



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

February 25, 2002

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

RECORDATION NO. 21813-A PMS

FEB 11 '02 3-36 PM

TS
SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, two (2) certified copies of an amendment to Schedule No. 001 to the Master Lease dated as of January 31, 2002, between the following parties:

Lessee: RailTex, Inc.
5300 Broken Sound Blvd., NW 2nd Floor
Boca Raton, FL 33487

Lessor: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

The equipment involved in this transaction is thirty (30) railcars bearing reporting marks FCEN 96565-96594.

This filing is to appear in the index as follows: Amendment to Schedule No. 001 to Railroad Equipment Master Utilization Lease dated as of January 31, 2002 related to thirty (30) railcars bearing reporting marks FCEN 96565-96594.

Please file this as a secondary document under the Recordation Number 21813-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation 21813.

The filing fee for this document in the amount of \$28.00, is included on check #834. Please a copy 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 Woodard
Documentation Coordinator

Enclosures

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222
Mail Address: P.O. Box 1077, Cincinnati, OH 45201-1077
513-929-4500 FAX 513-345-4375

CERTIFICATE

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

Julie M Woodard
Notary Public



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

RECORDATION NO. 21813-A FILED

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SURFACE TRANSPORTATION BOARD



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NO. 21813-A FILED

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SURFACE TRANSPORTATION BOARD

VIA FEDERAL EXPRESS
(561) 994-6015

January 31, 2002

RailTex, Inc.
Attention: David McCloud
5300 Broken Sound Blvd., NW 2nd Floor
Boca Raton, Florida 33487

Re: Lease of thirty (30) railcars currently bearing reporting marks: GSWR 501-530, inclusive.

Dear David:

Per your conversations with Trey Savage regarding restencilling of all railcars currently bearing the "GSWR" reporting mark, please note there are thirty (30) railcars bearing GSWR reporting marks which are subject to the Railroad Equipment Master Utilization Lease dated as of October 27, 1998 by and between DJJ Leasing Ltd. (now Joseph Leasing Ltd.), RailTex, Inc., and DJJ Transportation Services, Inc. (now Joseph Transportation Services, Inc.) and Schedule No. 001 to such Master Lease.

Those reporting marks shall be restencilled as follows:

OLD NUMBER		NEW NUMBER	
GSWR	501	FCEN	96565
GSWR	502	FCEN	96566
GSWR	503	FCEN	96567
GSWR	504	FCEN	96568
GSWR	505	FCEN	96569
GSWR	506	FCEN	96570
GSWR	507	FCEN	96571
GSWR	508	FCEN	96572
GSWR	509	FCEN	96573
GSWR	510	FCEN	96574
GSWR	511	FCEN	96575
GSWR	512	FCEN	96576
GSWR	513	FCEN	96577
GSWR	514	FCEN	96578
GSWR	515	FCEN	96579
GSWR	516	FCEN	96580
GSWR	517	FCEN	96581

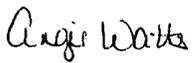
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Mail Address: P.O. Box 1077, Cincinnati, OH 45201-1077
513-929-4500 FAX 513-345-4375

GSWR	518	FCEN	96582
GSWR	519	FCEN	96583
GSWR	520	FCEN	96584
GSWR	521	FCEN	96585
GSWR	522	FCEN	96586
GSWR	523	FCEN	96587
GSWR	524	FCEN	96588
GSWR	525	FCEN	96589
GSWR	526	FCEN	96590
GSWR	527	FCEN	96591
GSWR	528	FCEN	96592
GSWR	529	FCEN	96593
GSWR	530	FCEN	96594

We will handle all necessary filings with the Surface Transportation Board reflecting the change in reporting marks for this equipment.

Thank you for your cooperation and if you have any questions, please feel free to contact me.

Sincerely,



Angie Watts
Contract Manager