

RECORDATION NO. 23116-F FILED

OCT 16 '07 -4 4 5 PM

SURFACE TRANSPORTATION BOARD



October 16, 2007

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated September 12, 2007 between the following parties:

Assignee: LaSalle National Leasing Corporation
One West Pennsylvania
Towson, MD 21204

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

Please see Schedule 1 attached hereto for the equipment, (29) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 12, 2007 related to twenty-nine (29) railcars bearing reporting marks: SMIX 9500-9529.

Please file this as a secondary document under Recordation Number 23116-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 23116 through 23116-E. **Per my conversation with Barbara Saddler on 10/15/07, DJJ should not be charged for this filing because we were charged twice for filing 24033-D.**

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

Sincerely,

Julie Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

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

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT****SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 12, 2007 by and between **THE DAVID J. JOSEPH COMPANY (f/k/a Joseph Transportation Services, Inc.)**, a Delaware Corporation ("Assignor") and **LASALLE NATIONAL LEASING CORPORATION**, a Delaware corporation ("Assignee").

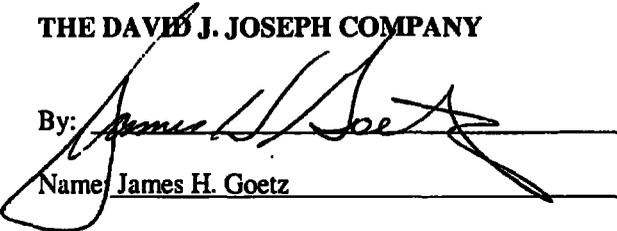
WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated June 9, 2000, as subsequently amended by Amendment No. 1 to the Railroad Equipment Lease dated August 28, 2007 (collectively the "Lease") for twenty-nine (29) railcars bearing the railroad reporting marks set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.
3. Pursuant to the Agreement, Assignee has assumed all of Assignor's rights, title, interest and obligations (except those obligations expressly retained by Assignor under the terms of the Agreement), in, to and under the Lease and the railcars.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of September 12, 2007.

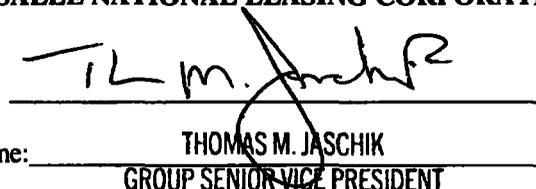
THE DAVID J. JOSEPH COMPANY

By: 

Name: James H. Goetz

Title: Executive Vice President & CFO

LASALLE NATIONAL LEASING CORPORATION

By: 

Name:

THOMAS M. JASCHIK

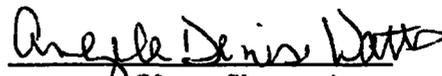
GROUP SENIOR VICE PRESIDENT

Title:

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 12th day of September, 2007, 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. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & Chief Financial Officer 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 12th day of September, 2007.


(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.

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Twenty-nine (29), railcars bearing reporting marks:

SMIX 9500	SMIX 9510	SMIX 9521
SMIX 9501	SMIX 9511	SMIX 9522
SMIX 9502	SMIX 9512	SMIX 9523
SMIX 9503	SMIX 9513	SMIX 9524
SMIX 9504	SMIX 9515	SMIX 9525
SMIX 9505	SMIX 9516	SMIX 9526
SMIX 9506	SMIX 9517	SMIX 9527
SMIX 9507	SMIX 9518	SMIX 9528
SMIX 9508	SMIX 9519	SMIX 9529
SMIX 9509	SMIX 9520	

LEASE: Dated June 9, 2000 between The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.) and Structural Metals, Inc. d/b/a CMC Steel Texas (f/k/a Structural Metals, Inc. d/b/a SMI-Texas), as subsequently amended by agreement dated August 28, 2007.