



RECORDATION NO. 20037 D, E, F FILED

JUL 22 '98

12-04 PM

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

July 17, 1998

JUL 22 12 04 PM '98
SURFACE TRANSPORTATION BOARD
RECEIVED

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

Dear Mr. Williams:

Enclosed are originals and copies of the Fourth, Fifth, and Sixth Amendments to Master Lease Agreement dated October 24, 1997 between the following parties:

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

Lessee: Keycorp Leasing Ltd.
54 State Street
Albany, NY 12201-1865

Please see the documents for the equipment involved in these transactions. The lease to which these documents are connected is recorded under Recordation Number 20037 and a subsequent amendment is recorded under Recordation Number 20037-C. Please file these agreements as secondary documents. The amount of \$78.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Shelley B. Bacon
Contract Assistant

Enclosures

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

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45291-1078

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

OFFICE OF THE SECRETARY
Shelley B. Bacon
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202-4214

DATE:7/22/98

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 7/22/98 at 12:04PM ,and
assigned recordation number(s).20037- D, 20037-E and 20037-F.

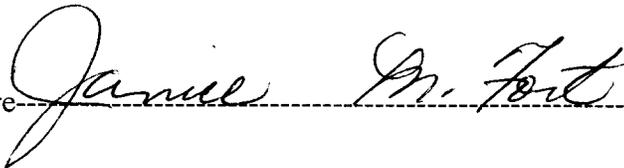
Sincerely Yours,


Vernon A. Williams

Enclosure(s)
78.00

\$-----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



FOURTH AMENDMENT TO MASTER LEASE AGREEMENT #10698

RECORDATION NO. 20037-D FILED JUL 21 1998 4 PM

THIS AMENDMENT is made by and between KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC. as successor by merger to KEYCORP LEASING L.P.D. ("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. DJJX 4354, and adding Railcar No. DJJX 3401.
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 17 day of July, 1998.

LESSOR:

KEYCORP LEASING
A DIVISION OF KEY CORPORATE CAPITAL INC.

By: Linda L. Huff
Name: LINDA L. HUFF
Title: Vice President

WITNESSES:

[Signature]
Marilyn J. Peterson

LESSEE:

THE DAVID J. JOSEPH COMPANY

By: James H. Noetz
Name: JAMES H. NOETZ
Title: Vice President

WITNESSES:

Shelley B. Bacon
Marta Blair

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, A DIVISION OF KEY CORPORATE CAPITAL INC., by LINDA L. HUFF, its Vice President, who acknowledged that she 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 7th day of JULY, 1998.

Lynn A. Werner
Notary Public

LYNN A. WERNER Notary Public, State of New York Qualified in Albany County No. 484444 Commission Expires <u>8-31-99</u>

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 Janet A. Goetz 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 Cincinnati, Ohio, this 17 day of July, 1998.

Shelley B. Bacon
Notary Public



SHELLEY B. BACON
Notary Public, State of Ohio
Commission Expires July 02, 2002

**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, A DIVISION OF KEY CORPORATE CAPITAL INC.
Lessor

and

THE DAVID J. JOSEPH COMPANY,
Lessee

506 - 100 Ton, Steel High Side Gondola Railcars

This Amendment is dated as of July ____, 1998

Filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on
_____, 1998, at ____:____.M. Recordation Number _____