

RECORDATION NO. 25066 <sup>JD</sup> FILED

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

OF COUNSEL  
URBAN A. LESTER

September 5, 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 Memorandum of Assignment of Lease and Lien, dated as of August 31, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment previously filed with the Board under Recordation Number 25066.

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

Assignor:	Infinity Rail, LLC (successor in interest to Railcar, Ltd.) 1355 Peachtree Street, Suite 750 Atlanta, GA 30309
Assignee:	ATEL Capital Equipment Fund X, LLC 600 California Street, 6th Floor San Francisco, CA 94108

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

100 open top hopper cars: MACX 3100 – MACX 3099 (previously marked PRSX 2000 - PRSX 2099).

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

Memorandum of Assignment of Lease and Lien.

Also enclosed is a check in the amount of \$35.00 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 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE AND LIEN

THIS MEMORANDUM OF ASSIGNMENT OF LEASE ~~SURFACE TRANSPORTATION BOARD~~ "Assignment") is made and entered into as of August 31, 2007, by and between INFINITY RAIL, LLC ("Assignor") and ATEL CAPITAL EQUIPMENT FUND X, LLC, a limited liability company ("Assignee").

Assignor, as successor in interest to Railcar, Ltd. acting as agent for Progress Rail Services Corporation (Assignor having become the lessor party on July 2, 2004 by assignment from Progress Rail Services Corporation, the original lessor party) as lessor, and MARTIN MARIETTA MATERIALS, INC. acting through its division MARTIN MARIETTA AGGREGATES, as lessee ("Lessee"), have heretofore entered into the lease consisting of the following documents: (i) Exhibit A-3 dated as of May 19, 2000 (that being the date of execution by the last party to sign) (the "Schedule") which Schedule incorporates the terms and provisions of that certain Lease Agreement dated as of July 15, 1997 between the same parties (the "Master Lease Agreement"). as amended by (ii) the Amendment to Lease dated as of April 11, 2006 between Infinity Rail, LLC, as successor lessor, and Martin Marietta Materials, Inc acting through its division Martin Marietta Aggregates, as lessee (all of the foregoing with all other exhibits, schedules, amendments, addenda, supplements, instruments, guaranties, and other agreements related thereto, hereinafter referred to as the "Lease") pertaining to the railcars described in the Lease (the "Cars"). A Memorandum of Lease with respect to the Lease between original lessor party Railcar, Ltd. acting as agent for Progress Rail Services Corporation and Lessee was filed on October 21, 2006 under Recordation Number No. 25249 and the Memorandum of Assignment, assigning the Lease from original lessor party to Assignor was filed on July 13, 2005 under Recordation Number 25066. both said filings being filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301.

Assignor and Assignee entered into a Purchase Agreement and Assignment and Assumption Agreement both dated as of August 31, 2007, pursuant to which Assignor assigned to Assignee all right, title and interest in, to and under the Lease, and sold and conveyed conditional title to Assignee in and to the Cars described therein subject to the terms and conditions of said Agreements.

Concurrently therewith, Assignor granted to Assignee a lien on the Cars subject to the terms and conditions of the Purchase Agreement, upon satisfaction of which, the lien of the Cars will be extinguished.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

ASSIGNOR:

**INFINITY RAIL, LLC**

By: Infinity Asset Management, LLC, as Manager

By

Jeffrey E. Edelman  
Name: Jeffrey E. Edelman

Title: Vice President

ASSIGNEE:

**ATEL CAPITAL EQUIPMENT FUND X, LLC**

By: ATEL Financial Services, LLC, its Manager

By: ATEL Leasing Corporation, its Manager

By

Vasco H. Morais  
Name: Vasco H. Morais

Title: Senior Vice President & Secretary

ATEL LEGAL DEPARTMENT  
APPROVED  
AS TO FORM

BY: Jij

STATE OF GEORGIA )

COUNTY OF Fulton ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Jeffrey E. Edelman, the Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, a Georgia limited liability, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said company and by authority of its board of managers on behalf of the company and that the same is the free act and deed of said officer and said company.

In Testimony Whereof, I have hereunto set my hand and official seal at Fulton Co, Georgia, this 30<sup>th</sup> day of August, 2007.

Stephannie Chasman  
Notary Public

My commission expires: \_\_\_\_\_

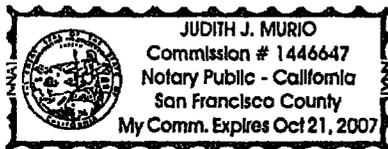
**Notary Public, DeKalb County, Georgia**  
**My Commission Expires Aug. 2, 2009**

STATE OF California )

COUNTY OF San Francisco ) SS:

On 4 September, 2007, before me, the undersigned Notary Public, personally appeared Vasanth Naras, personally known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same on such day in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



(Notarial Seal)

Judith J. Murio  
Notary Public  
My Commission expires: Oct. 21, 2007

EXHIBIT A to Specification No. 1  
Reporting Marks and Numbers

Note The cars' reporting marks and numbers are being changed from the "former" to the "new" marks/numbers As of the date of this Specification No. 1, not all of the cars have been thus remarked/numbered, and so in some cases, as of the date of this Specification No. 1, the car still bears the "former" mark/number

Car Count	Original Mark	Original Unit Number	Former Mark	Former Number	New Mark	New Number	Year Built	Year Rebuilt	Car Count	Original Mark	Original Unit Number	Former Mark	Former Number	New Mark	New Number	Year Built	Year Rebuilt
1	ICG	388271	PRSX	2000	MACX	3100	1969	1982	51	ICG	388673	PRSX	2050	MACX	3050	1969	1982
2	ICG	389217	PRSX	2001	MACX	3001	1968	1982	52	ICG	389273	PRSX	2051	MACX	3051	1969	1982
3	ICG	387387	PRSX	2002	MACX	3002	1968	1982	53	ICG	387955	PRSX	2052	MACX	3052	1968	1981
4	ICG	388707	PRSX	2003	MACX	3003	1969	1982	54	ICG	388796	PRSX	2053	MACX	3053	1969	1982
5	ICG	388334	PRSX	2004	MACX	3004	1969	1982	55	ICG	388838	PRSX	2054	MACX	3054	1969	1982
6	ICG	387850	PRSX	2005	MACX	3005	1968	1981	56	ICG	389321	PRSX	2055	MACX	3055	1969	1982
7	ICG	387885	PRSX	2006	MACX	3006	1968	1981	57	ICG	388964	PRSX	2056	MACX	3056	1969	1982
8	ICG	387859	PRSX	2007	MACX	3007	1968	1981	58	ICG	389402	PRSX	2057	MACX	3057	1968	1982
9	ICG	387927	PRSX	2008	MACX	3008	1968	1981	59	ICG	388587	PRSX	2058	MACX	3058	1969	1982
10	ICG	388110	PRSX	2009	MACX	3009	1969	1982	60	ICG	389483	PRSX	2059	MACX	3059	1969	1982
11	ICG	388173	PRSX	2010	MACX	3010	1969	1982	61	ICG	387720	PRSX	2060	MACX	3060	1968	1981
12	ICG	389231	PRSX	2011	MACX	3011	1969	1982	62	ICG	388952	PRSX	2061	MACX	3061	1969	1982
13	ICG	389067	PRSX	2012	MACX	3012	1969	1982	63	ICG	388146	PRSX	2062	MACX	3062	1969	1982
14	ICG	389176	PRSX	2013	MACX	3013	1969	1982	64	ICG	388839	PRSX	2063	MACX	3063	1969	1982
15	ICG	388834	PRSX	2014	MACX	3014	1969	1982	65	ICG	388340	PRSX	2064	MACX	3064	1969	1982
16	ICG	388773	PRSX	2015	MACX	3015	1969	1982	66	ICG	388111	PRSX	2065	MACX	3065	1969	1982
17	ICG	388716	PRSX	2016	MACX	3016	1969	1982	67	ICG	388499	PRSX	2066	MACX	3066	1969	1982
18	ICG	389325	PRSX	2017	MACX	3017	1969	1982	68	ICG	387311	PRSX	2067	MACX	3067	1968	1981
19	ICG	389024	PRSX	2018	MACX	3018	1969	1982	69	ICG	388800	PRSX	2068	MACX	3068	1969	1982
20	ICG	389042	PRSX	2019	MACX	3019	1969	1982	70	ICG	388204	PRSX	2069	MACX	3069	1969	1982
21	ICG	388631	PRSX	2020	MACX	3020	1969	1982	71	ICG	389415	PRSX	2070	MACX	3070	1969	1982
22	ICG	389492	PRSX	2021	MACX	3021	1969	1982	72	ICG	388431	PRSX	2071	MACX	3071	1969	1982
23	ICG	389144	PRSX	2022	MACX	3022	1969	1982	73	ICG	388050	PRSX	2072	MACX	3072	1969	1982
24	ICG	389291	PRSX	2023	MACX	3023	1969	1982	74	ICG	388812	PRSX	2073	MACX	3073	1969	1982
25	ICG	389291	PRSX	2024	MACX	3024	1969	1982	75	ICG	388314	PRSX	2074	MACX	3074	1969	1982
26	ICG	389350	PRSX	2025	MACX	3025	1969	1982	76	ICG	388739	PRSX	2075	MACX	3075	1969	1982
27	ICG	389246	PRSX	2026	MACX	3026	1969	1982	77	ICG	389438	PRSX	2076	MACX	3076	1969	1982
28	ICG	388681	PRSX	2027	MACX	3027	1969	1982	78	ICG	388604	PRSX	2077	MACX	3077	1969	1982
29	ICG	389390	PRSX	2028	MACX	3028	1969	1982	79	ICG	387874	PRSX	2078	MACX	3078	1968	1981
30	ICG	388033	PRSX	2029	MACX	3029	1969	1982	80	ICG	388888	PRSX	2079	MACX	3079	1969	1982
31	ICG	389045	PRSX	2030	MACX	3030	1969	1982	81	ICG	389447	PRSX	2080	MACX	3080	1969	1982
32	ICG	388432	PRSX	2031	MACX	3031	1969	1982	82	ICG	389360	PRSX	2081	MACX	3081	1968	1982
33	ICG	387539	PRSX	2032	MACX	3032	1968	1981	83	ICG	388829	PRSX	2082	MACX	3082	1969	1982
34	ICG	387419	PRSX	2033	MACX	3033	1968	1981	84	ICG	388539	PRSX	2083	MACX	3083	1969	1982
35	ICG	389376	PRSX	2034	MACX	3034	1969	1982	85	ICG	388141	PRSX	2084	MACX	3084	1969	1982
36	ICG	388192	PRSX	2035	MACX	3035	1969	1982	86	ICG	388327	PRSX	2085	MACX	3085	1969	1982
37	ICG	388183	PRSX	2036	MACX	3036	1969	1982	87	ICG	389167	PRSX	2086	MACX	3086	1969	1982
38	ICG	389400	PRSX	2037	MACX	3037	1969	1982	88	ICG	388660	PRSX	2087	MACX	3087	1969	1982
39	ICG	388433	PRSX	2038	MACX	3038	1969	1982	89	ICG	388014	PRSX	2088	MACX	3088	1969	1982
40	ICG	389297	PRSX	2039	MACX	3039	1969	1982	90	ICG	388903	PRSX	2089	MACX	3089	1969	1982
41	ICG	388953	PRSX	2040	MACX	3040	1969	1982	91	ICG	388262	PRSX	2090	MACX	3090	1969	1982
42	ICG	388600	PRSX	2041	MACX	3041	1969	1982	92	ICG	388721	PRSX	2091	MACX	3091	1969	1982
43	ICG	388279	PRSX	2042	MACX	3042	1969	1982	93	ICG	388865	PRSX	2092	MACX	3092	1969	1982
44	ICG	388085	PRSX	2043	MACX	3043	1969	1982	94	ICG	389126	PRSX	2093	MACX	3093	1969	1982
45	ICG	389399	PRSX	2044	MACX	3044	1969	1982	95	ICG	389436	PRSX	2094	MACX	3094	1969	1982
46	ICG	388401	PRSX	2045	MACX	3045	1969	1982	96	ICG	388728	PRSX	2095	MACX	3095	1969	1982
47	ICG	388641	PRSX	2046	MACX	3046	1969	1982	97	ICG	389301	PRSX	2096	MACX	3096	1969	1982
48	ICG	387805	PRSX	2047	MACX	3047	1968	1981	98	ICG	387954	PRSX	2097	MACX	3097	1968	1981
49	ICG	389497	PRSX	2048	MACX	3048	1969	1982	99	ICG	389158	PRSX	2098	MACX	3098	1968	1982
50	ICG	387089	PRSX	2049	MACX	3049	1969	1980	100	ICG	387780	PRSX	2099	MACX	3099	1968	1981

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: 9/5/07

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