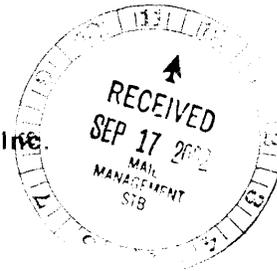




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



September 16, 2002

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 23840-A FILED

SEP 17 02

1-56

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Locomotive Equipment Lease Amendment No. 1 dated as of May 3, 2002, 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 for the equipment, one (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease Amendment No. 1 dated as of May 3, 2002, related to one (1) locomotive bearing reporting mark JTPX 101.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23840. The filing fee for this document in the amount of \$30.00, is included on check #19947. 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

~~CONFIDENTIAL~~ 23840-A

SEP 17 '02 1-56'..

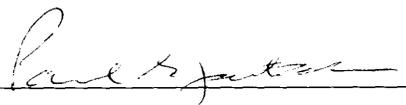
MEMORANDUM OF ~~SURFACE TRANSPORTATION BOARD~~
LOCOMOTIVE EQUIPMENT LEASE AMENDMENT NO. 1

This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE AMENDMENT NO. 1** ("Memorandum of Lease Amendment No. 1") entered into this 3rd day of May, 2002, is intended to evidence the lease amendment dated as of May 3, 2002 (the "Lease Amendment No. 1"), 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 replacement locomotive described in Exhibit A attached hereto (the "Replacement Unit"). Lessee is renting from Lessor the Replacement Unit 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 Amendment No. 1 on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

RESCAR INCORPORATED

By: 

By: 

Name: Paul G. Jantsch

Name: Barry S. Anstandig

Title: President

Title: Vice President

Date: May 3, 2002

Date: May 10, 2002

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 3rd day of May, 2002, ,
by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware
corporation, on behalf of the corporation.

Linda M. Baughman
Notary Public

My Commission expires:
LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF Illinois)
)
COUNTY OF Cook) SS:

The foregoing instrument was acknowledged before me this 10 day of May,
2002, by Barry S. Anstandig, the Vice President of
Rescar, Inc., a Texas corporation, on behalf of the corporation.

Heidi Zaragoza
Notary Public

My Commission expires:
12/21/05



EXHIBIT A

To the Memorandum of Lease Amendment No. 1 dated May 3, 2002, between Joseph Transportation Services, Inc. and Rescar Incorporated.

DESCRIPTION OF UNITS

One (1) locomotive bearing the reporting mark JTPX 101.