



The David J. Joseph Company

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September 6, 1995

LICENSING BRANCH

RECORDATION NO. 18800-B
FILED 1995

SEP 11 1995 -2 05 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed is one original and one copy of the Amendment to Master Lease Agreement dated as of May 25, 1995 between the following parties:

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

Lessor: Society Equipment Leasing Company
127 Public Square 6th Floor
Cleveland, OH 44114

The lease to which this document is connected is recorded under Recordation No. 18800.

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

/tj
Enclosure

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, 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.

Julia R. Jones
Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2009

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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 May 25, 1995

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on
_____, 1995, at ____: ____ .M. Recordation Number _____

SECOND 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 as thereafter amended by Amendment to Master Lease Agreement dated September 30, 1994 (collectively, 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 25 day of May, 1995.

LESSOR:
SOCIETY EQUIPMENT LEASING COMPANY

By: [Signature]
Name: J. Michael Fitzgibbons
Title: Senior Vice President

WITNESSES:

[Signature]
[Signature]
Susan P. Cross

LESSEE:
THE DAVID J. JOSEPH COMPANY

By: [Signature]
Name: DOUGLAS F. McMILLAN
Title: VICE PRESIDENT

WITNESSES:

[Signature]
[Signature]
Jo Ann Brems

STATE OF NEW YORK)
) SS
Albany COUNTY)

Before me, a Notary Public in and for said County and State, personally appeared the above named SOCIETY EQUIPMENT LEASING COMPANY, by J. Michael Fitzgibbons, its Senior 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 his personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Albany, New York, this 25 day of May, 1995.

Patricia M Norwood

Notary Public

PATRICIA M. NORWOOD
Notary Public, State of New York
No. 4883343
Qualified in Rensselaer County
Commission Expires June 23, 1996

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 (s)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 his personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Cincinnati, Ohio, this 29th day of August, 1995.

Julia R. Jones
Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

EXHIBIT A-1
to
SECOND AMENDMENT TO MASTER LEASE AGREEMENT #00001116
between Society Equipment Leasing Company
and The David J. Joseph Company

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

CAR 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	8182	1970	Thrall	100 ton	High side gondola, 4000 cu. ft.

CAR 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	8453	1970	Thrall	100 ton	High side gondola, 4000 cu. ft.