearing reporting marks JTPX 1501 & 1505..

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.

A handwritten signature in cursive script that reads 'Julie M. Woodard'.

Julie M. Woodard
Documentation Coordinator

Enclosures

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**MEMORANDUM OF
LOCOMOTIVE EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 6th day of September, 2001, is intended to evidence the lease dated as of September 6, 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 two (2) locomotives 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 Executive Officer

Date: September 6, 2001

RESCAR INCORPORATED

By: *Barry S. Anstandig*

Name: Barry S. Anstandig

Title: Vice President

Date: September 10, 2001

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 6th day of September, 2001, by Robert Gieryn, the Chief Financial Officer of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



Notary Public

My Commission expires:

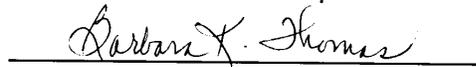
February 20, 2006



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

STATE OF ILLINOIS)
)
COUNTY OF DuPage) SS:

The foregoing instrument was acknowledged before me this 10th day of September, 2001, by Barry S. Anstandig, the Vice President of, **RESCAR INCORPORATED**, a Texas corporation, on behalf of the corporation.



Notary Public

My Commission expires:

1/16/02

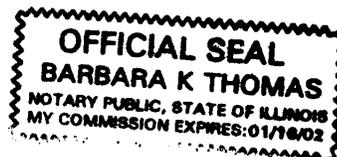


EXHIBIT A

To the Memorandum of Lease dated September 6, 2001, between Joseph Transportation Services, Inc. and Rescar Incorporated

DESCRIPTION OF UNITS

Two (2) locomotives bearing reporting marks JTPX 1501 and JTPX 1505.