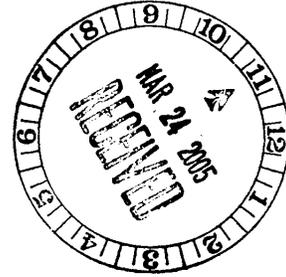




The David J. Joseph Company



March 22, 2005

RECORDATION NO. 25315 A FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

MAR 24 '05

4-24 PM

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of March 1, 2005 between the following parties:

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

Lessor: Joseph Leasing Ltd.  
300 Pike Street  
Cincinnati, OH 45202

Please see exhibit A for the equipment, (6) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of March 1, 2005 related to six (6) railcars bearing reporting marks: DJLX 96005, 96020, 96047, 96072, 96083, 96115.

Please file this as a secondary document under the Recordation Number 25315-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25315.

The filing fee for this document in the amount of \$32.00 is included on Check No. 1570. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street  
Cincinnati, OH 45202-4214  
Phone (513) 419-6200  
Fax (513) 419-6221

RECORDATION NO. 25315-A FILED

MAR 24 '05 4-24 PM

SURFACE TRANSPORTATION BOARD

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

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 1<sup>st</sup> day of March, 2005, is intended to evidence the amendment dated as of March 1, 2005 (the "Amendment No. 2"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("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 six (6) 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") with Recordation No. 25315. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 25315-A.

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

**JOSEPH LEASING LTD.**

**SOUTH CAROLINA ELECTRIC &  
GAS COMPANY**

By: Angela D. Watts

By: Sarene D Burch

Name: Angela D. Watts

Name: Sarene D Burch

Title: Secretary

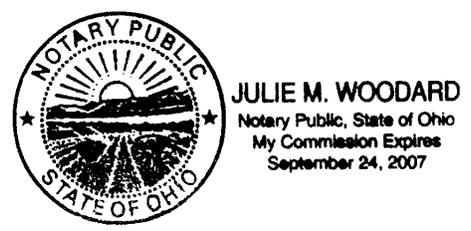
Title: 3/7/05

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March, 2005, by Angela D. Watts, Secretary of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Julie M. Woodard  
Notary Public

My Commission expires:  
9/24/07



STATE OF SC )  
 ) SS:  
COUNTY OF Richland )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of March, 2007, by Samuel D. Bundy, the Senior VP of South Carolina Electric & Gas Company, a South Carolina corporation, on behalf of the corporation.

Michael Bundy  
Notary Public

My Commission expires:  
Oct. 22, 2011

## **EXHIBIT A**

To the Memorandum of Amendment No. 2 dated March 1, 2005, between Joseph Leasing Ltd. and South Carolina Electric & Gas Company.

### **DESCRIPTION OF UNITS**

Six (6) railcars bearing reporting marks:

DJLX 96005

DJLX 96020

DJLX 96047

DJLX 96072

DJLX 96083

DJLX 96115