

RECORDATION NO. 23066-B FILED

FEB 22 '07 -1 34 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

February 22, 2007

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 Termination of Lease, dated as of February 22, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Lease Agreement and Memorandum Of Sale and Assignment of Lease previously filed with the Board under Recordation Numbers 23066 and 23066-A, respectively.

The name and address of the party to the enclosed document are:

Lessor/Assignee: Infinity Rail, LLC
c/o Infinity Asset Management, LLC
817 West Peachtree Street, Suite M 110
Atlanta, Georgia 30308

[Original Lessor/
Assignor: Bank Austria Creditanstalt Holding Corporation
Two Greenwich Plaza
Greenwich CT 06830]

Mr. Vernon A. Williams
February 22, 2007
Page 2

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

185 railcars within the series AGR 143200 - AGR 143390 (including casualties).

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

Termination 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

FEB 22 '07 -1 3 4 PM

Termination of Lease

1. "Lease Agreement" means the Lease Agreement dated as of August 21, 2000, between Bank Austria Creditanstalt Holdings Corporation ("BACHC") as original lessor party and Alabama & Gulf Coast Railway LLC ("AGR") as lessee. The Lease Agreement was recorded with the Surface Transportation Board ("STB") on August 30, 2000 at 3:41 p.m. under Recordation No. 23066.

2. Infinity Rail, LLC ("IR") became the lessor party to the Lease Agreement as a result of an assignment by BACHC. A memorandum of BACHC's assignment of the lease to IR was recorded with the STB on June 8, 2005 at 10:52 a.m. under Recordation No. 23066-A.

3. IR hereby shows for the public record that:

(i) As to all of the railroad cars originally covered by the Lease Agreement except the 40 cars listed the exhibit attached hereto and entitled "Description of Railcars," the Lease Agreement has terminated; and

(ii) As to the 40 cars listed the exhibit attached hereto and entitled "Description of Railcars" (the "40 Cars"), IR, as lessor, and AGR, as lessee, have entered into an Amendment to Lease dated as of February 1, 2006, pursuant to which they (among other things) extended the term of the lease. A memorandum of the lease of the 40 Cars pursuant to the Lease Agreement as amended by the Amendment to Lease dated as of February 1, 2006, has been recorded with the STB on February 9, 2007 at 3:48 p.m. under Recordation No. 26799.

4. Since the lease of the 40 Cars (now governed by the Lease Agreement as amended by the Amendment to Lease dated as of February 1, 2006) is now the subject of a separate memorandum recorded with the STB (that is, the one recorded under Recordation No. 26799), which separate memorandum and the lease that it reflects shall remain in effect, and since the lease under the Lease Agreement has terminated as to the cars other than the 40 Cars, IR hereby terminates the filings made with the STB under Recordation Nos. 23066 and 23066-A.

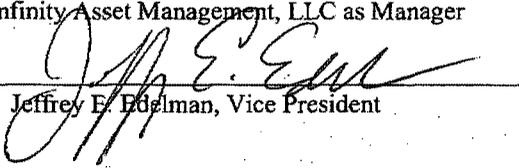
5. IR is not terminating or otherwise purporting to affect (i) the memorandum recorded with the STB under Recordation No. 26799, or the lease of the 40 Cars to which that memorandum relates, or (ii) the memoranda recorded with the STB under Recordation Nos. 26799-A or 26799-B, or the security agreement to which those memoranda relate.

Executed as of February 22, 2007.

INFINITY RAIL, LLC

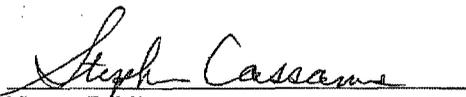
By Infinity Asset Management, LLC as Manager

By:


Jeffrey E. Edelman, Vice President

Fulton County, Georgia

On Feb. 22, 2007, 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.


Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

Description of Railcars

Description of Cars: used 50 ft. 70-ton boxcars

Quantity: forty (40)

Reporting marks and road numbers:

Unit Count	Mark	Number
1	AGR	143201
2	AGR	143202
3	AGR	143210
4	AGR	143211
5	AGR	143213
6	AGR	143215
7	AGR	143217
8	AGR	143219
9	AGR	143222
10	AGR	143231
11	AGR	143235
12	AGR	143236
13	AGR	143238
14	AGR	143240
15	AGR	143241
16	AGR	143243
17	AGR	143247
18	AGR	143253
19	AGR	143255
20	AGR	143256
21	AGR	143259
22	AGR	143263
23	AGR	143277
24	AGR	143280
25	AGR	143288
26	AGR	143296
27	AGR	143297
28	AGR	143313
29	AGR	143316
30	AGR	143332
31	AGR	143340
32	AGR	143341
33	AGR	143350
34	AGR	143351
35	AGR	143369
36	AGR	143372
37	AGR	143377
38	AGR	143382
39	AGR	143383
40	AGR	143388

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:

2/22/07



Robert W. Alvord