



20037-A

The David J. Joseph Company

October 18, 1996

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

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
OCT 25 1 45 PM '96

Dear Mr. Williams:

Enclosed is an original and one copy of the First Amendment to Master Lease Agreement dated October 3, 1996 between the following parties:

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

Lessor: KeyCorp. Leasing Ltd.  
54 State Street  
Alban, NY 12201

Please see paragraph 1) 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. 20037 dated April 30, 1996.

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

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones/gbt  
Contract Assistant

Enclosures

Amendment to Master Lease Agreement

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- 078



Amendment #1  
20032 - A  
1996

FIRST AMENDMENT TO MASTER LEASE AGREEMENT #10698

THIS AMENDMENT is made by and between KEYCORP LEASING LTD., a Delaware 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, 1996 and Schedule 01 thereto (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. 01 to the Lease is hereby amended by deleting Railcar No. DJJX3604 and adding Railcar No. RLMX 8492.
2. Simultaneously with the execution of this Amendment, Lessor will deliver to Lessee a quitclaim bill of sale for the railcar to be deleted from the Lease and Lessee will deliver to Lessor a warranty bill of sale for the railcar 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 3rd day of October, 1996.

LESSOR:

KEYCORP LEASING LTD.

By: Linda L. Huff  
Name: Linda L. Huff  
Title: Vice President  
Regional Business Unit Manager

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 KEYCORP LEASING LTD., by Linda L. Huff, 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 personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Albany, New York, this 30<sup>th</sup> day of ~~October~~, 1996.  
September

Lynn A. Werner  
Notary Public

LYNN A. WERNER  
Notary Public, State of New York  
No. 184024  
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. Goetz, 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 personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at Cincinnati, Ohio, this 3<sup>rd</sup> day of October, 1996.

Julia R. Jones  
Notary Public



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

**AMENDMENT TO  
MASTER LEASE AGREEMENT  
(Gondola Railcars)**

Filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on  
April 30, 1996, at 3:25 P.M. Recordation Number 20037  
between

**KEYCORP LEASING LTD.,**  
Lessor

and

**THE DAVID J. JOSEPH COMPANY,**  
Lessee

506 - 100 Ton, Steel High Side Gondola Railcars

This Amendment is dated as of October \_\_\_\_, 1996

Filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on  
\_\_\_\_\_, 1996, at \_\_\_\_:\_\_\_\_.M. Recordation Number \_\_\_\_\_