RECORDATION NO. 25620-C FILED

JUL 14 '05 4-24 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 14, 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 Lease, dated as of July 12, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25620.

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

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

Lessee: Transload America Inc.
76 South Orange Avenue
South Orange New Jersey 07079

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

255 gondola cars: 49 within the series TLAX 93004 - TLAX 93220 as more particularly set forth in the equipment schedule attached to the document, and TLAX 92001 - TLAX 92207 (except TLAX 92076)(206 cars) – 5 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,

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Transload America Inc., a Delaware corporation ("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 as of November 22, 2004 (which incorporates the provisions of the Master Lease Agreement dated as of November 22, 2004) between Infinity Rail, LLC, as lessor, and Transload America Inc., 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

Transload America Inc. (Lessee)
76 South Orange Avenue
South Orange, New Jersey 07079

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 20, 2005.

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

By: _____
Jeffrey E. Edelman, Vice President

Fulton County, Georgia

On July 12, 2005, before me personally appeared Jeffrey F. 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.

Linda L. Freeman
Notary Public
My commission expires:

[NOTARIAL SEAL]

LINDA L. FREEMAN
NOTARY
EXPIRES
GEORGIA
JUNE 10, 2008
PUBLIC
CLAYTON COUNTY

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

TRANSLOAD AMERICA INC.

By: _____
Alan F. Crown, President

State of New Jersey, County of Essex

On July 12, 2005, before me personally appeared Alan F. Crown, to me personally known, who being by me duly sworn says that he is President of Transload America Inc., 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.

Tralynn Brown
Notary Public
My commission expires: 07/05/2010

[NOTARIAL SEAL]

Description of Railcars

Description of Cars:
used 100-ton (263,000 lbs. gross rail load), 4,240 cubic feet, tub gondolas

Quantity:
two hundred fifty five (255)

Reporting marks and identifying numbers:

Count	Former Mark	Identifying Number	New Mark	Identifying Number
1	GBRX	92001	TLAX	92001
2	GBRX	92002	TLAX	92002
3	GBRX	92003	TLAX	92003
4	GBRX	92004	TLAX	92004
5	GBRX	92005	TLAX	92005
6	GBRX	92006	TLAX	92006
7	GBRX	92007	TLAX	92007
8	GBRX	92008	TLAX	92008
9	GBRX	92009	TLAX	92009
10	GBRX	92010	TLAX	92010
11	GBRX	92011	TLAX	92011
12	GBRX	92012	TLAX	92012
13	GBRX	92013	TLAX	92013
14	GBRX	92014	TLAX	92014
15	GBRX	92015	TLAX	92015
16	GBRX	92016	TLAX	92016
17	GBRX	92017	TLAX	92017
18	GBRX	92018	TLAX	92018
19	GBRX	92019	TLAX	92019
20	GBRX	92020	TLAX	92020
21	GBRX	92021	TLAX	92021
22	GBRX	92022	TLAX	92022
23	GBRX	92023	TLAX	92023
24	GBRX	92024	TLAX	92024
25	GBRX	92025	TLAX	92025
26	GBRX	92026	TLAX	92026
27	GBRX	92027	TLAX	92027
28	GBRX	92028	TLAX	92028
29	GBRX	92029	TLAX	92029
30	GBRX	92030	TLAX	92030
31	GBRX	92031	TLAX	92031
32	GBRX	92032	TLAX	92032
33	GBRX	92033	TLAX	92033
34	GBRX	92034	TLAX	92034
35	GBRX	92035	TLAX	92035
36	GBRX	92036	TLAX	92036
37	GBRX	92037	TLAX	92037
38	GBRX	92038	TLAX	92038
39	GBRX	92039	TLAX	92039

40	GBRX	92040	TLAX	92040
41	GBRX	92041	TLAX	92041
42	GBRX	92042	TLAX	92042
43	GBRX	92043	TLAX	92043
44	GBRX	92044	TLAX	92044
45	GBRX	92045	TLAX	92045
46	GBRX	92046	TLAX	92046
47	GBRX	92047	TLAX	92047
48	GBRX	92048	TLAX	92048
49	GBRX	92049	TLAX	92049
50	GBRX	92050	TLAX	92050
51	GBRX	92051	TLAX	92051
52	GBRX	92052	TLAX	92052
53	GBRX	92053	TLAX	92053
54	GBRX	92054	TLAX	92054
55	GBRX	92055	TLAX	92055
56	GBRX	92056	TLAX	92056
57	GBRX	92057	TLAX	92057
58	GBRX	92058	TLAX	92058
59	GBRX	92059	TLAX	92059
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62	GBRX	92062	TLAX	92062
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66	GBRX	92066	TLAX	92066
67	GBRX	92067	TLAX	92067
68	GBRX	92068	TLAX	92068
69	GBRX	92069	TLAX	92069
70	GBRX	92070	TLAX	92070
71	GBRX	92071	TLAX	92071
72	GBRX	92072	TLAX	92072
73	GBRX	92073	TLAX	92073
74	GBRX	92074	TLAX	92074
75	GBRX	92075	TLAX	92075
76	GBRX	92077	TLAX	92077
77	GBRX	92078	TLAX	92078
78	GBRX	92079	TLAX	92079
79	GBRX	92080	TLAX	92080
80	GBRX	92081	TLAX	92081
81	GBRX	92082	TLAX	92082
82	GBRX	92083	TLAX	92083
83	GBRX	92084	TLAX	92084
84	GBRX	92085	TLAX	92085
85	GBRX	92086	TLAX	92086
86	GBRX	92087	TLAX	92087
87	GBRX	92088	TLAX	92088
88	GBRX	92089	TLAX	92089

89	GBRX	92090	TLAX	92090
90	GBRX	92091	TLAX	92091
91	GBRX	92092	TLAX	92092
92	GBRX	92093	TLAX	92093
93	GBRX	92094	TLAX	92094
94	GBRX	92095	TLAX	92095
95	GBRX	92096	TLAX	92096
96	GBRX	92097	TLAX	92097
97	GBRX	92098	TLAX	92098
98	GBRX	92099	TLAX	92099
99	GBRX	92100	TLAX	92100
100	GBRX	92101	TLAX	92101
101	GBRX	92102	TLAX	92102
102	GBRX	92103	TLAX	92103
103	GBRX	92104	TLAX	92104
104	GBRX	92105	TLAX	92105
105	GBRX	92106	TLAX	92106
106	GBRX	92107	TLAX	92107
107	GBRX	92108	TLAX	92108
108	GBRX	92109	TLAX	92109
109	GBRX	92110	TLAX	92110
110	GBRX	92111	TLAX	92111
111	GBRX	92112	TLAX	92112
112	GBRX	92113	TLAX	92113
113	GBRX	92114	TLAX	92114
114	GBRX	92115	TLAX	92115
115	GBRX	92116	TLAX	92116
116	GBRX	92117	TLAX	92117
117	GBRX	92118	TLAX	92118
118	GBRX	92119	TLAX	92119
119	GBRX	92120	TLAX	92120
120	GBRX	92121	TLAX	92121
121	GBRX	92122	TLAX	92122
122	GBRX	92123	TLAX	92123
123	GBRX	92124	TLAX	92124
124	GBRX	92125	TLAX	92125
125	GBRX	92126	TLAX	92126
126	GBRX	92127	TLAX	92127
127	GBRX	92128	TLAX	92128
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129	GBRX	92130	TLAX	92130
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133	GBRX	92134	TLAX	92134
134	GBRX	92135	TLAX	92135
135	GBRX	92136	TLAX	92136
136	GBRX	92137	TLAX	92137
137	GBRX	92138	TLAX	92138

138	GBRX	92139	TLAX	92139
139	GBRX	92140	TLAX	92140
140	GBRX	92141	TLAX	92141
141	GBRX	92142	TLAX	92142
142	GBRX	92143	TLAX	92143
143	GBRX	92144	TLAX	92144
144	GBRX	92145	TLAX	92145
145	GBRX	92146	TLAX	92146
146	GBRX	92147	TLAX	92147
147	GBRX	92148	TLAX	92148
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154	GBRX	92155	TLAX	92155
155	GBRX	92156	TLAX	92156
156	GBRX	92157	TLAX	92157
157	GBRX	92158	TLAX	92158
158	GBRX	92159	TLAX	92159
159	GBRX	92160	TLAX	92160
160	GBRX	92161	TLAX	92161
161	GBRX	92162	TLAX	92162
162	GBRX	92163	TLAX	92163
163	GBRX	92164	TLAX	92164
164	GBRX	92165	TLAX	92165
165	GBRX	92166	TLAX	92166
166	GBRX	92167	TLAX	92167
167	GBRX	92168	TLAX	92168
168	GBRX	92169	TLAX	92169
169	GBRX	92170	TLAX	92170
170	GBRX	92171	TLAX	92171
171	GBRX	92172	TLAX	92172
172	GBRX	92173	TLAX	92173
173	GBRX	92174	TLAX	92174
174	GBRX	92175	TLAX	92175
175	GBRX	92176	TLAX	92176
176	GBRX	92177	TLAX	92177
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182	GBRX	92183	TLAX	92183
183	GBRX	92184	TLAX	92184
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185	GBRX	92186	TLAX	92186
186	GBRX	92187	TLAX	92187

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194	GBRX	92195	TLAX	92195
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239	GBRX	93150	TLAX	93150
240	GBRX	93156	TLAX	93156
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242	GBRX	93162	TLAX	93162
243	GBRX	93168	TLAX	93168
244	GBRX	93170	TLAX	93170
245	GBRX	93179	TLAX	93179
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247	GBRX	93196	TLAX	93196
248	GBRX	93201	TLAX	93201
249	GBRX	93202	TLAX	93202
250	GBRX	93206	TLAX	93206
251	GBRX	93208	TLAX	93208
252	GBRX	93211	TLAX	93211
253	GBRX	93213	TLAX	93213
254	GBRX	93218	TLAX	93218
255	GBRX	93220	TLAX	93220

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