



The David J. Joseph Company



June 14, 2005

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

RECORDATION NO. 23102-A FILED

JUN 17 '05 8-53 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of November 1, 2000 between the following parties:

Lessee: Birmingham Southeast, LLC (n/k/a Gerdau Ameristeel Corporation)
3064 Orchard Lake Road
Keesgo Harbor, MI 48320

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

Please see exhibit A for the equipment, (10) 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 November 1, 2000 related to ten (10) railcars bearing reporting marks: JTLX 110, 139, 113, 123, 133, 169, 129, 103, 101, 184.

Please file this as a secondary document under the Recordation Number 23102-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 23102.

The filing fee for this document in the amount of \$33.00 is included on Check No. 572205. 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.

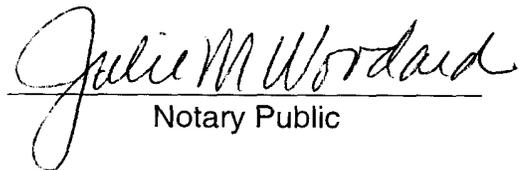
Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

CERTIFICATE

The undersigned, Julie M. Woodard, 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



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

RECORDATION NO. 23102-A FILED

MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE

JUN 17 '05 8-53 AM

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE ("Memorandum of Amendment No. 1") entered into this 1st day of November, 2000, is intended to evidence the amendment dated as of November 1, 2000 (the "Amendment No. 1"), between JOSEPH LEASING LTD., an Ohio limited liability company ("Lessor"), and BIRMINGHAM SOUTHEAST, L.L.C. a Delaware limited liability company ("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 ten (10) 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") dated June 6, 2000, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on Sep. 21, 2000 with Recordation No. 23102. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 23102-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.

JOSEPH LEASING LTD.

BIRMINGHAM SOUTHEAST, L.L.C.

By: K. J. Purcell

By: Don Wilson

Name: Kevin J. Purcell

Name: Don Wilson

Title: Vice President

Title: Director Transportation

Date: November 1, 2000

Date: 11-2-00

EXHIBIT A

To the Memorandum of Amendment No. 1 dated November 1, 2000, between Joseph Leasing Ltd. and Birmingham Southeast, L.L.C.

DESCRIPTION OF UNITS

Ten (10) railcars bearing reporting marks as follows:

JTLX 110, JTLX 139, JTLX 113, JTLX 123, JTLX 133, JTLX 169, JTLX 129, JTLX 103, JTLX 101 and JTLX 184.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 1st day of November, 2000, by Kevin J. Purcell, the Vice President of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Linda M. Baughman
Notary Public



My Commission expires:
LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF ALABAMA)
) SS:
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 2 day of November, 2000, by Don Wilson, the Director of Birmingham Southeast, L.L.C., a Delaware limited liability company, on behalf of the corporation.

Barbara Dale Houder
Notary Public

My Commission expires:
My Commission Expires SEPT. 14, 2003