



DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

March 31, 1998

RECORDED
MAY 1 3 31 11 54

RECORDATION NO. 20037-C
FILED

MAY 7 '98

3-31 PM

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 Third Amendment to Master Lease Agreement dated as of March 26, 1998 between the following parties:

Lessor: Keycorp Leasing Ltd.
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-B. Please file this agreement as a secondary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard
Documentation Assistant

Enclosures

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:5/7/98

JULIE M. WOODARD
DJJ TRANSPORTATION SERVICES, INC.
300 PIKE STREET
CINCINNATI, OHIO 45202-4214

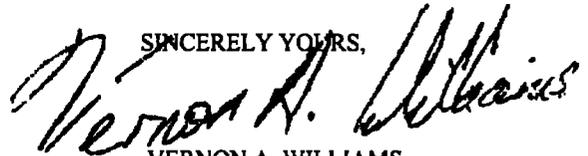
DEAR MADAM:

THE ENCLOSED DOCUMENT(S) WAS RECORDED PURSUANT TO THE PROVISIONS OF 49 USC 11301

AND 49 CFR 1177.3 (C), ON 5/7/98 AT 3:31PM , AND

ASSIGNED RECORDATION NUMBER(S). 21387, 21388 AND 20037-C.

SINCERELY YOURS,



VERNON A. WILLIAMS
SECRETARY

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 NOTIFICATION AFTER THE SURFACE TRANSPORTATION BOARD HAS HAD AN OPPORTUNITY TO EXAMINE YOUR DOCUMENT.

SIGNATURE-----



MAY 7 '98 3-31 PM

**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 March____, 1998

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

THIRD 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 3580, and adding Railcar No. DJJX 4908.
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 26th day of March, 1998.

LESSOR:

KEYCORP LEASING
A DIVISION OF KEY CORPORATE CAPITAL INC.

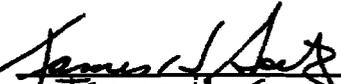
By: 
Name: DONALD C. DAVIS
Title: Vice President

WITNESSES:

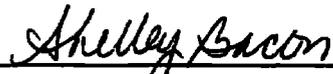



LESSEE:

THE DAVID J. JOSEPH COMPANY

By: 
Name: James H. Goetz
Title: Vice President

WITNESSES:




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 DONALD C. DAVIS, 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 24 day of March, 1998.

Kathleen D. Giovannone
Notary Public

Kathleen D. Giovannone
Notary Public #4977013
County of Albany, State of New York
My Commission Expires January 22, 1999

STATE OF OHIO)
HAMILTON COUNTY)ss.
)

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. Woody, 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 26 day of March, 1998.

Julie M. Woodard
Notary Public



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