

RECORDATION NO. 23066-A FILED

JUN 08 '05 10-52 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 8, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sale and Assignment of Lease, dated as of September 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 23066.

The names and addresses of the parties to the enclosed document are:

Assignor: Bank Austria Creditanstalt Holding Corporation
Two Greenwich Plaza
Greenwich Connecticut 06830

Assignee: Infinity Rail, LLC
c/o Infinity Asset Management, LLC (as
Manager)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

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A description of the railroad equipment covered by the enclosed document is:

180 boxcars within the series AGR 143200 - AGR 143390 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Sale and Assignment of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

JUN 08 '05

10-52 AM

MEMORANDUM OF SALE AND ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SALE AND ASSIGNMENT (this "Memorandum") is made and entered into as of September 30, 2004, by and between BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION, a Delaware corporation (the "Seller"), and INFINITY RAIL, LLC, a Georgia limited liability company (the "Purchaser"), respecting that certain Purchase and Sale Agreement (the "Agreement"), between the Seller and the Purchaser, dated as of the date hereof.

The Seller and the Purchaser hereby acknowledge and affirm that:

1. The Seller is a party to the Lease Agreement (the "Lease"), between the Seller, as lessor, and Alabama & Gulf Coast Railway LLC, as lessee (the "Lessee"), dated as of the date hereof, pursuant to which the Seller is leasing to the Lessee 180 fifty foot, seventy ton cushioned Plate C railroad boxcars which are currently operating under AGR reporting marks within the series 143200 through 143390 inclusive (excluding numbers 143228, 143232, 143261, 143266, 143309, 143345, 143353, 143355, 143360, 143362 and 143386).

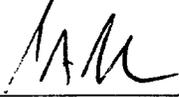
2. Pursuant to the terms of the Agreement the Seller has assigned the Lease to the Purchaser and the Purchaser has assumed the Lease.

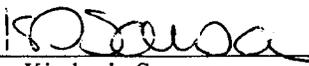
4. This Memorandum is not a summary of the Agreement, nor a complete recitation of the terms and provisions thereof. Accordingly, the Seller and the Purchaser hereby agree that in the event of a conflict between this Memorandum and the provisions of the Agreement, the provisions of the Agreement shall control. This Memorandum may be executed in counterparts, and each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum of Sale and Assignment through their respective duly authorized officers, all as of the day and year first above written.

**BANK AUSTRIA CREDITANSTALT HOLDINGS
CORPORATION**

By: 
Name: Peter Halter
Title: Director

By: 
Name: Kimberly Sousa
Title: Associate Director

INFINITY RAIL, LLC

By: Infinity Asset Management, LLC as Manager

By: _____
Name: Eugene N. Martini
Title: President

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum of Sale and Assignment through their respective duly authorized officers, all as of the day and year first above written.

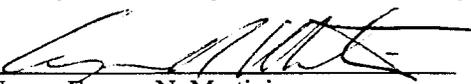
**BANK AUSTRIA CREDITANSTALT HOLDINGS
CORPORATION**

By: _____
Name: Peter Halter
Title: Director

By: _____
Name: Kimberly Sousa
Title: Associate Director

INFINITY RAIL, LLC

By: Infinity Asset Management, LLC as Manager

By: 
Name: Eugene N. Martini
Title: President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this ____ day of September, 2004, before me personally appeared _____
and _____ to me personally known, who being duly sworn, say that they are a
Director and an Associate Director, respectively, of Bank Austria Creditanstalt Holdings Corporation, a
Delaware corporation, that said instrument was signed on behalf of said corporation by two officers duly
authorized to sign said instrument, and they each acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission Expires:

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

On this 28 day of September, 2004, before me personally appeared Eugene N. Martini, to me
personally known, who being duly sworn, says that he is President of Infinity Asset Management, LLC,
Manager of Infinity Rail, LLC, a Georgia limited liability company, that said instrument was signed on
behalf of said limited liability company by an officer duly authorized to sign said instrument, and he
acknowledged that the execution of the foregoing instrument was the free act and deed of said limited
liability company.

Kathie R. Willis
Notary Public

[NOTARIAL SEAL]

My Commission Expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/8/05



Robert W. Alvord