



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



RECORDATION NO. 23936 FILED

8, April 2002

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

APR 10 '02 3:09 PM

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 December 20, 2001 between the following parties:

Lessee: Railtex, Inc.
5300 Broken Sound Blvd., N.W. 2nd Floor
Boca Raton, Florida 33487

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

Please see Exhibit A attached hereto for the equipment, (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated December 20, 2001 related to forty (40) railcars bearing reporting marks FCEN 96595-96614, inclusive and MMRR 46071-46148, sporadic.

Please file this agreement as a primary document. A check in the amount of \$30.00, check #18636, 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. 4137.

Sincerely,

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

Barb Brzezicki
Documentation Assistant

Enclosures

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 20th day of December, 2001, is intended to evidence the lease dated as of December 20, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **RAILTEX, INC.**, 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 forty (40) 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.**

By: *Paul G. Jantsch*

Name: Paul G. Jantsch

Title: President

Date: December 20, 2001

RAILTEX, INC.

By: *Sandra K. Franzen*

Name: Sandra K. Franzen

Title: VP-Contracts

Date: 3-22-02

RECORDATION NO. 23936 FILED

APR 10 '02 3:09 PM

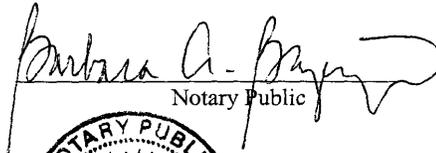
SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 20th day of December, 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



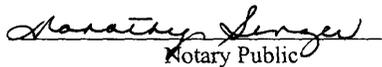
BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 22nd day of March, 2002, by SANDRA K. FRANGER, the V.P. CONTRACTS of Railtex, Inc., a Texas corporation, on behalf of the corporation.

My Commission expires:

07-16-05


Notary Public



Dorothy Singer
Commission # **DD 031124**
Expires **July 16, 2005**
Bonded Thru
Atlantic Bonding Co., Inc.

EXHIBIT A

To the Memorandum of Lease dated December 20, 2001, between Joseph Transportation Services, Inc. and Railtex, Inc.

DESCRIPTION OF UNITS

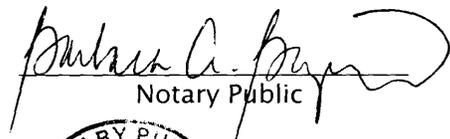
Forty (40) railcars bearing reporting marks as follows:

| OLD NUMBER | | NEW NUMBER | |
|-------------------|-------|-------------------|-------|
| GSWR | 46001 | FCEN | 96595 |
| GSWR | 46004 | FCEN | 96596 |
| GSWR | 46006 | FCEN | 96597 |
| GSWR | 46010 | FCEN | 96598 |
| GSWR | 46017 | FCEN | 96599 |
| GSWR | 46022 | FCEN | 96600 |
| GSWR | 46029 | FCEN | 96601 |
| GSWR | 46030 | FCEN | 96602 |
| GSWR | 46034 | FCEN | 96603 |
| GSWR | 46036 | FCEN | 96604 |
| GSWR | 46044 | FCEN | 96605 |
| GSWR | 46047 | FCEN | 96606 |
| GSWR | 46049 | FCEN | 96607 |
| GSWR | 46054 | FCEN | 96608 |
| GSWR | 46055 | FCEN | 96609 |
| GSWR | 46056 | FCEN | 96610 |
| GSWR | 46059 | FCEN | 96611 |
| GSWR | 46060 | FCEN | 96612 |
| GSWR | 46063 | FCEN | 96613 |
| GSWR | 46065 | FCEN | 96614 |

MMRR 46071 MMRR 46099
MMRR 46072 MMRR 46115
MMRR 46074 MMRR 46118
MMRR 46076 MMRR 46124
MMRR 46077 MMRR 46132
MMRR 46086 MMRR 46133
MMRR 46087 MMRR 46138
MMRR 46091 MMRR 46139
MMRR 46095 MMRR 46140
MMRR 46098 MMRR 46148

CERTIFICATE

The undersigned, Barbara A. Brzezicki, 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.


Notary Public



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