

0100512005

**TAFT, STETTINIUS & HOLLISTER**

1800 STAR BANK CENTER  
425 WALNUT STREET  
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE  
SUITE 500 - 625 INDIANA AVENUE, N. W.  
WASHINGTON, D.C. 20004-2901  
202-628-2838  
FAX: 202-347-3419

513-381-2838  
CABLE: TAFTHOL TWX: 810-461-2623  
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE  
21 EAST STATE STREET  
COLUMBUS, OHIO 43215-4221  
614-221-2838  
FAX: 614-221-2007

NORTHERN KENTUCKY OFFICE  
THOMAS MORE CENTRE  
2670 CHANCELLOR DRIVE  
CRESTVIEW HILLS, KENTUCKY 41017-3491  
606-331-2838  
513-381-2838  
FAX: 513-381-6613

January 24, 1995

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

RECORDATION NO. 18800-A FILED 1425

FEB 1 - 1995 - 9 10 AM

Interstate Commerce Commission  
12th Street & Constitution Ave., N.W.  
Washington, DC 20423  
Attn: Mildred Lee  
Room 2303

INTERSTATE COMMERCE COMMISSION

LIBRARY OF CONGRESS  
FEB 1 9 10 AM '95

Dear Ms. Lee:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to a Master Lease Agreement, a secondary document, dated September 30, 1994. The primary document to which it relates is a Master Lease Agreement dated April 30, 1994 and filed under recordation number 18800. We request that this document be cross indexed.

The names and addresses of the parties to the document are as follows:

Lessee: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Lessor: Society Equipment Leasing Company  
127 Public Square #0607  
Cleveland, OH 44114-1306

The equipment covered by the enclosed document is Nine (9), 4,000 cubic foot, 100-ton, high side gondola railcars, being deleted from the Master Lease, and nine (9) 4,000 cubic foot, 100-ton 1970 Thrall built high side gondola railcars being added to the Master Lease, all bearing the reporting marks set forth on the attached Exhibit A-1.

Interstate Commerce Commission  
January 24, 1995  
Page 2

A fee of \$21.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, OH 45202-3957

A short summary of the document to appear in the Index follows:

An Amendment to Master Lease Agreement between The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Lessee, and Society Equipment Leasing Company, 127 Public Square, #0607, Cleveland, Ohio 44114-1306, as Lessor, dated September 30, 1994, exchanging nine (9), 100-ton, 4,000 cubic foot, high side gondola railcars covered by the Master Lease Agreement dated April 30, 1994, and filed under recordation number 18800.

Yours truly,



Philip F. Schultz  
Attorney for The David J.  
Joseph Company

PFS:sa  
Enclosure

**EXHIBIT A-1**

**THE DAVID J. JOSEPH COMPANY  
Railroad Equipment Leasing and Marketing Division  
EQUIPMENT LIST**

**CARS TO BE DELETED FROM THE LEASE:**

<u>CAR MARK</u>	<u>CAR NUMBER</u>	<u>YEAR BUILT</u>	<u>BUILDER</u>	<u>70/100 TON</u>	<u>DESCRIPTION</u>
<del>RLMX</del>	6044	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8006	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8022	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>DJJX</del>	8590	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
<del>DJJX</del>	8591	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
<del>DJJX</del>	8592	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
<del>DJJX</del>	8593	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
<del>DJJX</del>	8594	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	6690	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.

**CARS TO BE ADDED TO THE LEASE:**

<u>CAR MARK</u>	<u>CAR NUMBER</u>	<u>YEAR BUILT</u>	<u>BUILDER</u>	<u>70/100 TON</u>	<u>DESCRIPTION</u>
<del>RLMX</del>	8467	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8485	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8487	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8506	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8526	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8530	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8535	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8547	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
<del>RLMX</del>	8445	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.



Interstate Commerce Commission  
Washington, D.C. 20423-0001

2/1/95

Office Of The Secretary

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, OH 45202-3957

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/1/95 at 9:10AM , and assigned recordation number(s). 18800-A.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100512005)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 18800-A FILED 1425

FEB 1 - 1995 - 9 10 AM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

The undersigned, Stephen M. Griffith, Jr., a 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

STEPHEN M. GRIFFITH, JR., Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission has no expiration  
Date: Section 147.03 D.R.C.

RECORDATION NO. 18800-A FILED 1425

FEB 1 - 1995 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

**AMENDMENT TO  
MASTER LEASE AGREEMENT  
(Gondola Railcars)**

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on  
May 5, 1994, at 2:55 P.M. Recordation Numbers 18799 and 18800

between

**SOCIETY EQUIPMENT LEASING COMPANY,**  
Lessor

and

**THE DAVID J. JOSEPH COMPANY,**  
Lessee

324 - 100 Ton, 4000 cf Steel Thrall  
Gondola Railcars

This Amendment is dated as of September 30<sup>th</sup>, 1994

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on  
\_\_\_\_\_, 1994, at \_\_\_\_:\_\_\_\_ \_\_.M. Recordation Number \_\_\_\_\_

**AMENDMENT TO MASTER LEASE AGREEMENT #00001116**

THIS AMENDMENT is made by and between SOCIETY EQUIPMENT LEASING COMPANY, an Ohio corporation ("Lessor") and THE DAVID J. JOSEPH COMPANY ("Lessee"). All terms used herein which are defined in the Lease shall have the same meaning as in the Lease.

**WITNESSETH THAT:**

WHEREAS, the Lessor and Lessee are parties to a certain Master Lease Agreement dated as of April 30, 1994 (the "Lease").

WHEREAS, the parties hereto desire to amend certain of the terms of the Lease as hereinafter provided;

NOW, THEREFORE, in consideration of the premises and the mutual obligations hereinafter contained, and for other good and valuable consideration, the receipt whereof is hereby acknowledged, the parties hereto agree as follows:

1. Exhibit A to Master Lease Schedule No. 001 to the Lease is hereby amended by deleting those railcars indicated on Exhibit A-1 attached hereto and adding those railcars indicated on Exhibit A-1 attached hereto.
2. Simultaneously with the execution of this Amendment, Lessor will deliver to Lessee a bill of sale for the railcars to be deleted from the Lease and Lessee will deliver to Lessor a bill of sale for the railcars to be added to the Lease.
3. Except as amended hereby, the Lease shall remain in full force and effect, and is in all respects hereby ratified and affirmed.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by their duly authorized officers as of this 30<sup>th</sup> day of September, 1994.

LESSOR:  
**SOCIETY EQUIPMENT LEASING COMPANY**

By: *James D. Westley*  
Name: JAMES D. WESTLEY  
Title: SI. VICE PRESIDENT.

WITNESSES:

*James A. Lewis*  
*Michael Blank*

LESSEE:  
**THE DAVID J. JOSEPH COMPANY**

By: *Douglas F. McMillan*  
Name: DOUGLAS F. McMILLAN  
Title: VICE PRESIDENT

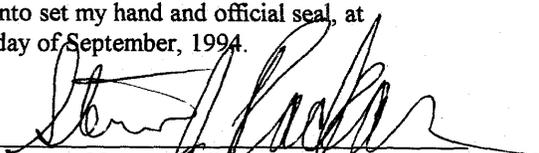
WITNESSES:

*Steven E. Ward*  
*Dry Jager*

STATE OF OHIO )  
 ) SS  
Cuyahoga COUNTY )

Before me, a Notary Public in and for said County and State, personally appeared the above named SOCIETY EQUIPMENT LEASING COMPANY, by James Westley, its Vice-President, who acknowledged that he did sign the foregoing instrument for and on behalf of said corporation, by authority of its board of directors, and that the same is the free act and deed of said corporation, and the free act and deed of him personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Cleveland, Ohio, this 30th day of September, 1994.

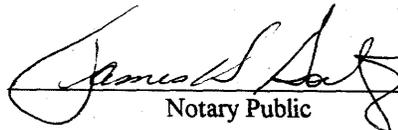
  
Notary Public

Steven J. Rackas  
Notary Public, State of Ohio  
My Commission Expires 5-15-99  
Recorded in Cuyahoga County

STATE OF OHIO )  
 ) SS  
Hamilton COUNTY )

Before me, a Notary Public in and for said County and State, personally appeared the above named THE DAVID J. JOSEPH COMPANY, by Douglas F. McMillan, its VICE PRESIDENT, who acknowledged that he did sign the foregoing instrument for and on behalf of said corporation, by authority of its board of directors, and that the same is the free act and deed of said corporation, and the free act and deed of him personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at CINCINNATI, Ohio, this 30th day of September, 1994.

  
Notary Public

JAMES H. GOETZ  
Notary Public, State of Ohio  
My Commission Expires July 10, 1995

**EXHIBIT A-1**

**THE DAVID J. JOSEPH COMPANY  
Railroad Equipment Leasing and Marketing Division  
EQUIPMENT LIST**

**CARS TO BE DELETED FROM THE LEASE:**

<u>CAR MARK</u>	<u>CAR NUMBER</u>	<u>YEAR BUILT</u>	<u>BUILDER</u>	<u>70/100 TON</u>	<u>DESCRIPTION</u>
RLMX	6044	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8006	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8022	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
DJJX	8590	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
DJJX	8591	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
DJJX	8592	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
DJJX	8593	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
DJJX	8594	1976	Pullman	100 ton	High side gondolas, 4000 cu. ft.
RLMX	6690	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.

**CARS TO BE ADDED TO THE LEASE:**

<u>CAR MARK</u>	<u>CAR NUMBER</u>	<u>YEAR BUILT</u>	<u>BUILDER</u>	<u>70/100 TON</u>	<u>DESCRIPTION</u>
RLMX	8467	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8485	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8487	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8506	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8526	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8530	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8535	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8547	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.
RLMX	8445	1970	Thrall	100 ton	High side gondolas, 4000 cu. ft.