

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE
SUITE 500 — 625 INDIANA AVENUE, N. W.
WASHINGTON, D.C. 20004-2901
202-628-2838
FAX: 202-347-3419

513-381-2838
CABLE: TAFTHOL TWX: 810-481-2823
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE
21 EAST STATE STREET
COLUMBUS, OHIO 43215-4221
614-221-2838
FAX: 614-221-2007

NORTHERN KENTUCKY OFFICE
THOMAS MORE CENTRE
2670 CHANCELLOR DRIVE
CRESTVIEW HILLS, KENTUCKY 41017-3491
606-331-2838
513-381-2838
FAX: 513-381-6813

December 29, 1992

CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 204231
Attn: Mildred Lee
Room 2303

17974-A
JAN 14 1993 3 51 PM

3-014A048

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Railroad Equipment Lease, a secondary document, dated November 20, 1992. The primary document to which it relates is a Short Term Lease of Railroad Cars dated August 20, 1992 and filed under recordation number 17974. We request that the enclosed document be cross indexed.

The names and addresses of the parties to the document are as follows:

LESSOR: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

LESSEE: Seminole Electric Cooperative, Inc.
P.O. Box 273000
Tampa, Florida 33688-3000

NOTOR OPERATING UNIT
JAN 14 3 58 PM '93

The equipment covered by the enclosed document is twenty-two (22) 100 ton, 4,000 cubic foot, open top, solid bottom gondola cars currently bearing the reporting marks set forth in Exhibit A hereto.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

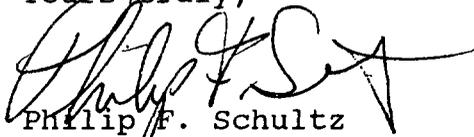
Ms. Mildred Lee
December 29, 1992
Page 2

A short summary of the document to appear in the index follows:

An Amendment to Railroad Equipment Lease of Railroad Cars between Seminole Electric Cooperative, Inc., P.O. Box 273000, Tampa, Florida 33688, as Lessee and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Lessor dated November 20, 1992 and covering twenty-two (22) 100 ton, 4,000 cubic foot, open top, solid bottom gondola cars.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/taj
Enclosure

iccf1a8.djj

EXHIBIT A

Twenty-two (22) 100 ton, 4000 CF, open top, solid bottom gondola cars (as specified on SECI Bid No. 92-55), bearing reporting marks as follows:

OLD NUMBER	NEW NUMBER
BN 575025	DJJX 1700
BN 575031	DJJX 1701
BN 575061	DJJX 1702
BN 575082	DJJX 1703
BN 575045	DJJX 1704
BN 575058	DJJX 1705
BN 575085	DJJX 1706
BN 575094	DJJX 1707
BN 575095	DJJX 1708
BN 575144	DJJX 1709
BN 575178	DJJX 1710
BN 575182	DJJX 1711
BN 575188	DJJX 1712
BN 575225	DJJX 1713
BN 575231	DJJX 1714
BREX 4	DJJX 2004
BREX 19	DJJX 2005
BREX 23	DJJX 2006
BREX 24	DJJX 2007
BREX 31	DJJX 2008
BREX 36	DJJX 2009
BREX 51	DJJX 2010

Interstate Commerce Commission
Washington, D.C. 20423

1/15/93

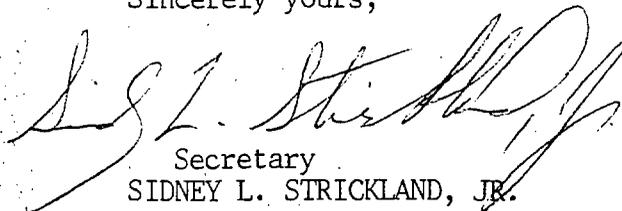
OFFICE OF THE SECRETARY

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, Ohio 45202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **1/14/93** at **3:35pm**, and assigned
recordation number(s). **17974-A**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

Handwritten mark

17974A
JAN 14 1993 3 35 PM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

The undersigned, Stephen M. Griffith, Jr., a 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.

Stephen M. Griffith, Jr.

Notary Public

STEPHEN M. GRIFFITH, JR., Attorney at Law,
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

17974-A
JAN 14 1993 - 3 55 PM

B 9208 02573
Amendment # 1

INTERSTATE COMMERCE COMMISSION
AMENDMENT TO RAILROAD EQUIPMENT LEASE

This Amendment to Railroad Equipment Lease (the "Amendment") is entered into this 20th day of November, 1992, by and between The David J. Joseph Company (hereinafter referred to as "Lessor") and Seminole Electric Cooperative, Inc. (hereinafter referred to as "Lessee") amending that certain Short Term Lease of Railroad Cars (the "Lease") dated August 20, 1992, by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission on October 9, 1992 with recordation number 17974;

WHEREAS, the parties desire to amend the Lease by increasing the quantity of 100 ton, 4000 CF, open top, solid bottom gondola railcars (such railcars hereinafter collectively referred to as "Units" and individually as a "Unit") from fifteen (15) Units to twenty-two (22) Units, which are the subject of the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended by increasing the quantity of Units, which are the subject of this Lease, from fifteen (15) to twenty-two (22) and by deleting Exhibit A to the Lease in its entirety and replacing it with Exhibit A attached hereto. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

LESSOR:

Signed and acknowledged
in the presence of:

THE DAVID J. JOSEPH COMPANY

Susan L. Hardmuller

BY: *DMcM*

Steven E. Ward

NAME: DOUGLAS F. McMILLAN

TITLE: VICE PRESIDENT

LESSEE:

Signed and acknowledged
in the presence of:

SEMINOLE ELECTRIC COOPERATIVE, INC.

Ellison Allen

BY: *Richard D. Rich*

NAME: Richard D. Rich

TITLE: Director of Procurement

Patty Tibbatts

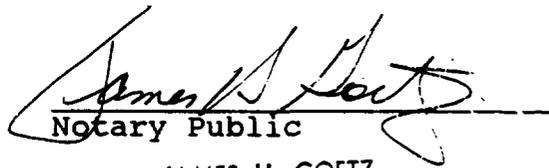
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BREX 4	DJJX 2004
BREX 19	DJJX 2005
BREX 23	DJJX 2006
BREX 24	DJJX 2007
BREX 31	DJJX 2008
BREX 36	DJJX 2009
BREX 51	DJJX 2010

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 20th day of NOVEMBER, 1992, by DOUGLAS F. McILLAN the VICE PRESIDENT of The David J. Joseph Company, a Delaware corporation, on behalf of the Corporation.


Notary Public

JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH) SS:

The foregoing instrument was acknowledged before me this 3 day of DECEMBER, 1992, by Rick D. Birk _____, the Director/President of Seminole Electric Cooperative, Inc., a non-profit corporation, on behalf of the corporation.


Notary Public

Martha E. Reder
My Commission expires March 15, 1995