

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

RECORDATION NO. 27448 FILED

APR 04 '08 -12 15 PM

SURFACE TRANSPORTATION BOARD

April 4, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 April 3, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Infinity Rail II, LLC
c/o Infinity Asset Management, LLC (as
Manager)
1355 Peachtree Street,
Suite 750 - South Tower
Atlanta, GA 30308

[Lessee: International Paper Company
400 Atlantic Street
Stamford, CT 06921]

Anne K. Quinlan, Esquire
April 4, 2008
Page 2

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

43 railcars within the series UCSX 1014 - UCSX 1086 (some previously with IC reporting marks) as more particularly set forth in the schedule attached to the document).

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

Memorandum of Lease.

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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

APR 04 '08 -12 15 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to International Paper Company ("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 "Rider No. 1 to Triple Net Lease Agreement" dated May 1, 2005 between Infinity Rail, LLC ("IR"), as lessor, and International Paper Company ("IP"), as lessee [which incorporates the provisions of the Triple Net Lease Agreement (also called Master Lease Agreement) dated that same date between the same parties], as amended by Amendment to Lease dated May 11, 2007 between the same parties and Amendment #2 to Lease dated March 14, 2008 between the same parties.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, Georgia 30309

International Paper Company (Lessee)
400 Atlantic Street
Stamford, Connecticut 06921

3. The terms and provisions of the Lease are more particularly set forth in the Lease 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.

Executed as of April 3, 2008.

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

By: Jeffrey F. Edelman
Jeffrey F. Edelman, President

Fulton County, Georgia

On April 3, 2008, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is 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 Cassano
Notary Public
My commission expires:

[NOTARIAL SEAL]
Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2008

Description of Railcars

Description of Cars:

used 100-ton, 7000 cube wood chip

Quantity:

forty three (43)

Reporting marks and identifying numbers:

Unit Count	Previous Mark	Previous Number	Current Mark	Current Number
1			UCSX	1014
2			UCSX	1017
3			UCSX	1018
4			UCSX	1019
5			UCSX	1022
6			UCSX	1023
7			UCSX	1025
8			UCSX	1026
9			UCSX	1028
10			UCSX	1031
11			UCSX	1032
12			UCSX	1033
13			UCSX	1035
14			UCSX	1037
15			UCSX	1040
16			UCSX	1041
17			UCSX	1044
18			UCSX	1045
19			UCSX	1048
20			UCSX	1049
21			UCSX	1050
22			UCSX	1051
23			UCSX	1052
24			UCSX	1054
25			UCSX	1055
26			UCSX	1056
27			UCSX	1058
28			UCSX	1062
29			UCSX	1063
30			UCSX	1066
31			UCSX	1070
32			UCSX	1071
33			UCSX	1074
34			UCSX	1075
35			UCSX	1076
36			UCSX	1079
37	IC	870020	UCSX	1080
38	IC	870050	UCSX	1081
39	IC	870051	UCSX	1082
40	IC	870122	UCSX	1083
41	IC	870123	UCSX	1084
42	IC	870162	UCSX	1085
43	IC	870195	UCSX	1086

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: 4/4/08



Robert W. Alvord