



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



July 22, 2003

RECORDATION NO. 24437-A FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

JUL 23 '03 3-16 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of May 23, 2003 between the following parties:

Lessee: South Carolina Electric & Gas Company
111 Research Drive
Columbia, SC 29203

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

Please see the Amendment No. 1 for the equipment, one hundred ninety (190) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of May 23, 2003 related to one hundred ninety (190) railcars bearing reporting marks JTSX 900436 – 900450, inclusive and JTSX 900452 – 900626, inclusive.

Please file this as a secondary document under recordation number 24437-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24437. The filing fee for this document in the amount of \$30.00, is included on the enclosed check. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

REGISTRATION NO. 24437-A

JUL 23 '03 3-16 PM

MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 23 day of May, 2003, is intended to evidence the amendment dated as of May __, 2003 (the "Amendment No. 1"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SOUTH CAROLINA ELECTRIC & GAS COMPANY**, a South Carolina 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 one hundred ninety (190) 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") on May 6, 2003, with Recordation No. 24437. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 24437-A.

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

LESSOR

JOSEPH TRANSPORTATION SERVICES, INC.

By: *Kevin M. Baughman*

Title: Assistant Secretary

Date: May 23, 2003

LESSEE

SOUTH CAROLINA ELECTRIC & GAS COMPANY

By: *James M. Fambello*

Title: Vice President

Date: May 28, 2003

APPROVED
AS TO
LEGALITY
AND FORM
TRK
29 MAY 03

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 23 day of May, 2003, by Linda M. Baughman, the Assistant Secretary of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF South Carolina)
)
COUNTY OF Richland) SS:

The foregoing instrument was acknowledged before me this 28 day of May, 2003, by James M. Landreth, the Vice President of South Carolina Electric & Gas Company, a South Carolina corporation, on behalf of the corporation.

Gail C. Kesselles
Notary Public

EXHIBIT A

To the Memorandum of Amendment No. 1 dated May 23, 2003, between Joseph Transportation Services, Inc. and South Carolina Electric & Gas Company.

DESCRIPTION OF UNITS

One hundred ninety (190) railcars bearing reporting marks as follows:

JTSX 900436 – JTSX 900450, inclusive

and

JTSX 900452 – JTSX 900626, inclusive