



The David J. Joseph Company

July, 31, 1996

18800-C

SEP 4 1996 9 24 PM

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
12<sup>th</sup> Street and Constitution Ave., NW  
Washington, DC 20423

Dear Mr. Williams:

Enclosed is one original and one copy of the Amendment to Master Lease Agreement dated as of July 18, 1996 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 and amendments to which this document is connected are recorded under Recordation No. 18800, 18800-A and 18800-B.

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 check you should have already received.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones  
Contract Assistant

Enclosure

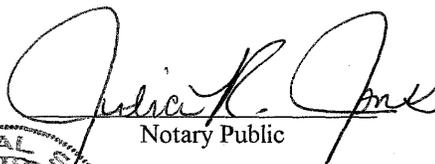
Railroad Equipment Leasing  
and Marketing Division

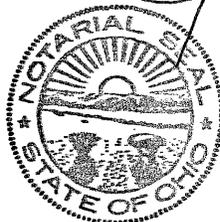
300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4433

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.

  
Notary Public



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

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

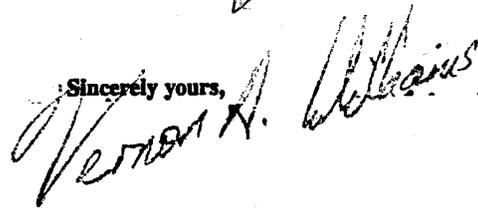
9/4/96

Julia R. Jones  
The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/4/96 at 3:25PM, and assigned recordation number(s). 18799-C, 18799-D and 18800-C.

Sincerely yours,

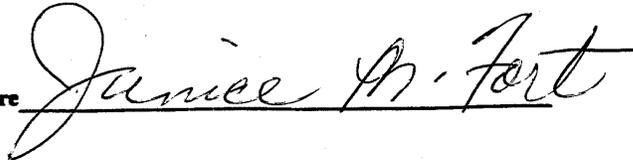


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 63.00 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



18800-e  
SEP 4 1996 3 21 PM

**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 July\_\_\_\_, 1996

Filed with the Surface Transportation Board pursuant to 49 U.S.C. §11303 on  
\_\_\_\_\_, 1996, at \_\_\_\_:\_\_\_\_ \_\_.M. Recordation Number \_\_\_\_\_

THIRD 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 and Second 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 18th day of July, 1996.

LESSOR:

SOCIETY EQUIPMENT LEASING COMPANY

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

WITNESSES:

[Signature]  
[Signature]

LESSEE:

THE DAVID J. JOSEPH COMPANY

By: [Signature]  
Name: JAMES H. GOETZ  
Title: DIVISION VICE PRESIDENT

WITNESSES:

[Signature]  
[Signature]

STATE OF NEW YORK )  
 ) ss  
COUNTY OF ALBANY )

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 10 day of July, 1996.

Lynn A. Weira  
Notary Public  
Notary Public  
Qualified in  
No. 18221  
Commission Expires 8-31-97

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 James H. Beetz, its Division 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 18th day of July, 1996.

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

**EXHIBIT A-1**  
**to**  
**THIRD AMENDMENT TO MASTER LEASE AGREEMENT #00001116**

**RAILCARS TO BE DELETED:**

Car No: RLMX 6276  
Car No: RLMX 8315  
Car No: RLMX 8467

**RAILCARS TO BE ADDED:**

Car No: RLMX 8513  
Car No: RLMX 8514  
Car No: RLMX 8545