18721-H

DEC 16 1996 10:49 AM

The David J. Joseph Company

December 4, 1996

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

Dear Mr. Williams:

Enclosed is one (1) original and one (1) copy of the Amendment to Equipment Lease dated as of October 31, 1996 between the following parties:

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

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

Please see Schedule A as set forth in the document for the Equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 18721 and subsequent amendments are recorded under Recordation Nos. 18721-A, through 18721-G.

Please file this agreement as a secondary document. The amount of $22.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones

Julia R. Jones
Contract Assistant

Enclosures

Transportation Services Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

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

NOTARIAL SEAL STATE OF OHIO

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

18721-H

DEC 6 1996 - 44 AM

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 filed with the Surface Transportation Board under Recordation No. 18721, and subsequent amendments filed with the Surface Transportation Board under Recordation Nos. 18721-A thru G.

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:

Old Car Number	New Car Number
DJJX 1318	RLMX 8462

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 31st day of October, 1996.

LESSEE:

THE DAVID J. JOSEPH COMPANY

BY: James H. Goetz

TITLE: Division Vice President

DATE: October 31, 1996

LESSOR:

THE FIFTH THIRD LEASING COMPANY

BY:

TITLE: Vice President

DATE: 10-31-96

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 31st day of October, 1996, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Dianna L. Tobler

Notary Public
DIANNA L. TOBLER
Notary Public, State of Ohio
My Commission Expires June 7, 1999

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 31 day of Oct., 1996, by David A. Jackson, the Senior Vice President of The Fifth Third Leasing Company, an Ohio corporation, on behalf of the corporation.

Marsha J. Burbeck

Notary Public

MARSHA J. BURBECK
Notary Public, State of Ohio
My Commission Expires Oct. 29, 2000