

FIFTH AMENDMENT TO MASTER LEASE AGREEMENT #10698

RECORDATION NO. 20037-E FILED

JUL 22 '98 12-04 PM

THIS AMENDMENT is made by and between KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC. as successor by merger to KEYCORP LEASING LTD. ("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 3503, and adding Railcar No. DJJX 4003.
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. Goetz  
Name: JAMES H. GOETZ  
Title: Vice President

WITNESSES:

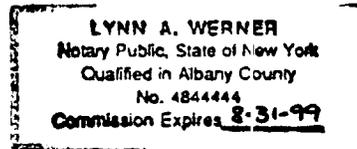
Shelley B. Bacon  
Maite Blair

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 7<sup>th</sup> day of JULY, 1998.

Lynn A Werner  
Notary Public



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. Boetz, 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  
My Commission Expires July 22, 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 \_\_\_\_\_