



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

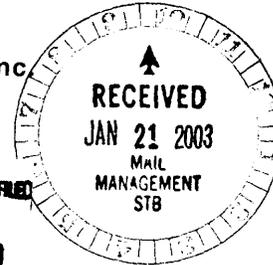
January 17, 2003

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

RECORDATION NO. 24297 FILED

JAN 21 '03 10:16 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Agreement dated as of October 30, 2002 between the following parties:

Lessee: SCTRR, L.L.C.
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, (49) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Agreement dated October 30, 2002 related to forty-nine (49) railcars bearing reporting marks TKEN 1713 – 8198, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 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. 24297 FILED

MEMORANDUM OF AGREEMENT

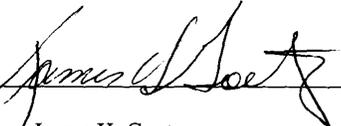
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SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF AGREEMENT ("Memorandum of Agreement") entered into this 30th day of October, 2002, is intended to evidence the agreement dated as of October 29, 2002 (the "Agreement"), between JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and SCTRR, L.L.C., a Tennessee limited liability company ("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-nine (49) railcars described in Exhibit A attached hereto (the "Units") subject to the terms and conditions provided in the Agreement.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Agreement on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

By: 
Name: James H. Goetz

Title: Executive Vice President/CFO

Date: October 30, 2002

STATE OF OHIO
COUNTY OF HAMILTON

)
) SS:
)

The foregoing instrument was acknowledged before me this 30th day of October, 2002, by James H. Goetz, the Executive Vice President and CFO of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

EXHIBIT A

To the Memorandum of Agreement dated October 30, 2002, between Joseph Transportation Services, Inc. and SCTRR, L.L.C.

DESCRIPTION OF UNITS

Forty-nine (49) railcars bearing reporting marks as follows:

TKEN 1713	TKEN 1730	TKEN 1741	TKEN 1752	TKEN 1770
TKEN 2220	TKEN 2410	TKEN 3244	TKEN 3711	TKEN 3740
TKEN 3767	TKEN 4333	TKEN 4366	TKEN 4463	TKEN 4570
TKEN 4623	TKEN 4641	TKEN 4686	TKEN 6187	TKEN 6196
TKEN 6552	TKEN 7216	TKEN 7227	TKEN 7228	TKEN 7246
TKEN 8227	TKEN 8361	TKEN 8366	TKEN 8378	TKEN 8385
TKEN 8407	TKEN 8428	TKEN 8429	TKEN 8432	TKEN 8445
TKEN 8453	TKEN 8500	TKEN 8507	TKEN 8509	TKEN 8512
TKEN 8530	TKEN 8532	TKEN 8562	TKEN 8577	TKEN 7299
TKEN 8085	TKEN 8108	TKEN 8158	TKEN 8198	