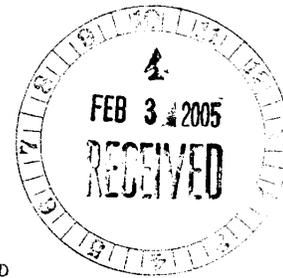




The David J. Joseph Company



February 1, 2005

RECORDATION NO. 22761-D FILED

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

FEB 03 '05

1-09 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) certified copy of the Memorandum of Reassignment of Lease dated January 31, 2005 between the following two parties:

Assignor: Wells Fargo
733 Marquette Avenue
Minneapolis, MN 55402

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

Please see Schedule 1 attached hereto for the equipment involved in this transaction.

This filing is to appear in index as follows: Memorandum of Reassignment of Lease dated January 31, 2005 related to thirty-three (33) railcars bearing reporting marks SMIX 4000 – 4032.

Please file this agreement as a secondary document under Recordation 22761-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22761 through 22761-C. The filing fee in the amount of \$32.00 is included in the enclosed check No. 567842. 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,

The David J. Joseph Company

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. 22761-D FILED

FEB 03 '05

1-09 PM

MEMORANDUM OF REASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

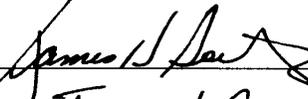
This **Memorandum of Reassignment of Lease** ("Memorandum of Reassignment") made and entered into as of January 31, 2005, by and between **THE DAVID J. JOSEPH COMPANY (f/k/a DJJ TRANSPORTATION SERVICES, INC. and JOSEPH TRANSPORTATION SERVICES, INC.)** a Delaware Corporation ("Assignee") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignor").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 14, 1999 between Assignor, as Lessor, and STRUCTURAL METALS, INC., D/B/A SMI-TEXAS. for thirty-three (33) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Reassignment shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Reassignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of January 31, 2005.

THE DAVID J. JOSEPH COMPANY

By: 
 Name: JAMES H. GOETZ
 Title: EXEC VP & CFO

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Wells Fargo Equipment Finance, Inc.
 Name: Ulysses J. Switz
 Title: Acct. Services Supervisor

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 31st day of January, 2005 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goate, to me personally known, who stated and acknowledged that he is the EVP + CEO of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31st day of January 2005.

Angela Denise Watts
(Notary Signature)

My commission has no expiration.

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 MINNESOTA)
) SS:
COUNTY OF)

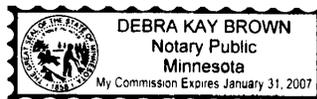
On this 23 day of January, 2005, before me the subscriber, Debra Kay Brown, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Amy M. Lewis, to me personally known, who stated and acknowledged that he/she is the Acct. Services Supervisor of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23 day of January, 2005.

Debra Kay Brown
(Notary Signature)

My commission expires:

1/31/2007



**SCHEDULE I
TO
MEMORANDUM OF REASSIGNMENT OF LEASE**

CARS: Thirty-three (33), railcars bearing reporting marks as follows:

SMIX 4000-4032, INCLUSIVE

LEASE: As assigned to Wells Fargo Equipment Finance, Inc. by agreement dated February 28, 2000, the Lease dated December 14, 1999 between DJJ TRANSPORTATION SERVICES, INC. (n/k/a The David J. Joseph Company) and STRUCTURAL METALS, INC., D/B/A SMI-TEXAS.