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ELIAS C. ALVORD (1942)
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RECORDATION NO. 26271-E FILED

JUN 30 '06 11:59 AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

June 29, 2006

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 June 20, 2006, 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 26271.

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

Assignor: Infinity Rail, LLC
817 West Peachtree Street, Suite M110
Atlanta, GA 30308

Assignee: Infinity Rail II, LLC
817 West Peachtree Street, Suite M110
Atlanta, GA 30308

Mr. Vernon A. Williams
June 29, 2006
Page 2

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

293 gravity hopper cars within the series RVPR 1000 - RVPR 1499 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 \$34.00 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/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

1. Pursuant to the Assignment and Assumption Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("IR"), has assigned to Infinity Rail II, LLC, a Georgia limited liability company ("IR II"), all of IR's rights, title, and interest in and to the lease identified on Exhibit A attached hereto, which lease relates to the railroad equipment identified on that exhibit. "Assignment and Assumption Agreement" means the Master Assignment And Assumption Agreement dated as of May 19, 2006, between IR and IR II.

2. The addresses of the parties are as follows:

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

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

3. The terms and provisions of the above-referenced lease and the above-referenced assignment are more particularly set forth in the above-referenced lease agreement and Assignment and Assumption Agreement.

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]

RECORDATION NO.

26271-E FILED

JUN 30 '06

11-51 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of June 20, 2006.

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

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

State of Georgia, County of DeKalb

On June 20, 2006, 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, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

Stephanie Cassamas
Notary Public
My commission expires:

[NOTARIAL SEAL]
Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

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

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

State of Georgia, County of DeKalb

On June 20, 2006, 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 II, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

Stephanie Cassamas
Notary Public
My commission expires:

[NOTARIAL SEAL]
Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

Exhibit A
to Memorandum of Assignment of Lease

Lease Agreement:

Rider No. 77 dated 11/23/2005 between Union Pacific Railroad Company ("UP") as lessee and General Electric Railcar Services Corporation ("GE") as lessor (executed on behalf of UP on 11/30/05 and on behalf of GE on 12/12/05) (which Rider No. 76 incorporates the provisions of the Car Leasing Agreement 8812-83 dated October 14, 1986 between GE as lessor and UP as lessee) (together with any and all exhibits, schedules, amendments, addenda, supplements, instruments, guarantees, and other agreements related thereto) (GE has assigned the lessor's interest in the foregoing lease to Infinity Rail, LLC in connection with the sale of the cars subject thereto and Infinity Rail, LLC has assigned said interest to Infinity Rail II, LLC.)

The Lease Agreement relates to the following Railcars:

Description of Cars: 4750 cubic foot gravity hopper railcars

Quantity: two hundred ninety three (293)

Reporting marks and identifying numbers:

as listed on the following seven pages

293 gravity hoppers leased to Union Pacific Railroad Company
Reporting marks and identifying numbers (page 1 of 7)

| <u>Unit Count</u> | <u>Reporting Mark</u> | |
|-------------------|-----------------------|------|
| 1 | RVPR | 1000 |
| 2 | RVPR | 1002 |
| 3 | RVPR | 1007 |
| 4 | RVPR | 1008 |
| 5 | RVPR | 1010 |
| 6 | RVPR | 1011 |
| 7 | RVPR | 1012 |
| 8 | RVPR | 1013 |
| 9 | RVPR | 1014 |
| 10 | RVPR | 1016 |
| 11 | RVPR | 1017 |
| 12 | RVPR | 1019 |
| 13 | RVPR | 1020 |
| 14 | RVPR | 1021 |
| 15 | RVPR | 1023 |
| 16 | RVPR | 1024 |
| 17 | RVPR | 1025 |
| 18 | RVPR | 1026 |
| 19 | RVPR | 1027 |
| 20 | RVPR | 1030 |
| 21 | RVPR | 1032 |
| 22 | RVPR | 1033 |
| 23 | RVPR | 1034 |
| 24 | RVPR | 1035 |
| 25 | RVPR | 1036 |
| 26 | RVPR | 1037 |
| 27 | RVPR | 1038 |
| 28 | RVPR | 1039 |
| 29 | RVPR | 1040 |
| 30 | RVPR | 1041 |
| 31 | RVPR | 1044 |
| 32 | RVPR | 1052 |
| 33 | RVPR | 1053 |
| 34 | RVPR | 1055 |
| 35 | RVPR | 1057 |
| 36 | RVPR | 1058 |
| 37 | RVPR | 1059 |
| 38 | RVPR | 1060 |
| 39 | RVPR | 1063 |
| 40 | RVPR | 1064 |
| 41 | RVPR | 1065 |
| 42 | RVPR | 1073 |
| 43 | RVPR | 1074 |
| 44 | RVPR | 1075 |
| 45 | RVPR | 1076 |
| 46 | RVPR | 1078 |
| 47 | RVPR | 1079 |
| 48 | RVPR | 1080 |

293 gravity hoppers leased to Union Pacific Railroad Company
Reporting marks and identifying numbers (page 2 of 7)

| | | |
|----|------|------|
| 49 | RVPR | 1081 |
| 50 | RVPR | 1082 |
| 51 | RVPR | 1083 |
| 52 | RVPR | 1085 |
| 53 | RVPR | 1086 |
| 54 | RVPR | 1087 |
| 55 | RVPR | 1088 |
| 56 | RVPR | 1089 |
| 57 | RVPR | 1090 |
| 58 | RVPR | 1094 |
| 59 | RVPR | 1095 |
| 60 | RVPR | 1096 |
| 61 | RVPR | 1097 |
| 62 | RVPR | 1098 |
| 63 | RVPR | 1099 |
| 64 | RVPR | 1100 |
| 65 | RVPR | 1101 |
| 66 | RVPR | 1106 |
| 67 | RVPR | 1108 |
| 68 | RVPR | 1109 |
| 69 | RVPR | 1110 |
| 70 | RVPR | 1114 |
| 71 | RVPR | 1115 |
| 72 | RVPR | 1118 |
| 73 | RVPR | 1119 |
| 74 | RVPR | 1120 |
| 75 | RVPR | 1124 |
| 76 | RVPR | 1125 |
| 77 | RVPR | 1126 |
| 78 | RVPR | 1129 |
| 79 | RVPR | 1130 |
| 80 | RVPR | 1131 |
| 81 | RVPR | 1139 |
| 82 | RVPR | 1140 |
| 83 | RVPR | 1141 |
| 84 | RVPR | 1142 |
| 85 | RVPR | 1143 |
| 86 | RVPR | 1145 |
| 87 | RVPR | 1148 |
| 88 | RVPR | 1149 |
| 89 | RVPR | 1167 |
| 90 | RVPR | 1168 |
| 91 | RVPR | 1172 |
| 92 | RVPR | 1173 |
| 93 | RVPR | 1182 |
| 94 | RVPR | 1185 |
| 95 | RVPR | 1186 |

293 gravity hoppers leased to Union Pacific Railroad Company
Reporting marks and identifying numbers (page 3 of 7)

| <u>Unit Count</u> | <u>Reporting Mark</u> | |
|-----------------------|-----------------------|------|
| 96 | RVPR | 1187 |
| 97 | RVPR | 1188 |
| 98 | RVPR | 1189 |
| 99 | RVPR | 1191 |
| 100 | RVPR | 1194 |
| 101 | RVPR | 1195 |
| 102 | RVPR | 1199 |
| 103 | RVPR | 1200 |
| 104 | RVPR | 1202 |
| 105 | RVPR | 1203 |
| 106 | RVPR | 1204 |
| 107 | RVPR | 1206 |
| 108 | RVPR | 1214 |
| 109 | RVPR | 1215 |
| 110 | RVPR | 1216 |
| 111 | RVPR | 1217 |
| 112 | RVPR | 1218 |
| 113 | RVPR | 1219 |
| 114 | RVPR | 1220 |
| 115 | RVPR | 1221 |
| 116 | RVPR | 1222 |
| 117 | RVPR | 1223 |
| 118 | RVPR | 1224 |
| 119 | RVPR | 1225 |
| 120 | RVPR | 1226 |
| 121 | RVPR | 1227 |
| 122 | RVPR | 1228 |
| 123 | RVPR | 1229 |
| 124 | RVPR | 1230 |
| 125 | RVPR | 1231 |
| 126 | RVPR | 1233 |
| 127 | RVPR | 1234 |
| 128 | RVPR | 1235 |
| 129 | RVPR | 1236 |
| 130 | RVPR | 1247 |
| 131 | RVPR | 1248 |
| 132 | RVPR | 1249 |
| 133 | RVPR | 1260 |
| 134 | RVPR | 1261 |
| 135 | RVPR | 1265 |
| 136 | RVPR | 1266 |
| 137 | RVPR | 1271 |
| 138 | RVPR | 1273 |
| 139 | RVPR | 1274 |
| 140 | RVPR | 1279 |
| 141 | RVPR | 1280 |
| 142 | RVPR | 1281 |
| 143 | RVPR | 1282 |

293 gravity hoppers leased to Union Pacific Railroad Company
Reporting marks and identifying numbers (page 4 of 7)

| Unit Count | Reporting Mark | |
|-------------------|-----------------------|------|
| 144 | RVPR | 1283 |
| 145 | RVPR | 1297 |
| 146 | RVPR | 1298 |
| 147 | RVPR | 1299 |
| 148 | RVPR | 1300 |
| 149 | RVPR | 1301 |
| 150 | RVPR | 1302 |
| 151 | RVPR | 1303 |
| 152 | RVPR | 1304 |
| 153 | RVPR | 1305 |
| 154 | RVPR | 1307 |
| 155 | RVPR | 1310 |
| 156 | RVPR | 1312 |
| 157 | RVPR | 1313 |
| 158 | RVPR | 1314 |
| 159 | RVPR | 1319 |
| 160 | RVPR | 1322 |
| 161 | RVPR | 1324 |
| 162 | RVPR | 1325 |
| 163 | RVPR | 1328 |
| 164 | RVPR | 1329 |
| 165 | RVPR | 1330 |
| 166 | RVPR | 1333 |
| 167 | RVPR | 1335 |
| 168 | RVPR | 1336 |
| 169 | RVPR | 1339 |
| 170 | RVPR | 1340 |
| 171 | RVPR | 1344 |
| 172 | RVPR | 1345 |
| 173 | RVPR | 1346 |
| 174 | RVPR | 1347 |
| 175 | RVPR | 1348 |
| 176 | RVPR | 1366 |
| 177 | RVPR | 1367 |
| 178 | RVPR | 1368 |
| 179 | RVPR | 1369 |
| 180 | RVPR | 1370 |
| 181 | RVPR | 1371 |
| 182 | RVPR | 1372 |
| 183 | RVPR | 1373 |
| 184 | RVPR | 1374 |
| 185 | RVPR | 1375 |
| 186 | RVPR | 1376 |
| 187 | RVPR | 1377 |
| 188 | RVPR | 1378 |
| 189 | RVPR | 1379 |
| 190 | RVPR | 1380 |
| 191 | RVPR | 1381 |

293 gravity hoppers leased to Union Pacific Railroad Company
Reporting marks and identifying numbers (page 5 of 7)

| Unit Count | Reporting Mark | |
|-------------------|-----------------------|------|
| 192 | RVPR | 1382 |
| 193 | RVPR | 1384 |
| 194 | RVPR | 1385 |
| 195 | RVPR | 1386 |
| 196 | RVPR | 1387 |
| 197 | RVPR | 1388 |
| 198 | RVPR | 1389 |
| 199 | RVPR | 1390 |
| 200 | RVPR | 1391 |
| 201 | RVPR | 1392 |
| 202 | RVPR | 1393 |
| 203 | RVPR | 1394 |
| 204 | RVPR | 1395 |
| 205 | RVPR | 1396 |
| 206 | RVPR | 1397 |
| 207 | RVPR | 1398 |
| 208 | RVPR | 1399 |
| 209 | RVPR | 1400 |
| 210 | RVPR | 1401 |
| 211 | RVPR | 1402 |
| 212 | RVPR | 1403 |
| 213 | RVPR | 1404 |
| 214 | RVPR | 1405 |
| 215 | RVPR | 1406 |
| 216 | RVPR | 1407 |
| 217 | RVPR | 1408 |
| 218 | RVPR | 1409 |
| 219 | RVPR | 1410 |
| 220 | RVPR | 1411 |
| 221 | RVPR | 1412 |
| 222 | RVPR | 1413 |
| 223 | RVPR | 1414 |
| 224 | RVPR | 1415 |
| 225 | RVPR | 1416 |
| 226 | RVPR | 1417 |
| 227 | RVPR | 1418 |
| 228 | RVPR | 1419 |
| 229 | RVPR | 1420 |
| 230 | RVPR | 1421 |
| 231 | RVPR | 1422 |
| 232 | RVPR | 1429 |
| 233 | RVPR | 1430 |
| 234 | RVPR | 1431 |
| 235 | RVPR | 1432 |
| 236 | RVPR | 1433 |
| 237 | RVPR | 1434 |
| 238 | RVPR | 1435 |
| 239 | RVPR | 1436 |

293 gravity hoppers leased to Union Pacific Railroad Company
Reporting marks and identifying numbers (page 6 of 7)

| Unit Count | Reporting Mark | |
|-------------------|-----------------------|------|
| 240 | RVPR | 1437 |
| 241 | RVPR | 1438 |
| 242 | RVPR | 1439 |
| 243 | RVPR | 1440 |
| 244 | RVPR | 1441 |
| 245 | RVPR | 1442 |
| 246 | RVPR | 1443 |
| 247 | RVPR | 1444 |
| 248 | RVPR | 1445 |
| 249 | RVPR | 1446 |
| 250 | RVPR | 1447 |
| 251 | RVPR | 1448 |
| 252 | RVPR | 1449 |
| 253 | RVPR | 1450 |
| 254 | RVPR | 1451 |
| 255 | RVPR | 1452 |
| 256 | RVPR | 1453 |
| 257 | RVPR | 1454 |
| 258 | RVPR | 1455 |
| 259 | RVPR | 1457 |
| 260 | RVPR | 1458 |
| 261 | RVPR | 1459 |
| 262 | RVPR | 1462 |
| 263 | RVPR | 1463 |
| 264 | RVPR | 1464 |
| 265 | RVPR | 1465 |
| 266 | RVPR | 1466 |
| 267 | RVPR | 1467 |
| 268 | RVPR | 1468 |
| 269 | RVPR | 1469 |
| 270 | RVPR | 1470 |
| 271 | RVPR | 1471 |
| 272 | RVPR | 1472 |
| 273 | RVPR | 1473 |
| 274 | RVPR | 1474 |
| 275 | RVPR | 1475 |
| 276 | RVPR | 1476 |
| 277 | RVPR | 1477 |
| 278 | RVPR | 1479 |
| 279 | RVPR | 1480 |
| 280 | RVPR | 1481 |
| 281 | RVPR | 1482 |
| 282 | RVPR | 1483 |
| 283 | RVPR | 1484 |
| 284 | RVPR | 1485 |
| 285 | RVPR | 1486 |
| 286 | RVPR | 1487 |
| 287 | RVPR | 1488 |

293 gravity hoppers leased to Union Pacific Railroad Company
Reporting marks and identifying numbers (page 7 of 7)

| Unit Count | Reporting Mark | |
|-------------------|-----------------------|------|
| 288 | RVPR | 1489 |
| 289 | RVPR | 1490 |
| 290 | RVPR | 1491 |
| 291 | RVPR | 1497 |
| 292 | RVPR | 1498 |
| 293 | RVPR | 1499 |

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: 6/30/06



Robert W. Alvord