



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

RECORDATION NO. 23841 FILED

JAN 18 '02 11-28 AM

SURFACE TRANSPORTATION BOARD



January 15, 2002

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 November 9, 2001 between the following parties:

Lessee: Rescar Incorporated  
1101 west 31<sup>st</sup> 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 November 9, 2001 related to two (2) locomotives bearing reporting marks JTPX 1713 and JTPX 1714.

Please file this agreement as a primary document. The amount of \$28.00 is included on the enclosed check 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. 23841 FILED

MEMORANDUM OF  
LOCOMOTIVE EQUIPMENT LEASE AGREEMENT

JAN 18 '02

11:28 AM

This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 9th day of November, 2001, is intended to evidence the lease dated as of November 9, 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: *Paul G. Jantsch*

Name: Paul G. Jantsch

Title: President

Date: November 9, 2001

**RESCAR INCORPORATED**

By: *Barry S. Anstandig*

Name: Barry S. Anstandig

Title: Vice President

Date: November 20, 2001

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )    SS:

The foregoing instrument was acknowledged before me this 9th day of November, 2001, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

  
\_\_\_\_\_  
Notary Public



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

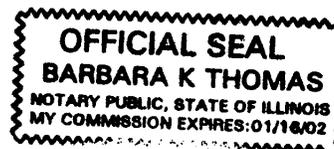
STATE OF ILLINOIS        )  
                                  )  
COUNTY OF DU PAGE     )    SS:

The foregoing instrument was acknowledged before me this 20th day of November, 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 November 9, 2001, between Joseph Transportation Services, Inc. and Rescar Incorporated

**DESCRIPTION OF UNIT**

Two (2) locomotives bearing reporting mark JTPX 1713 and JTPX 1714