



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



May 13, 2002

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

RECORDATION NO. 22945-A FILED

MAY 15 '02 4-11 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Amendment No. 2 to Railroad Equipment Lease Agreement dated as of February 1, 2002, between the following parties:

Lessee: Envirocare of Utah, Inc.
46 West Broadway, Suite 116
Salt Lake City, UT 84101

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

Please see exhibit A for the equipment, twenty-five (25) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease Agreement dated as of February 1, 2002 related to twenty-five (25) railcars bearing reporting marks JTLX 36,48,64,65,95; DJJX 9705; DJJX 19021-19174, sporadic; and DJLX 98507-98548, sporadic.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 22945.

The filing fee for this document in the amount of \$30.00, is included on check #18927. 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

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

RECORDATION NO. 22945-A FILED

MEMORANDUM OF AMENDMENT NO. 2 TO RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

MAY 15 '02 4-11 PM

This MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE AGREEMENT ("Memorandum of Amendment No. 2") entered into this 1st day of February, 2002, is intended to evidence the amendment dated as of January 28, 2002 ("Amendment No. 2"), between JOSEPH LEASING LTD., an Ohio limited liability company ("Joseph"), and ENVIROCARE OF UTAH, INC., a Utah corporation ("Envirocare") as assigned by Zhagrus Environmental, Inc., for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Envirocare has the right to use the ~~thirty one (31)~~ ^{twenty five (25)} railcars described in Exhibit A attached hereto (the "Units"). Envirocare is renting from Joseph all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum") dated January 24, 2000, between Joseph and Envirocare, was duly filed with the Surface Transportation Board ("STB") on June 7, 2000 with Recordation No. 22945.

IN WITNESS WHEREOF, Joseph and Envirocare each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

JOSEPH LEASING LTD. for itself as Lessor and on behalf of JOSEPH TRANSPORTATION SERVICES, INC. as Manager

ENVIROCARE OF UTAH, INC.

By: Paul G. Jantsch

By: Al Rafati

Name: Paul G. Jantsch

Name: Al Rafati

Title: President

Title: Executive Vice President

Date: February 7, 2002

Date: Feb. 1, 2002

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 7th day of February, 2002 by Paul G. Jantsch, the President of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Barbara A. Brzezicki
Notary Public

My Commission expires:
February 20, 2006



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

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS:

The foregoing instrument was acknowledged before me this 21st day of February, 2002 by Bill Redgate, the Executive V.P. of Envirocare of Utah, Inc., a Utah corporation, on behalf of the corporation.

Karen Kirkwood
Notary Public

My Commission expires:
August 2, 2003



EXHIBIT A

To the Memorandum of Amendment No. 2 to Railroad Equipment Lease, between Joseph Leasing Ltd. and Envirocare of Utah, Inc. dated February __, 2002 .

DESCRIPTION OF UNITS

Twenty-five (25) railcars bearing reporting marks as follows:

JTLX	36
JTLX	48
JTLX	64
JTLX	65
JTLX	95
DJJX	9705
DJJX	19021
DJJX	19046
DJJX	19066
DJJX	19084
DJJX	19107
DJJX	19109
DJJX	19151
DJJX	19153
DJJX	19154
DJJX	19155
DJJX	19156
DJJX	19165
DJJX	19174
DJLX	98507
DJLX	98509
DJLX	98521
DJLX	98526
DJLX	98544
DJLX	98548