



Mr. Vernon A. Williams  
July 14, 2005  
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A description of the railroad equipment covered by the enclosed document is:

29 gondola cars within the series REGX 6810 - REGX 6871 as more particularly set forth in the equipment schedule attached to the document – 9 gondola cars added – list of railcars restated.

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

Memorandum 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,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

JUL 14 '05

4:14 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Sunny Farms Landfill, LLC, an Ohio limited liability company ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means Schedule No. 1 dated November 18, 2004 (which incorporates the provisions of the Master Lease Agreement dated November 18, 2004) between Infinity Rail, LLC, as lessor, and Sunny Farms Landfill, LLC, as lessee.

2. The addresses of the parties are as follows:

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

Sunny Farms Landfill, LLC (Lessee)  
c/o Regus Rail and Logistics, LLC  
2730 Transit Road  
Buffalo, New York 14224

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. The parties intend the Lease and the transactions contemplated thereby to create a true lease. If it should nonetheless be determined that the transaction is a sale, then Lessee shall be deemed to have granted Lessor a security interest in the Cars (to secure the full payment and performance of all of Lessee's obligations under the Lease), and Lessor shall be entitled to all rights and remedies of a secured party under all applicable laws.

5. 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]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of June 13, 2005.

INFINITY RAIL, LLC  
By Infinity Asset Management, LLC as Manager

By: *Jeffrey E. Edelman*  
Jeffrey E. Edelman, Vice President

Fulton County, Georgia

On June 13, 2005, before me personally appeared Jeffrey E. Edelman, 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.

*Sigrid Vale*  
Notary Public  
My commission expires:

[NOTARIAL SEAL]



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

SUNNY FARMS LANDFILL, LLC

By: Andreas Gruson  
Andreas Gruson, Chief Executive Officer

State of New York, County of ERIE

On June 7, 2005, before me personally appeared Andreas Gruson, to me personally known, who being by me duly sworn says that he is Chief Executive Officer of Sunny Farms Landfill, 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.

Douglas E. Szalasny  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

**DOUGLAS E. SZALASNY**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 2/11/2007

## Description of Railcars

Description of Cars:

100-ton, 286,000 lbs. gross rail load, 6,800 cubic feet hi-sided gondolas, steel bodied, manufactured by Ebenezer Rail Car Services, Inc.

Quantity:

twenty nine (29)

Reporting mark:

REGX

Identifying numbers:

6810	6847	6863
6813	6848	6864
6816	6855	6865
6817	6856	6866
6818	6857	6867
6819	6858	6868
6822	6859	6869
6839	6860	6870
6840	6861	6871
6841	6862	

**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: \_\_\_\_\_

7/14/05



\_\_\_\_\_  
Robert W. Alvord