

RECORDATION NO. 25617-A FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

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 Assignment of Lease, dated as of September 24, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement being filed with the Board under Recordation Number _____.

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

Assignor: Tealinc, Ltd
1606 Rosebud Creek Road
Forsyth, Montana 59327

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

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

35 flat cars within the series NJRC 8806 - NJRC 9000 (formerly KCS 8806 - KCS 9000) as more particularly set forth in the equipment schedule attached to the document.

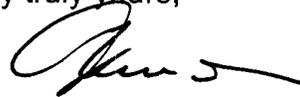
A short summary of the document to appear in the index is:

Memorandum of 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

MEMORANDUM OF ASSIGNMENT OF LEASE

1. This instrument relates to the Master Railcar Service and Lease Agreement (No. 020104) dated as of August 20, 2004 between Tealinc, Ltd. ("Lessor"), as lessor, and New Jersey Transloading, LLC and Liberty Waste Services, LLC (collectively and individually, "Lessee"), as lessee, and the related Schedule No. NJR001 dated as of the same date between the same parties, pursuant to which Lessor has leased to Lessee the railroad equipment identified on the schedule attached hereto (the "Equipment"). Said lease of the Equipment is referred to hereinafter as the "Lease". Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on _____ and assigned recordation number _____. Pursuant to a certain purchase and sale agreement dated as of Sept 24, 2004, Tealinc, Ltd. has assigned to Infinity Rail, LLC all of Tealinc, Ltd.'s rights, title, and interest in and to the Lease.

2. The addresses of the parties are as follows:

Tealinc, Ltd. (Former Lessor/Assignor)
1606 Rosebud Creek Road
Forsyth, Montana 59327

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

3. The terms and provisions of the Lease and the assignment are more particularly set forth in the lease agreement and purchase and sale agreement referenced above.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

Exhibit E

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
Sept 28, 2004.

TEALINC, LTD.

By: [Signature]
Name: Daniel J. Latham
Title: President

State of MT, County of Beaumont

On 10-12, 2004, before me personally appeared Daniel J. Latham, to me personally known, who being by me duly sworn says that he is president of Tealinc, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public
My commission expires: 12/21/2006

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

INFINITY RAIL, LLC
By Infinity Asset Management, LLC

By: Larry Smith Vice President
Larry Smith, Vice President

State of Georgia, County of Fulton

On November 17, 2004, before me personally appeared Larry Smith, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

May D. Haynes

Notary Public

My commission expires:

Notary Public, Cobb County, Georgia
My Commission Expires March 18, 2005

[NOTARIAL SEAL]

Exhibit A
Description of Cars

Description of Cars:

89-foot, 70-ton nominal capacity container flat cars

Quantity:

thirty-five (35)

Reporting marks and identifying numbers:

Count	Former mark	Former identifying number	New mark	New identifying number
1	KCS	8806	NJRC	8806
2	KCS	8814	NJRC	8814
3	KCS	8821	NJRC	8821
4	KCS	8822	NJRC	8822
5	KCS	8833	NJRC	8833
6	KCS	8839	NJRC	8839
7	KCS	8842	NJRC	8842
8	KCS	8852	NJRC	8852
9	KCS	8858	NJRC	8858
10	KCS	8860	NJRC	8860
11	KCS	8869	NJRC	8869
12	KCS	8870	NJRC	8870
13	KCS	8871	NJRC	8871
14	KCS	8875	NJRC	8875
15	KCS	8889	NJRC	8889
16	KCS	8904	NJRC	8904
17	KCS	8906	NJRC	8906
18	KCS	8907	NJRC	8907
19	KCS	8922	NJRC	8922
20	KCS	8925	NJRC	8925
21	KCS	8942	NJRC	8942
22	KCS	8945	NJRC	8945
23	KCS	8955	NJRC	8955
24	KCS	8958	NJRC	8958
25	KCS	8968	NJRC	8968
26	KCS	8969	NJRC	8969
27	KCS	8977	NJRC	8977
28	KCS	8978	NJRC	8978
29	KCS	8982	NJRC	8982
30	KCS	8983	NJRC	8983
31	KCS	8987	NJRC	8987
32	KCS	8988	NJRC	8988
33	KCS	8997	NJRC	8997
34	KCS	8999	NJRC	8999
35	KCS	9000	NJRC	9000

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