



The David J. Joseph Company



January 10, 2005

RECORDATION NO. 22585-E FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

JAN 13 '05

3-04 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Amendment No. 4 to Railroad Equipment Lease dated as of December 29, 2004 between the following parties:

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

Lessor: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, nineteen (19) railcars, involved in this transaction.

This filing is to appear in the index as follows: Amendment No. 4 to Railroad Equipment Lease dated December 29, 2004 related to nineteen (19) railcars bearing reporting marks DJJX 9500-9513, inclusive; DJJX 19059; DJLX 98544; JTLX 178; JTLX 238; JTLX 5805.

Please file this agreement as a secondary document under the Recordation Number 22585-E as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22585 through 22585-D. The amount of \$32.00 for the filing fees for this document is included on the enclosed check no. 1487 in the amount of \$64.00. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

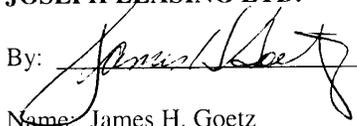
**MEMORANDUM OF
AMENDMENT NO. 4 TO
RAILROAD EQUIPMENT LEASE**

This **MEMORANDUM OF AMENDMENT NO. 4 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 4") entered into this 29th day of December, 2004, is intended to evidence the amendment dated as of December 29, 2004 (the "Amendment No. 4"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the nineteen (19) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") with Recordation No. 22585. This Memorandum of Lease Amendment No. 4 should receive Recordation No. 22585-E.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 4 on the date indicated below its signature.

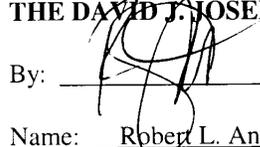
JOSEPH LEASING LTD.

By: 

Name: James H. Goetz

Title: Vice President

THE DAVID J. JOSEPH COMPANY

By: 

Name: Robert L. Angotti

Title: Executive Vice President

RECORDATION NO. 22585-E FILED

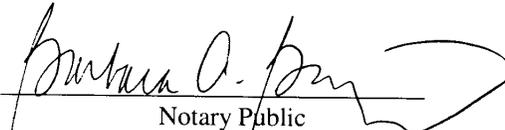
JAN 13 '05

3-04 PM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 29th day of December, 2004, by James H. Goetz, a Committee Member of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.



Notary Public

My Commission expires:

February 20, 2006



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 29th day of December, 2004, by Robert L. Angotti, the Executive Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



Notary Public

My Commission expires:

February 20, 2006



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

EXHIBIT A

To the Memorandum of Amendment No. 4 dated December 29, 2004, between Joseph Leasing Ltd. and The David J. Joseph Company.

DESCRIPTION OF UNITS

Nineteen (19) railcars bearing reporting marks:

DJX 9500 – 9513, inclusive
DJX 19059
DJLX 98544
JTLX 178
JTLX 238
JTLX 5805