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URBAN A. LESTER

May 1, 1996

18721-A  
MAY 1 1996 11:11 AM  
RECORDATION DIVISION

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Amendment to Equipment Lease, dated as of July 25, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Finance Lease, previously filed with the Commission under Recordation Number 18721.

The names and addresses of the parties to the enclosed document are:

Lessor: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, Ohio 45263

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

A description of the railroad equipment covered by the enclosed document is:

<u>Old Car Numbers</u>	<u>New Car Numbers</u>
DJXX 2404	RLMX 1400
DJXX 2429	RLMX 1408
DJXX 2430	RLMX 1409
DJXX 2433	RLMX 1424

Mr. Vernon A. Williams  
May 1, 1996  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001

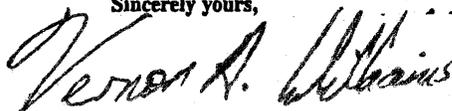
5/1/96

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

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 5/1/96 at 11:45AM, and assigned recordation number(s). 18721-A, 18721-B, 18721-C, 18721-D.

Sincerely yours,

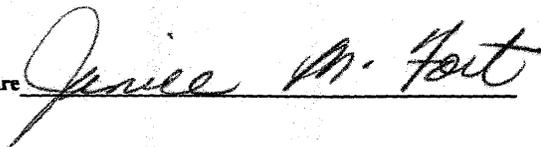


Vernon A. Williams  
Secretary

Enclosure(s)

\$ ~~84.00~~ 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



18721-A

MAY 1 1996

AMENDMENT TO EQUIPMENT LEASE

This Amendment to an Equipment Lease, dated December 29, 1993, ("Lease") is entered into between The Fifth Third Leasing Company ("Lessor") and The David J. Joseph Company ("Lessee") under the following conditions:

WHEREAS, the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Lease is in full force and effect; and

WHEREAS, Schedule A to the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Schedule A is in full force and effect; and

WHEREAS, Lessee desires to amend the Exhibit A of the Lease and Schedule A as set forth below:

- 1) The Exhibit A ("Car Listing") shall be amended to substitute the following cars:

Table with 2 columns: New Cars (DJJX 2404, DJJX 2429, DJJX 2430, DJJX 2433) and Old Cars (RLMX 1400, RLMX 1408, RLMX 1409, RLMX 1424)

- 2) Except as modified herein, the Lease and Schedule A shall remain in full force and effect as written.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of this 25 day of July, 1994.

THE DAVID J. JOSEPH COMPANY Lessee

THE FIFTH THIRD LEASING COMPANY Lessor

By: [Signature]

By: [Signature]

Title: Division Vice President

Title: S.I.U.P.

Date: July 25, 1994

Date: 7/28/94

This is a certified copy of the original document. THE FIFTH THIRD LEASING COMPANY By: David J. Joseph, Assistant Vice President Date: 4/30/96 Subscribed and sworn to before me this 30 day of April 1996 My commission expires 11 May 97 Notary Public [Signature]