



The David J. Joseph Company

June 28, 1996

RECORDATION NO. 18278 - B

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INTERSTATE COMMERCE COMMISSION

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Lease of Railroad Equipment Amendment No. 2 dated as of March 26, 1996 between the following parties:

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

Lessee: Santee Cooper
One Riverwood Drive
Moncks Corner, SC 29461-0398

Please see the attachment for the Equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 18278.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Contract Assistant

Enclosures

Equipment Description

Ninety-three (93) railcars bearing the reporting marks as follows

DJJX 009104	DJJX 009193	DJJX 009285	DJJX 009349
DJJX 009106	DJJX 009205	DJJX 009286	DJJX 009353
DJJX 009107	DJJX 009213	DJJX 009293	DJJX 009354
DJJX 009108	DJJX 009214	DJJX 009295	DJJX 009357
DJJX 009114	DJJX 009220	DJJX 009299	DJJX 009364
DJJX 009115	DJJX 009222	DJJX 009303	DJJX 009367
DJJX 009116	DJJX 009226	DJJX 009304	DJJX 009373
DJJX 009120	DJJX 009227	DJJX 009308	DJJX 009375
DJJX 009123	DJJX 009229	DJJX 009315	DJJX 009377
DJJX 009128	DJJX 009232	DJJX 009317	DJJX 009381
DJJX 009131	DJJX 009239	DJJX 009318	DJJX 009382
DJJX 009137	DJJX 009240	DJJX 009320	DJJX 009383
DJJX 009142	DJJX 009249	DJJX 009321	DJJX 009385
DJJX 009148	DJJX 009256	DJJX 009323	DJJX 009387
DJJX 009152	DJJX 009266	DJJX 009324	DJJX 009389
DJJX 009154	DJJX 009268	DJJX 009329	DJJX 009401
DJJX 009167	DJJX 009271	DJJX 009330	DJJX 009402
DJJX 009169	DJJX 009272	DJJX 009332	DJJX 009403
DJJX 009178	DJJX 009273	DJJX 009334	DJJX 009407
DJJX 009181	DJJX 009274	DJJX 009338	DJJX 009412
DJJX 009182	DJJX 009280	DJJX 009341	DJJX 009416
DJJX 009185	DJJX 009281	DJJX 009345	DJJX 009417
DJJX 009188	DJJX 009284	DJJX 009348	DJJX 009419
DJJX 009192			

CERTIFICATE

The undersigned, Julia Jones, 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

Julia R. Jones
Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

18278-13

JUL - 5 1996 - 1:00 PM

**MEMORANDUM
OF
LEASE OF RAILROAD EQUIPMENT AMENDMENT NO. 2**

This **MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT AMENDMENT NO. 2** ("Memorandum of Lease Amendment No. 2") made as of March 26, 1996, is intended to evidence Amendment No. 1 dated January 13, 1993, and Amendment No. 2 dated March 26, 1996, amending that certain Lease of Railroad Equipment dated as of November 4, 1992 (the "Lease"), between **THE CIT GROUP/EQUIPMENT FINANCING, INC.** (formerly "Lessor" but hereinafter referred to as "Assignor"), and **SANTEE COOPER**, a South Carolina corporation (the "Lessee").

FURTHER, the Lease was assigned by **ASSIGNOR** to **THE DAVID J. JOSEPH COMPANY** ("Lessor"), a Delaware corporation, pursuant to that certain Purchase and Sale Agreement dated November 1, 1994.

The filing of this Memorandum of Lease Amendment No. 2 is for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11303 and should be filed with Memorandum of Lease of Railroad Equipment dated January 4, 1993, under Interstate Commerce Commission Recordation No. 18278 dated June 28, 1993.

Lessor has the right to amend the Lease for all ninety-three (93) units (formerly 100) which are subject to the Lease (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and Amendments thereto

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 2 on the date indicated below its signature.

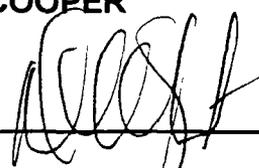
LESSOR:

LESSEE:

THE DAVID J. JOSEPH COMPANY

SANTEE COOPER

BY: 

BY: 

NAME: James H. Goetz

NAME: DANNY L. WRIGHT

TITLE: Division Vice President

TITLE: Procurement Manager

DATE: March 26, 1996

DATE: April 4, 1996

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 26th day of March, 1996, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Julia R. Jones
Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2002

STATE OF South Carolina
COUNTY Berkely) SS:

The foregoing instrument was acknowledged before me this 4th day of April, 1996, by Darryl Wright, the Procurement Manager of Santee Cooper, a South Carolina corporation, on behalf of the corporation.

Kathryn S. Scott
Notary Public

MY COMMISSION EXPIRES 10/03/2000