

RECORDATION NO. 26905-C FILED

JUN 01 '09 -8 00 AM

**SURFACE TRANSPORTATION BOARD**

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June 1, 2009

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 Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26905-A. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

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

Debtor/Assignor: Infinity Rail II, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

Secured Party/  
Assignee: The CIT Group/Equipment Financing, Inc.  
30 South Wacker, Suite 3000  
Chicago, IL 60606

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

188 boxcars within the series ATW 163003 - ATW 163350 and CLC 3026 - CLC 3348, previously bearing CLC reporting marks and road numbers as more particularly set forth in the attachment to the document.

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

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 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

JUN 01 '09 -8 00 AM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

**SURFACE TRANSPORTATION BOARD**

1. A Memorandum of Security Agreement, dated March 28, 2007, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail II, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on April 3, 2007 and given recordation number 26905-A (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to certain railroad equipment identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 29, 2006, between IR and CIT.

3. The Security Agreement has been updated to provide the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.

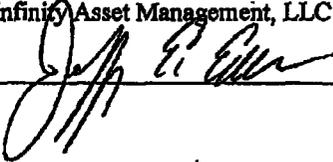
4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement 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]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia        )  
                                  ) ss:  
County of Fulton        )

On May 15, 2009, before me personally appeared Jeffrey 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 II, 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.



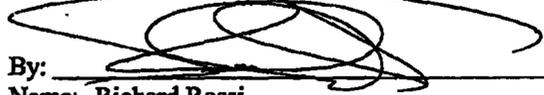
Notary Public  
My commission expires:

[NOTARIAL SEAL]

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

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

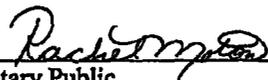
THE CIT GROUP/EQUIPMENT FINANCING, INC.



By: \_\_\_\_\_  
Name: Richard Rossi  
Title: Senior Director

State of Illinois     )  
                                  ) ss:  
County of Cook     )

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

  
\_\_\_\_\_  
Notary Public  
My commission expires:

[NOTARIAL SEAL]



## SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3003 ATW		163003 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3005 ATW		163005 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3007 ATW		163007 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3013 ATW		163013 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3014 ATW		163014 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3019 ATW		163019 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3022 ATW		163022 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3029 ATW		163029 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3033 ATW		163033 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3038 ATW		163038 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3040 ATW		163040 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3043 ATW		163043 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3044 ATW		163044 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3045 ATW		163045 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3046 ATW		163046 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3047 ATW		163047 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3059 ATW		163059 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3060 ATW		163060 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3061 ATW		163061 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3066 ATW		163066 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3067 ATW		163067 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3070 ATW		163070 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3072 ATW		163072 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3074 ATW		163074 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3076 ATW		163076 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3079 ATW		163079 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3087 ATW		163087 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3090 ATW		163090 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3096 ATW		163096 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3113 ATW		163113 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3116 ATW		163116 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3117 ATW		163117 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3119 ATW		163119 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3120 ATW		163120 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3122 ATW		163122 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3126 ATW		163126 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3137 ATW		163137 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3138 ATW		163138 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3145 ATW		163145 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3148 ATW		163148 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3149 ATW		163149 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3151 ATW		163151 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3165 ATW		163165 A406	

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3171 ATW		163171 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3178 ATW		163178 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3185 ATW		163185 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3186 ATW		163186 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3193 ATW		163193 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3197 ATW		163197 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3206 ATW		163206 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3208 ATW		163208 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3209 ATW		163209 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3214 ATW		163214 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3218 ATW		163218 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3233 ATW		163233 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3237 ATW		163237 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3244 ATW		163244 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3247 ATW		163247 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3252 ATW		163252 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3253 ATW		163253 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3258 ATW		163258 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3267 ATW		163267 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3271 ATW		163271 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3276 ATW		163276 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3280 ATW		163280 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3283 ATW		163283 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3285 ATW		163285 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3286 ATW		163286 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3287 ATW		163287 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3288 ATW		163288 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3296 ATW		163296 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3303 ATW		163303 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3306 ATW		163306 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3317 ATW		163317 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3319 ATW		163319 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3326 ATW		163326 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3327 ATW		163327 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3328 ATW		163328 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3329 ATW		163329 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3330 ATW		163330 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3331 ATW		163331 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3333 ATW		163333 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3334 ATW		163334 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3335 ATW		163335 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3336 ATW		163336 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3340 ATW		163340 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3342 ATW		163342 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3344 ATW		163344 A406	

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3346 ATW		163346 A406	
Bay Line Railroad, LLC	not yet commenced	100-ton Boxcar	CLC	3349 ATW		163349 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3030 ATW		163030 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3063 ATW		163063 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3065 ATW		163065 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3094 ATW		163094 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3102 ATW		163102 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3104 ATW		163104 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3105 ATW		163105 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3109 ATW		163109 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3111 ATW		163111 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3144 ATW		163144 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3154 ATW		163154 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3172 ATW		163172 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3180 ATW		163180 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3190 ATW		163190 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3195 ATW		163195 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3274 ATW		163274 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3275 ATW		163275 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3308 ATW		163308 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3347 ATW		163347 A406	
New Orleans Public Belt Railroad	not yet commenced	100-ton Boxcar	CLC	3350 ATW		163350 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3004 ATW		163004 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3008 ATW		163008 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3011 ATW		163011 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3015 ATW		163015 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3042 ATW		163042 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3048 ATW		163048 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3053 ATW		163053 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3056 ATW		163056 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3062 ATW		163062 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3088 ATW		163088 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3098 ATW		163098 B437	
Off Lease	N/A	100-ton Boxcar	CLC	3099 ATW		163099 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3100 ATW		163100 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3108 ATW		163108 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3114 ATW		163114 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3118 ATW		163118 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3127 ATW		163127 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3134 ATW		163134 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3139 ATW		163139 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3142 ATW		163142 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3159 ATW		163159 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3162 ATW		163162 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3166 ATW		163166 A406	

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Off Lease	N/A	100-ton Boxcar	CLC	3178 ATW		163176 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3199 ATW		163199 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3203 ATW		163203 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3204 ATW		163204 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3211 ATW		163211 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3219 ATW		163219 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3220 ATW		163220 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3223 ATW		163223 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3235 ATW		163235 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3245 ATW		163245 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3250 ATW		163250 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3257 ATW		163257 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3263 ATW		163263 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3279 ATW		163279 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3291 ATW		163291 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3292 ATW		163292 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3293 ATW		163293 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3294 ATW		163294 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3299 ATW		163299 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3305 ATW		163305 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3309 ATW		163309 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3315 ATW		163315 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3318 ATW		163318 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3322 ATW		163322 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3325 ATW		163325 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3339 ATW		163339 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3026 CLC		3026 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3027 CLC		3027 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3036 CLC		3036 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3039 CLC		3039 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3058 CLC		3058 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3064 CLC		3064 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3069 CLC		3069 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3083 CLC		3083 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3084 CLC		3084 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3121 CLC		3121 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3132 CLC		3132 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3147 CLC		3147 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3155 CLC		3155 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3160 CLC		3160 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3174 CLC		3174 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3175 CLC		3175 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3179 CLC		3179 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3182 CLC		3182 A406	
Off Lease	N/A	100-ton Boxcar	CLC	3241 CLC		3241 A406	