

RECORDATION NO. 20312-PP FILED

FEB 12 '10 -3 15 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1984)

OF COUNSEL
URBAN A LESTER

February 12, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W
Washington, D C 20423

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of February 12, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 20312-T, -U, -V and -W.

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

Assignor SCC SPV II, LLC
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Assignee Infinity Transportation, LLC
1355 Peachtree St
Suite 750- South Tower
Atlanta, Georgia 30309

Chief, Section of Administration
February 12, 2010
Page 2

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

592 cars: CTIE 800082, CTIE 800091, CTIE 800155 and CTIE 800929
and within the series KCS 126004 - KCS 126485, KCS 170003 - KCS
171999 and KCS 800007 - KCS 802999 as more particularly set forth in
the equipment schedule attached to the document

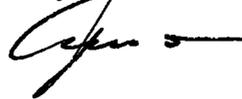
A short summary of the document to appear in the index is

Memorandum of Assignment and Assumption 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/bhs
Enclosures

RECORDATION NO. 20312-PP FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of February 12, 2010, by and between SCC SPV II LLC, a Delaware limited liability company ("Assignor"), and Infinity Transportation, LLC, a Delaware limited liability company ("Assignee")

WITNESSETH:

1 Assignor, as lessor, entered into that certain Assignment and Assumption and Amended and Restated Master Lease Agreement (Southern Capital Trust II 2002-1) dated as of June 25, 2002 (the "Master Lease"), and Lease Supplement No. 14, Lease Supplement No. 15 and Lease Supplement No. 16 thereto, each dated February 12, 2010 (collectively together with the Master Lease, the "Leases"), with The Kansas City Southern Railway Company, as lessee, for certain railcars described in Schedule 1 attached hereto (the "Railcars") As to the Railcars, the Leases restate the Lease Supplements that are subject of the memoranda filed with the Surface Transportation Board under recordation nos 20312-V and 20312-W.

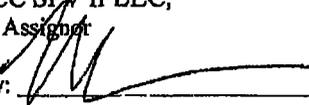
2 Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of February 12, 2010, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Leases and the Railcars, pursuant to which Assignor has assigned to Assignee all of Assignor's right, title, and interest in, to and under the Leases

3 This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[signatures appear on following page]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

SCC SPV II LLC,
as Assignor

By: 

Name: Mark H. Brzoska
Title: Financial Services Officer

Infinity Transportation, LLC,
as Assignee

By: _____

Name.

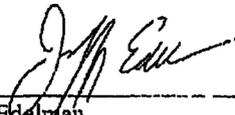
Title.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

SCC SPV II LLC,
as Assignor

By _____
Name:
Title:

Infinity Transportation, LLC,
as Assignee

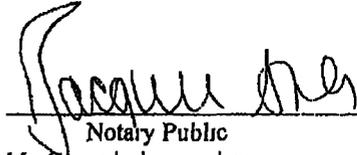
By:  _____
Name: Jeffrey Edelman
Title: President

State of Delaware

City of New Castle

On February ~~12~~ 2010 before me, ~~Jacqueline Solone~~ Notary Public, personally appeared Mark H. Brzoska, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same 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.



Notary Public
My Commission expires

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm Expires March 28, 2011

State of Georgia)
)
County of Fulton)

On February 12, 2010 before me, Stephanie M Cassamas, Notary Public, personally appeared Jeffrey Edelman, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her 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.

Stephanie M Cassamas
Notary Public
My Commission expires. 08/13/2013



SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT

DESCRIPTION OF RAILCARS

A total of 592 railcars (in groups of 125, 281, and 186) Specifically:

One hundred twenty-five (125) 60', 100-ton Plate F boxcars, 263,000 lbs. GRL. These railcars bear the following AAR reporting marks and road numbers:

<u>Car</u>		<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>	
	<u>Number</u>		<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>
1	KCS126004	33	KCS126381	65	KCS126811	97	KCS127167
2	KCS126012	34	KCS126390	66	KCS126829	98	KCS127175
3	KCS126021	35	KCS126411	67	KCS126837	99	KCS127183
4	KCS126039	36	KCS126446	68	KCS126845	100	KCS127191
5	KCS126047	37	KCS126454	69	KCS126853	101	KCS127205
6	KCS126055	38	KCS126462	70	KCS126861	102	KCS127213
7	KCS126063	39	KCS126471	71	KCS126870	103	KCS127221
8	KCS126071	40	KCS126489	72	KCS126888	104	KCS127230
9	KCS126080	41	KCS126501	73	KCS126896	105	KCS127248
10	KCS126098	42	KCS126519	74	KCS126918	106	KCS127256
11	KCS126110	43	KCS126535	75	KCS126926	107	KCS127264
12	KCS126128	44	KCS126543	76	KCS126934	108	KCS127272
13	KCS126136	45	KCS126551	77	KCS126942	109	KCS127281
14	KCS126144	46	KCS126560	78	KCS126951	110	KCS127299
15	KCS126152	47	KCS126578	79	KCS126969	111	KCS127311
16	KCS126161	48	KCS126586	80	KCS126977	112	KCS127337
17	KCS126179	49	KCS126608	81	KCS126985	113	KCS127345
18	KCS126195	50	KCS126616	82	KCS126993	114	KCS127353
19	KCS126217	51	KCS126624	83	KCS127001	115	KCS127388
20	KCS126225	52	KCS126632	84	KCS127019	116	KCS127396
21	KCS126233	53	KCS126641	85	KCS127035	117	KCS127400
22	KCS126241	54	KCS126667	86	KCS127043	118	KCS127418
23	KCS126250	55	KCS126675	87	KCS127051	119	KCS127426
24	KCS126268	56	KCS126683	88	KCS127060	120	KCS127434
25	KCS126276	57	KCS126691	89	KCS127078	121	KCS127442
26	KCS126292	58	KCS126705	90	KCS127086	122	KCS127451
27	KCS126306	59	KCS126713	91	KCS127094	123	KCS127469
28	KCS126314	60	KCS126721	92	KCS127108	124	KCS127477
29	KCS126331	61	KCS126748	93	KCS127116	125	KCS127485
30	KCS126349	62	KCS126764	94	KCS127124		
31	KCS126357	63	KCS126772	95	KCS127132		
32	KCS126365	64	KCS126781	96	KCS127159		

Two hundred eighty-one (281) 52', 100 ton steel mill gondolas, 2,494 cu. ft. capacity, 263,000 lbs. GRL
 These railcars bear the following AAR reporting marks and road numbers:

	<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>
1	KCS800007	37	KCS800392	73	KCS800775	109	KCS801160
2	KCS800023	38	KCS800406	74	KCS800783	110	KCS801178
3	KCS800031	39	KCS800422	75	KCS800791	111	KCS801186
4	KCS800040	40	KCS800431	76	KCS800805	112	KCS801194
5	KCS800066	41	KCS800449	77	KCS800813	113	KCS801208
6	KCS800074	42	KCS800457	78	KCS800821	114	KCS801216
7	CTIE800082	43	KCS800465	79	KCS800848	115	KCS801224
8	CTIE800091	44	KCS800473	80	KCS800856	116	KCS801241
9	KCS800104	45	KCS800481	81	KCS800864	117	KCS801259
10	KCS800112	46	KCS800490	82	KCS800881	118	KCS801267
11	KCS800139	47	KCS800503	83	KCS800899	119	KCS801275
12	KCS800147	48	KCS800511	84	CTIE800929	120	KCS801283
13	CTIE800155	49	KCS800520	85	KCS800911	121	KCS801291
14	KCS800163	50	KCS800538	86	KCS800937	122	KCS801305
15	KCS800171	51	KCS800546	87	KCS800945	123	KCS801313
16	KCS800180	52	KCS800554	88	KCS800953	124	KCS801321
17	KCS800198	53	KCS800562	89	KCS800961	125	KCS801348
18	KCS800201	54	KCS800571	90	KCS800970	126	KCS801356
19	KCS800210	55	KCS800589	91	KCS800988	127	KCS801364
20	KCS800228	56	KCS800597	92	KCS800996	128	KCS801372
21	KCS800236	57	KCS800601	93	KCS801003	129	KCS801381
22	KCS800244	58	KCS800619	94	KCS801011	130	KCS801399
23	KCS800252	59	KCS800627	95	KCS801020	131	KCS801402
24	KCS800261	60	KCS800635	96	KCS801038	132	KCS801411
25	KCS800279	61	KCS800643	97	KCS801046	133	KCS801429
26	KCS800287	62	KCS800651	98	KCS801054	134	KCS801437
27	KCS800295	63	KCS800660	99	KCS801062	135	KCS801445
28	KCS800309	64	KCS800678	100	KCS801071	136	KCS801453
29	KCS800317	65	KCS800686	101	KCS801089	137	KCS801461
30	KCS800325	66	KCS800694	102	KCS801097	138	KCS801470
31	KCS800333	67	KCS800708	103	KCS801101	139	KCS801488
32	KCS800341	68	KCS800716	104	KCS801119	140	KCS801496
33	KCS800350	69	KCS800724	105	KCS801127	141	KCS801500
34	KCS800368	70	KCS800741	106	KCS801135	142	KCS801518
35	KCS800376	71	KCS800759	107	KCS801143	143	KCS801526
36	KCS800384	72	KCS800767	108	KCS801151	144	KCS801534

(continued)

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
145 KCS801542	181 KCS801933	217 KCS802336	253 KCS802719
146 KCS801551	182 KCS801941	218 KCS802344	254 KCS802727
147 KCS801569	183 KCS801950	219 KCS802352	255 KCS802735
148 KCS801577	184 KCS801968	220 KCS802361	256 KCS802743
149 KCS801593	185 KCS801976	221 KCS802387	257 KCS802751
150 KCS801607	186 KCS801984	222 KCS802395	258 KCS802760
151 KCS801615	187 KCS801992	223 KCS802409	259 KCS802778
152 KCS801623	188 KCS802000	224 KCS802417	260 KCS802786
153 KCS801631	189 KCS802018	225 KCS802425	261 KCS802794
154 KCS801640	190 KCS802026	226 KCS802433	262 KCS802808
155 KCS801658	191 KCS802034	227 KCS802441	263 KCS802816
156 KCS801666	192 KCS802051	228 KCS802450	264 KCS802824
157 KCS801674	193 KCS802069	229 KCS802468	265 KCS802832
158 KCS801682	194 KCS802077	230 KCS802476	266 KCS802841
159 KCS801691	195 KCS802085	231 KCS802484	267 KCS802859
160 KCS801704	196 KCS802107	232 KCS802492	268 KCS802867
161 KCS801712	197 KCS802115	233 KCS802506	269 KCS802875
162 KCS801721	198 KCS802123	234 KCS802522	270 KCS802883
163 KCS801739	199 KCS802131	235 KCS802531	271 KCS802891
164 KCS801747	200 KCS802140	236 KCS802549	272 KCS802905
165 KCS801755	201 KCS802158	237 KCS802557	273 KCS802913
166 KCS801763	202 KCS802166	238 KCS802565	274 KCS802921
167 KCS801780	203 KCS802182	239 KCS802573	275 KCS802930
168 KCS801798	204 KCS802191	240 KCS802581	276 KCS802948
169 KCS801801	205 KCS802204	241 KCS802590	277 KCS802956
170 KCS801810	206 KCS802212	242 KCS802603	278 KCS802964
171 KCS801828	207 KCS802221	243 KCS802611	279 KCS802972
172 KCS801836	208 KCS802239	244 KCS802620	280 KCS802981
173 KCS801844	209 KCS802247	245 KCS802638	281 KCS802999
174 KCS801852	210 KCS802255	246 KCS802646	
175 KCS801861	211 KCS802263	247 KCS802654	
176 KCS801879	212 KCS802271	248 KCS802662	
177 KCS801887	213 KCS802280	249 KCS802671	
178 KCS801909	214 KCS802298	250 KCS802689	
179 KCS801917	215 KCS802301	251 KCS802697	
180 KCS801925	216 KCS802310	252 KCS802701	

One hundred eighty-six (186) 50', 100-ton Plate C boxcars, 263,000 lbs. GRL. These railcars bear the following AAR reporting marks and road numbers:

	<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>
1	KCS170003	36	KCS170399	71	KCS170771
2	KCS170011	37	KCS170402	72	KCS170780
3	KCS170020	38	KCS170411	73	KCS170798
4	KCS170038	39	KCS170429	74	KCS170801
5	KCS170046	40	KCS170437	75	KCS170810
6	KCS170054	41	KCS170445	76	KCS170828
7	KCS170062	42	KCS170453	77	KCS170836
8	KCS170071	43	KCS170461	78	KCS170844
9	KCS170089	44	KCS170470	79	KCS170852
10	KCS170097	45	KCS170488	80	KCS170861
11	KCS170101	46	KCS170496	81	KCS170879
12	KCS170119	47	KCS170500	82	KCS170887
13	KCS170127	48	KCS170518	83	KCS170895
14	KCS170135	49	KCS170526	84	KCS170909
15	KCS170143	50	KCS170542	85	KCS170917
16	KCS170151	51	KCS170551	86	KCS170925
17	KCS170160	52	KCS170569	87	KCS170933
18	KCS170178	53	KCS170577	88	KCS170941
19	KCS170186	54	KCS170585	89	KCS170950
20	KCS170194	55	KCS170593	90	KCS170968
21	KCS170208	56	KCS170615	91	KCS170976
22	KCS170216	57	KCS170631	92	KCS170984
23	KCS170241	58	KCS170640	93	KCS170992
24	KCS170259	59	KCS170658	94	KCS171000
25	KCS170267	60	KCS170666	95	KCS171018
26	KCS170275	61	KCS170674	96	KCS171026
27	KCS170283	62	KCS170682	97	KCS171034
28	KCS170291	63	KCS170691	98	KCS171042
29	KCS170305	64	KCS170704	99	KCS171051
30	KCS170313	65	KCS170712	100	KCS171069
31	KCS170321	66	KCS170721	101	KCS171077
32	KCS170348	67	KCS170739	102	KCS171085
33	KCS170356	68	KCS170747	103	KCS171093
34	KCS170364	69	KCS170755	104	KCS171107
35	KCS170372	70	KCS170763	105	KCS171123

(continued):

	<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>
106	KCS171131	141	KCS171506	176	KCS171875
107	KCS171140	142	KCS171514	177	KCS171883
108	KCS171158	143	KCS171522	178	KCS171891
109	KCS171166	144	KCS171531	179	KCS171905
110	KCS171174	145	KCS171549	180	KCS171913
111	KCS171182	146	KCS171565	181	KCS171921
112	KCS171191	147	KCS171573	182	KCS171930
113	KCS171204	148	KCS171581	183	KCS171956
114	KCS171212	149	KCS171590	184	KCS171964
115	KCS171221	150	KCS171603	185	KCS171972
116	KCS171239	151	KCS171611	186	KCS171999
117	KCS171247	152	KCS171620		
118	KCS171255	153	KCS171638		
119	KCS171263	154	KCS171646		
120	KCS171271	155	KCS171654		
121	KCS171280	156	KCS171662		
122	KCS171298	157	KCS171671		
123	KCS171301	158	KCS171689		
124	KCS171310	159	KCS171697		
125	KCS171328	160	KCS171701		
126	KCS171336	161	KCS171719		
127	KCS171344	162	KCS171727		
128	KCS171352	163	KCS171735		
129	KCS171361	164	KCS171743		
130	KCS171387	165	KCS171751		
131	KCS171395	166	KCS171760		
132	KCS171409	167	KCS171778		
133	KCS171417	168	KCS171786		
134	KCS171433	169	KCS171794		
135	KCS171441	170	KCS171808		
136	KCS171450	171	KCS171816		
137	KCS171468	172	KCS171824		
138	KCS171476	173	KCS171832		
139	KCS171484	174	KCS171841		
140	KCS171492	175	KCS171867		