



DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

May 26, 1999

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

RECORDATION NO.

22013-B
FILED

JUN 1 '99

11-15AM

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement Amendment No. 1 dated as of May 17, 1999 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessee: Ohio Valley Electric Corporation
One Riverside Plaza
Columbus, OH 43215

Please see Exhibit A as set forth in the document for the equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 22013. Please file this agreement as a secondary document, the fee of \$26.00 is included on the enclosed check No. 463249.

If you have any questions please call me at 513-621-8770 ext. 239.

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

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 1

JUN 1 '99 11-15AM

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT, AMENDMENT NO. 1 ("Memorandum of Lease, Amendment No. 1") entered into this 17th day of May, 1999, is intended to evidence the Amendment No. 1 to Railroad Equipment Lease dated as of May 17, 1999 (the "Amendment No. 1 to Railroad Equipment Lease") by and between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and OHIO VALLEY ELECTRIC CORPORATION, an Ohio corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. The amendment deletes Exhibit A to the original Memorandum of Lease and replaces it with Exhibit A attached hereto in reference to the one hundred twenty (120) railcars described therein (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease, Amendment No. 1, on the date indicated below its signature.

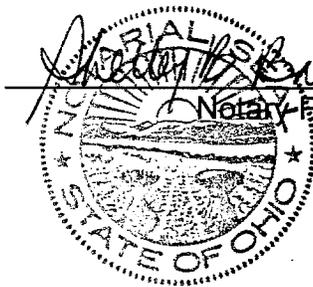
DJJ TRANSPORTATION SERVICES, INC. OHIO VALLEY ELECTRIC CORPORATION

By: 
Name: Douglas F. McMillan
Title: President
Date: May 17, 1999

By: 
Name: DAVID L. HART
Title: Vice President
Date: May 20, 1999

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 17th day of May, 1999, by Douglas F. McMillan, the President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



Notary Public
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
)
COUNTY OF FRANKLIN) SS:

The foregoing instrument was acknowledged before me this 20th day of May, 1999, by David L. Hart, the Vice-President of Ohio Valley Electric Corporation, an Ohio corporation, on behalf of the corporation.



Notary Public
MARK S. TIBBERTS, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.02 R.C.

EXHIBIT A

To the Memorandum of Lease, Amendment No. 1 dated May 17, 1999, between DJJ Transportation Services, Inc. and Ohio Valley Electric Corporation.

DESCRIPTION OF UNITS

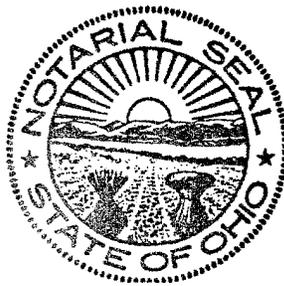
One hundred twenty (120) railcars bearing reporting marks as follows:

OVEX 6560-6679, INCLUSIVE

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