



RECORDATION NO. 18721-A FILED

MAY 26 '98

4-02 PM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company
May 21, 1998

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 26 4 02 PM '98

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Amendment to Equipment Lease dated as of April 28, 1998 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
Cincinnati, OH 45263

Please see Exhibit 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-P. Please file this agreement as a secondary document, the fee of \$26.00 is included on the enclosed check No. 435302.

If you have any questions please call me at 513-621-8770 ext. 239.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard
Documentation Assistant

Enclosures

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, Julie M. Woodard, 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.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

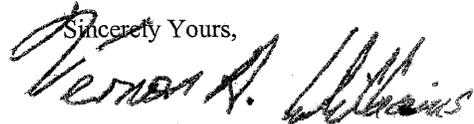
DATE:5/26/98

Julie M. Woodard
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 5/26/98 at 4:02PM, and
assigned recordation number(s). 18721-Q.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)
26.00

\$-----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. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.

Signature



AMENDMENT TO EQUIPMENT LEASE MAY 26 '98 4-02 PM

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 P.

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

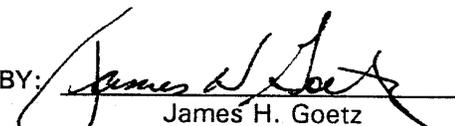
WHEREAS, Lessee desires to amend the Exhibit A of the Lease and Schedule A as set forth below:

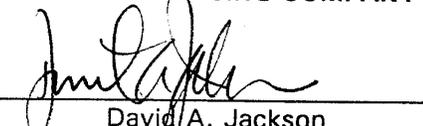
- 1) The Exhibit A ("Car Listing") shall be amended to substitute the following cars:

<u>Old Car Number</u>	<u>New Car Number</u>
DJJX 1901	DJJX 3406

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

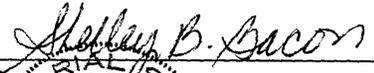
IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of April 28th, 1998.

LESSEE:
 THE DAVID J. JOSEPH COMPANY
 BY: 
 James H. Goetz
 TITLE: Division Vice President
 DATE: April 28th, 1998

LESSOR:
 THE FIFTH THIRD LEASING COMPANY
 BY: 
 David A. Jackson
 TITLE: Sr. Vice President
 DATE: 4-30-98

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 28th day of April, 1998, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



Notary Public
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 30th day of April, 1998, by David A. Jackson, the Senior Vice President of The Fifth Third Leasing Company, an Ohio corporation, on behalf of the corporation.


Notary Public
MARSHA I. BURECK
Notary Public, State of Ohio
My Commission Expires Oct. 29, 2000