

RECORDATION NO 27286-E
FILED
November 5, 2012 02:45 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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November 5, 2012

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 Notice of Lease Termination, dated as of November 5, 2012, 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 Number 27286.

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

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

Section Chief
November 5, 2012
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A description of the railroad equipment covered by the enclosed document is:

96 railcars within the series TOE 4000 - TOE 4099 as more particularly set forth in the schedule attached to the document.

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

Notice of Lease Termination.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

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**NOTICE OF
LEASE TERMINATION**

This Notice of Lease Termination (this "Notice") is effective as of November 5, 2012.

Infinity Rail II, LLC, a Georgia limited liability company ("IR II"), the lessor party of record, hereby shows for the public record that the lease described below (the "Lease") is no longer in effect as to any of the railroad cars listed on Exhibit A hereto:

Schedule No. 11 dated as of January 1, 1994 between General Electric Railcar Services Corporation, as successor in interest to General Electric Railcar Leasing Services Corporation ("GE Railcar") as lessor and Texas, Oklahoma & Eastern Railroad Company ("TOE" or "you") as lessee, as renewed by (i) Extension No. 1 to Schedule No. 11 dated January 31, 2001 between GE Railcar as lessor and TOE as lessee, (ii) Extension No. 2 to Schedule No. 11 dated March 10, 2003 between GE Railcar as lessor and TOE as lessee and (iii) Extension No. 3 to Schedule No. 11 dated March 16, 2006 between GE Railcar as lessor and TOE as lessee, which incorporates the provisions of Class II and III Railroad Per Diem Lease Car Leasing Agreement 8425-92-01 dated as of January 1, 1994 between GE Railcar, as successor in interest to General Electric Railcar Leasing Services Corporation as lessor and TOE as lessee

The Lease is evidenced also by the following documents previously filed with the Surface Transportation Board ("STB"):

Description of document	Date of filing with STB	STB recordation number
Assignment and Assumption Agreement dated December 20, 2007 between General Electric Railcar Services Corporation as seller and Infinity Rail II, LLC as buyer	12/21/07	27286

This Notice shall not impair nor terminate any of the rights and obligations of the parties under the above-referenced Lease which, by their terms, expressly survive its termination.

This Notice is solely for the purpose of giving notice that the Lease referenced above is no longer in effect as to the those cars. This Notice does not affect any of the filings made with the STB under recordation nos. 27286-A through 27286-D to the extent those filings relate to the cars themselves rather than to the above-referenced Lease of the cars.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this notice to be duly executed by its officer duly authorized as of the date hereof.

INFINITY RAIL II, LLC

By Infinity Asset Management, LLC as Manager

By: *Jeffrey E. Edelman*
Jeffrey E. Edelman, President

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 5 day of November 2012, before a Notary Public in and for said State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, that said instrument was signed on November 5, 2012 on behalf of said limited liability company and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sarah Wilde
Name: Sarah Wilde
Notary Public

My Commission Expires: 8/12/13

EXHIBIT A

EQUIPMENT

ninety six (96) railcars [bulkhead (FB) 100T < 63' (that is, bulkhead flat cars, 100-ton, approximately 60-foot)] having the following reporting marks and road numbers:

Count	Mark	Num	Count	Mark	Num	Count	Mark	Num
1	TOE	4000	33	TOE	4034	65	TOE	4067
2	TOE	4001	34	TOE	4035	66	TOE	4068
3	TOE	4002	35	TOE	4036	67	TOE	4069
4	TOE	4003	36	TOE	4037	68	TOE	4070
5	TOE	4004	37	TOE	4038	69	TOE	4071
6	TOE	4005	38	TOE	4039	70	TOE	4072
7	TOE	4006	39	TOE	4040	71	TOE	4073
8	TOE	4007	40	TOE	4041	72	TOE	4074
9	TOE	4008	41	TOE	4042	73	TOE	4075
10	TOE	4009	42	TOE	4043	74	TOE	4076
11	TOE	4010	43	TOE	4044	75	TOE	4077
12	TOE	4011	44	TOE	4045	76	TOE	4078
13	TOE	4012	45	TOE	4047	77	TOE	4079
14	TOE	4013	46	TOE	4048	78	TOE	4080
15	TOE	4014	47	TOE	4049	79	TOE	4081
16	TOE	4015	48	TOE	4050	80	TOE	4082
17	TOE	4016	49	TOE	4051	81	TOE	4083
18	TOE	4017	50	TOE	4052	82	TOE	4084
19	TOE	4018	51	TOE	4053	83	TOE	4085
20	TOE	4019	52	TOE	4054	84	TOE	4086
21	TOE	4020	53	TOE	4055	85	TOE	4087
22	TOE	4021	54	TOE	4056	86	TOE	4088
23	TOE	4022	55	TOE	4057	87	TOE	4089
24	TOE	4023	56	TOE	4058	88	TOE	4090
25	TOE	4024	57	TOE	4059	89	TOE	4091
26	TOE	4025	58	TOE	4060	90	TOE	4092
27	TOE	4026	59	TOE	4061	91	TOE	4094
28	TOE	4027	60	TOE	4062	92	TOE	4095
29	TOE	4028	61	TOE	4063	93	TOE	4096
30	TOE	4031	62	TOE	4064	94	TOE	4097
31	TOE	4032	63	TOE	4065	95	TOE	4098
32	TOE	4033	64	TOE	4066	96	TOE	4099

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 11/5/12

Edward M Luria
Edward M. Luria