



The David J. Joseph Company

September 10, 1996

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

18278-C
SEP 1 1996 12:20 PM

SEP 16 12 15 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr Williams.

Enclosed is an original and one copy of the Memorandum of Lease of Railroad Equipment Amendment No 3 dated as of August 21, 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 and subsequent amendments have been recorded under 18278-A and 18278-B

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

<u>Old Number</u>	<u>New Number</u>	<u>Old Number</u>	<u>New Number</u>
HLMX 009104	DJJX 009104	HLMX 009226	DJJX 009226
HLMX 009106	DJJX 009106	HLMX 009227	DJJX 009227
HLMX 009107	DJJX 009107	HLMX 009229	DJJX 009229
HLMX 009108	DJJX 009108	HLMX 009232	DJJX 009232
HLMX 009114	DJJX 009114	HLMX 009239	DJJX 009239
HLMX 009115	DJJX 009115	HLMX 009240	DJJX 009240
HLMX 009116	DJJX 009116	HLMX 009249	DJJX 009249
HLMX 009120	DJJX 009120	HLMX 009256	DJJX 009256
HLMX 009123	DJJX 009123	HLMX 009266	DJJX 009266
HLMX 009128	DJJX 009128	HLMX 009268	DJJX 009268
HLMX 009131	DJJX 009131	HLMX 009271	DJJX 009271
HLMX 009137	DJJX 009137	HLMX 009272	DJJX 009272
HLMX 009142	DJJX 009142	HLMX 009273	DJJX 009273
HLMX 009148	DJJX 009148	HLMX 009274	DJJX 009274
HLMX 009152	DJJX 009152	HLMX 009280	DJJX 009280
HLMX 009154	DJJX 009154	HLMX 009281	DJJX 009281
HLMX 009167	DJJX 009167	HLMX 009284	DJJX 009284
HLMX 009169	DJJX 009169	HLMX 009285	DJJX 009285
HLMX 009178	DJJX 009178	HLMX 009286	DJJX 009286
HLMX 009181	DJJX 009181	HLMX 009293	DJJX 009293
HLMX 009182	DJJX 009182	HLMX 009295	DJJX 009295
HLMX 009185	DJJX 009185	HLMX 009299	DJJX 009299
HLMX 009188	DJJX 009188	HLMX 009303	DJJX 009303
HLMX 009192	DJJX 009192	HLMX 009304	DJJX 009304
HLMX 009193	DJJX 009193	HLMX 009308	DJJX 009308
HLMX 009205	DJJX 009205	HLMX 009315	DJJX 009315
HLMX 009213	DJJX 009213	HLMX 009317	DJJX 009317
HLMX 009214	DJJX 009214	HLMX 009318	DJJX 009318
HLMX 009220	DJJX 009220	HLMX 009320	DJJX 009320
HLMX 009222	DJJX 009222	HLMX 009321	DJJX 009321
		HLMX 009323	DJJX 009323

Old Number

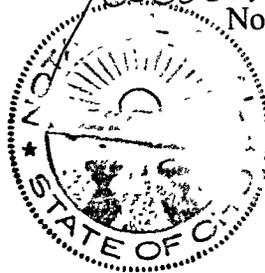
New Number

HLMX 009324	DJJX 009324
HLMX 009329	DJJX 009329
HLMX 009330	DJJX 009330
HLMX 009332	DJJX 009332
HLMX 009334	DJJX 009334
HLMX 009338	DJJX 009338
HLMX 009341	DJJX 009341
HLMX 009345	DJJX 009345
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HLMX 009349	DJJX 009349
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HLMX 009354	DJJX 009354
HLMX 009357	DJJX 009357
HLMX 009364	DJJX 009364
HLMX 009367	DJJX 009367
HLMX 009373	DJJX 009373
HLMX 009375	DJJX 009375
HLMX 009377	DJJX 009377
HLMX 009381	DJJX 009381
HLMX 009382	DJJX 009382
HLMX 009383	DJJX 009383
HLMX 009385	DJJX 009385
HLMX 009387	DJJX 009387
HLMX 009389	DJJX 009389
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HLMX 009402	DJJX 009402
HLMX 009403	DJJX 009403
HLMX 009407	DJJX 009407
HLMX 009412	DJJX 009412
HLMX 009416	DJJX 009416
HLMX 009417	DJJX 009417
HLMX 009419	DJJX 009419

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


Notary Public



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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

9/16/96

Julia R. Jones
Contract Assistant
The Dayid J/Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

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 9/16/96 at 12:20PM , and assigned recordation number(s). 18278-C.

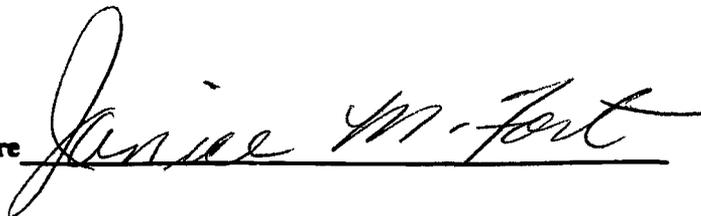
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18278-C FILED 1425
SEP 4 1996 12:00 PM

**MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT AMENDMENT NO. 3**

This **MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT AMENDMENT NO. 3** ("Memorandum of Lease Amendment No. 3") entered into this 21st day of August, 1996, is intended to evidence Amendment No. 3 dated August 21, 1996, amending that certain Lease of Railroad Equipment dated as of November 4, 1992 (the "Lease"), between the present lessor, **THE DAVID J. JOSEPH COMPANY**, ("Lessor") and **SANTEE COOPER**, a South Carolina corporation (the "Lessee").

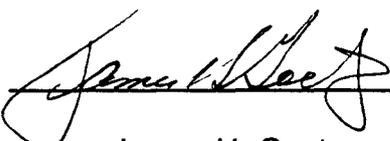
The filing of this Memorandum of Lease Amendment No. 3 is for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301 and should be given Recordation No. 18278-C under Memorandum of Lease of Railroad Equipment dated January 4, 1993, given Recordation No. 18278 dated June 28, 1993

The parties have amended the Lease for all ninety-three (93) units (formerly 100) which are subject to the Lease (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. 3 on the date indicated below its signature.

LESSOR:

THE DAVID J. JOSEPH COMPANY

By: 

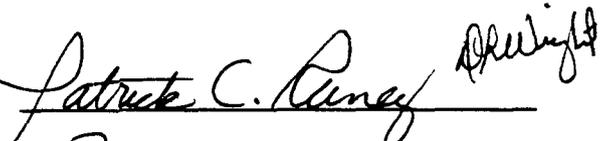
Name: James H. Goetz

Title: Division Vice President

Date: August 21, 1996

LESSEE:

SANTEE COOPER

By: 

Name: Patrick C. Runey

Title: Director Fuel Planning & Supply

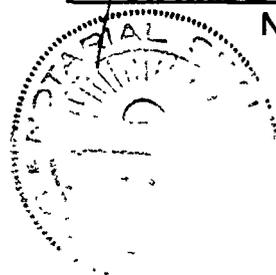
Date: 8-26-96

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 21st day of August 1996, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



Notary Public



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

STATE OF SOUTH CAROLINA)
) SS:
COUNTY OF BERKELEY)

The foregoing instrument was acknowledged before me this 26 day of August 1996, by Patrick C. Roney, the Director Fuel Procurement of Santee Cooper, a South Carolina corporation, on behalf of the corporation.



Notary Public

MY COMMISSION EXPIRES 10/03/2000