

RECORDATION NO. 20037-I FILED



AUG 25 '99

1:00PM

DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

August 19, 1999



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 Seventh Amendment to Master Lease Agreement dated as of August 6, 1999 between the following parties:

Lessor: Keycorp Leasing Ltd. *Successor to*
54 State Street
Albany, NY 12201-1865

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

Please see the document for the equipment involved in this transaction.
The lease to which this document is connected is recorded under Recordation No. 20037 and subsequent amendments are recorded under Recordation Nos. 20037-A and 20037-H.
Please file this agreement as a secondary document. The amount of \$26.00 is included in the enclosed check No 468662.

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

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AUG 2 5 1999 11:00 AM

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

20037-1

SEVENTH AMENDMENT TO MASTER LEASE AGREEMENT #10698

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 2411, and adding Railcar No. DJJX 7252.
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 ____ day of August, 1999.

LESSOR:

KEYCORP LEASING
A DIVISION OF KEY CORPORATE CAPITAL INC.

By: Kelly M. Reale
Name: KELLY M. REALE
Title: Vice President

WITNESSES:

Rynn Emery
Louisa Race

LESSEE:

THE DAVID J. JOSEPH COMPANY

By: Paul E. Loebig
Name: PAUL E. LOEBIG
Title: VICE PRESIDENT

WITNESSES:

Julie M. Woodard
Marilee 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 KELLY M. REALE, 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 6th day of August, 1999.


Notary Public.

SANDRA L. COSTANZO
Notary Public, State of New York
No. 01C04787012
Qualified in Schenectady County
My Commission Expires March 30, 20 01

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 PAUL E. LOEBIC, 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 13 day of AUGUST, 1999.


Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 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 August _____, 1999

Filed with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on
_____, 1999, at _____:_____.M. Recordation Number _____