

JUL 25 '05

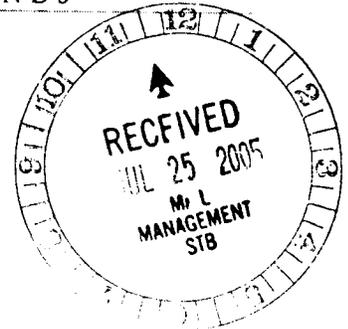
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SURFACE TRANSPORTATION BOARD INFINITY
FUNDS

Infinity Rail, LLC

July 14, 2005

Secretary
Surface Transportation Board
Washington, D.C. 20423
Attention: Recordation Unit



Re: Infinity Rail, LLC / Conrad Yelvington Distributors 25 7000 cubic foot open top
hoppers

Dear Secretary:

I am submitting for recording an original and three counterparts of a primary document, not previously recorded, entitled "Memorandum of Lease" dated as of June 17, 2005. Also enclosed is a check for \$30 payable to "Surface Transportation Board" and two copies of this letter of transmittal.

The names and addresses of the parties to the document are as follows:

Infinity Rail, LLC (Lessor)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Conrad Yelvington Distributors, Inc. (Lessee)
2326 Bellevue Avenue
Daytona Beach, FL 32114

The equipment covered by the document is (i) twenty five (25) 7000 cubic foot open top hoppers bearing the reporting marks and numbers CYXX 592085, 592088, 592094, 592097, 592121, 592123, 592125, 592153, 592158, 592203, 592240, 592253, 592323, 592352, 592469, 592540, 592638, 592664, 592818, 592838, 592888, 592898, 592934, 592942 and 592948.

A short summary of the document to appear in the index is as follows: "Lease between Infinity Rail, LLC, 817 West Peachtree Street, Suite M110, Atlanta, Georgia 30308 as lessor, and Progress Conrad Yelvington Distributors, 2326 Bellevue Ave., Daytona Beach, FL 32114, as lessee, dated as of June 17, 2005, and covering (i) twenty five (25) 7000 cubic foot open top hoppers bearing the reporting marks and numbers CYXX 592085, 592088, 592094, 592097, 592121, 592123, 592125, 592153, 592158, 592203, 592240, 592253, 592323, 592352, 592469, 592540, 592638, 592664, 592818, 592838, 592888, 592898, 592934, 592942 and 592948."

July 14, 2005

Once the document has been recorded, please return to me (at the address on the letterhead above) the stamped original and any extra counterparts not needed by the STB, together with the fee receipt, the letter from the STB acknowledging the filing, and the two copies of this letter of transmittal.

Very truly yours,



Jeffrey Edelman

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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 Yelvington Distributors, Inc. ("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. 25 executed by the lessor as of 6/15/05 and by the lessee as of 6/17/05 (which incorporates the provisions of the Master Lease Agreement dated as of April 11, 1999), between Railcar, Ltd. and Lessee which has been assigned to Lessor as of July 1, 2004, construed by treating Infinity Rail, LLC as the lessor party

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

Conrad Yelvington Distributors, Inc. (Lessee)
2326 Bellevue Avenue
Daytona Beach, FL 32114

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]

Description of Railcars

Description of Cars:

100 ton 7000 cubic foot open top hoppers

Quantity:

Twenty-five (25)

Car Marks, Numbers:

1	CYXX	592085	14	CYXX	592352
2	CYXX	592088	15	CYXX	592469
3	CYXX	592094	16	CYXX	592540
4	CYXX	592097	17	CYXX	592638
5	CYXX	592121	18	CYXX	592664
6	CYXX	592123	19	CYXX	592818
7	CYXX	592125	20	CYXX	592838
8	CYXX	592153	21	CYXX	592888
9	CYXX	592158	22	CYXX	592898
10	CYXX	592203	23	CYXX	592934
11	CYXX	592240	24	CYXX	592942
12	CYXX	592253	25	CYXX	592948
13	CYXX	592323			

CONRAD YELVINGTON DISTRIBUTORS, INC.

By: [Signature]
Name: Gary Yelvington
Title: resident

State of Florida, County of Volusia

On June 17th, 2005, before me personally appeared Gary Yelvington, to me personally known, who being by me duly sworn says that he is President of Conrad Yelvington Distributors, 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.

Lisa K Vann
Notary Public
My commission expires:

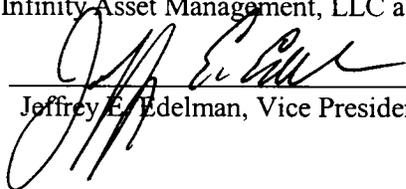
[NOTARIAL SEAL]



LISA K. VANN
Notary Public, State of Florida
My comm. expires June 17, 2009
Comm. No. DD 411539

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of JUNE 29th, 2005.

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

By: 
Jeffrey E. Edelman, Vice President

Fulton County, Georgia

On June 29, 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]



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