RECORDATION NO 26836-G
FILED
November 6, 2012 04:20 PM
SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

November 6, 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 Memorandum of Assignment of Leases, dated as of November 6, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Assignment of Lease and Lease Amendment previously filed with the Board under Recordation Numbers 26836 and 26836-E.

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

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

[Successor Lessor/
Assignee: Flagship Rail Services, LLC
300 South Riverside Plaza, Suite 1925
Chicago, IL 60606]

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

55 railcars: GFSX 466043, 466111, 466151, 466167, IFRX 532 and within the series IFRX 253025 – IFRX 253337 and IFRX 466004 – IFRX 466253 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 Assignment of Leases.

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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**Memorandum of Assignment of Leases**

Infinity Rail II, LLC, a Georgia limited liability company ("Infinity"), has assigned to Flagship Rail Services, LLC, a Delaware limited liability company ("FRS"), and FRS has accepted and assumed, all of Infinity's rights and obligations under each lease (and guaranty, if any, to the extent relating to the lease) identified on Schedule 1 hereto, in each case to the extent relating to periods on and after November 6, 2012. Each lease relates to the indicated railcars listed on Schedule 2 hereto.

The addresses of the parties to the assignment are:

Former Lessor / Assignor:

Infinity Rail II, LLC
c/o Infinity Transportation, LLC
1355 Peachtree Street
Suite 750 – South Tower
Atlanta, GA 30309
Attn: Jeffrey E. Edelman

Successor Lessor / Assignee:

Flagship Rail Services, LLC
300 South Riverside Plaza
Suite 1925
Chicago, IL 60606
Attn: Jeff Wilkison/Tim Stevens

This memorandum may be signed in any number of counterparts (and by different parties on separate counterparts) with the same effect as if all parties hereto had signed the same document. All counterparts taken together shall constitute one memorandum. A signature page transmitted by email as a pdf image or by facsimile transmission will have the same effect as an original signature page.

[Signature Page Follows]

Witness the parties' signatures.

**Infinity Rail II, LLC**
By Infinity Asset Management, LLC as Manager

By: _____
Jeffrey E. Edelman, President

State of Georgia, County of Fulton

On November 2, 2012, before me personally appeared Jeffrey E. 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, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said entity.

_____
Notary Public
My commission expires: 8/12/13

[NOTARIAL SEAL]

SARAH WILDE
MY COMMISSION EXPIRES
AUG. 12, 2013
DEKALB CO., GEORGIA
NOTARY PUBLIC

**Flagship Rail Services, LLC**

By: _____
Name: _____
Title: _____

State of _____, County of _____

On _____, 2012, before me personally appeared _____ to me personally known, who being by me duly sworn says that he is _____ of Flagship Rail Services, LLC and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said entity.

_____
Notary Public
My commission expires:

[NOTARIAL SEAL]

Witness the parties' signatures.

**Infinity Rail II, LLC**
By Infinity Asset Management, LLC as Manager

By: _____
Jeffrey E. Edelman, President

State of Georgia, County of Fulton

On _____, 2012, before me personally appeared Jeffrey E. 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, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said entity.

_____
Notary Public
My commission expires:

[NOTARIAL SEAL]

**Flagship Rail Services, LLC**

By: _____
Name: Eugene T. Henneberry
Title: Chief Executive Officer

State of Illinois, County of Cook

On November 2, 2012, before me personally appeared Eugene T. Henneberry to me personally known, who being by me duly sworn says that he is Chief Executive Officer of Flagship Rail Services, LLC and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said entity.

_____
Notary Public
My commission expires: 10/26/15

[NOTARIAL SEAL]

OFFICIAL SEAL
TERI L. CERVONE
Notary Public, State of Illinois
My Commission Expires
October 26, 2015

Schedule 1

Leases

A. Lease documents for railcars leased to Buffalo & Pittsburgh Railroad (Infinity Deal 1039):

(i) Railcar Master Lease Agreement dated May 1, 2001 between GATX Third Aircraft Corporation, as Lessor and Buffalo & Pittsburgh Railroad as lessee.

(ii) Lease Supplement No. 4 dated November 1, 2004 between GATX Third Aircraft Corporation as Lessor and Buffalo & Pittsburgh Railroad, LLC as lessee.

(iii) Amendment No. 1 to Supplement No. 4 dated June 6, 2005 between GATX Third Aircraft Corporation as lessor and Buffalo and Pittsburgh Railroad as lessee.

(iv) Amendment No. 2 to Supplement No. 4 dated February 1, 2012 between Infinity Rail II, LLC as lessor and Buffalo and Pittsburgh Railroad as lessee.

B. Lease documents for railcars leased to North American Salt Company (Infinity Deal 1040):

(i) Car Service Contract dated July 10, 2003 between GATX Financial Corporation as lessor and North American Salt Company as lessee;

(ii) Revised Rider No. 1 dated July 10, 2003 between GATX Financial Corporation as lessor and North American Salt Company as lessee;

(iii) Amendment to Lease (Rider 1) dated August 12, 2008 between Infinity Rail II, LLC as lessor and North American Salt Company as lessee;

(iv) Amendment #2 to Lease (Rider 1) dated June 21, 2011 between Infinity Rail II, LLC as lessor and North American Salt Company as lessee.

C. Lease documents for railcars leased to Mosaic Crop Nutrition, LLC (Infinity Deal 1057):

(i) Schedule No. 1 dated December 1, 2010 between Infinity Rail II, LLC as lessor and Mosaic Crop Nutrition LLC, as lessee (which incorporates the provisions of the Master Lease Agreement dated December 1, 2010 between the same parties).

D. Lease documents for railcars leased to Specialty Minerals Inc (Infinity Deal 1060):

(i) Car Leasing Agreement 0821-83 dated June 8, 1993 between General Electric Railcar Leasing Services Corporation as Lessor and Barretts Minerals Inc. as Lessee.

(ii) Rider No. 28 dated September 22, 2003 between General Electric Railcar Services as Lessor, and Barretts Minerals Inc., as Lessee.

(iii) (Rider No. 28 Renewal No. 1 dated October 31, 2004 between General Electric Railcar Leasing Services Corporation as Lessor and Barretts Minerals, Inc. as Lessee.

(iv) Rider No. 28 Renewal No. 2 dated September 8, 2006 between General Electric Railcar Leasing Services Corporation as Lessor and Barretts Minerals, Inc. as Lessee.

(v) Assignment and Assumption Agreement dated March 27, 2007 among Barretts Minerals, Inc. as assignor, Specialty Minerals, Inc. as assignee and General Electric Railcar Leasing Services Corporation.

E. Lease documents for railcars leased to CertainTeed Gypsum and Ceiling Manufacturing, Inc. (Infinity Deal 1138):

(i) Master Lease Agreement dated December 2, 2008 between Infinity Rail II, LLC as lessor and CertainTeed Gypsum and Ceiling Manufacturing, Inc. as lessee;

(ii) Schedule No. 1 dated December 2, 2008 between Infinity Rail II, LLC as lessor and CertainTeed Gypsum and Ceiling Manufacturing, Inc. as lessee.

F. Lease documents for railcars leased to Maryland Midland Railway Inc. (Infinity Deal 1203):

(i) Car Leasing Agreement 5469-83-3 dated January 1, 1997 between General Electric Railcar Services Corporation, as lessor and Maryland Midland Railway, Inc. as lessee.

(ii) Rider No.2 dated December 9, 1998 General Electric Railcar Services Corporation, as lessor and Maryland Midland Railway, Inc. as lessee.

(iii) Assign and Assumption Agreement dated July 2, 2010 between General Electric Railcar Services Corporation and Infinity Transportation, LLC as buyer.

G. Lease documents for railcars leased to Glass Mountain Pumice 2004, Inc. (Infinity Deal 1241):

(i) Lease Agreement dated December 1, 2010 between Infinity Rail, LLC as lessor and Glass Mountain Pumice 2004, LLC as lessee.

(ii) Assignment and Assumption Agreement (dated on or about the date of the Purchase Agreement) between Infinity Rail, LLC as assignor and Infinity Rail II, LLC as assignee.

H. Lease documents for railcars leased to North American Salt Company (Infinity Deal 1243):

(i) Car Service Contract No. 5052 dated July 10, 2003 that was originally entered into by GATX Financial Corporation and North American Salt Company.

(ii) Rider No. 3 between Infinity Rail II, LLC as lessor and NASC as lessee, executed by Infinity Rail II, LLC on January 19, 2011 and by North American Salt Company on January 18, 2011.

(iii) Amendment to Rider No. 3 to Car Service Contract No. 5052 dated April 08, 2011 between Infinity Rail II, LLC as lessor and North American Salt Company as lessee.

I. Lease documents for railcars leased to Glass Mountain Pumice 2004, Inc. (Infinity Deal 1244):

(i) Lease Agreement dated December 1, 2010 between Infinity Rail II, LLC as lessor and Glass Mountain Pumice 2004, LLC as lessee.

J. Lease documents for railcars leased to Graymont Western US, Inc. (Infinity Deal 1268):

(i) Master Lease Agreement dated March 3, 2011 between Infinity Rail II, LLC as lessor and Graymont Western US, Inc. as lessee.

(ii) Schedule No. 1 dated March 3, 2011 between Infinity Rail II, LLC as lessor and Graymont Western US, Inc. as lessee.

K. Lease documents for railcars leased to Berry Energy Services, Inc. (Infinity Deal 1317):

(i) Master Lease Agreement dated June 21, 2011 between Infinity Rail II, LLC, as lessor and Berry Energy Services, Inc. as lessee.

(ii) Schedule No. 1 dated June 21, 2011 between Infinity Rail II, LLC, as lessor and Berry Energy Services, Inc. as lessee.

L. Lease documents for railcars leased to Ferrocarril Mexicano, S.A. de C.V. (Infinity Deal 1319):

(i) Master Lease Agreement 776 dated May 11, 2011 between Infinity Rail II, LLC, as lessor and Ferrocarril Mexicano S.A. de C.V. as lessee.

(ii) Rider No. 1 dated April 1, 2011 between Infinity Rail II, LLC, as lessor and Ferrocarril Mexicano S.A. de C.V. as lessee.

Schedule 2

Cars

A. Railcars leased to Buffalo & Pittsburgh Railroad (Infinity Deal 1039):

Seventy eight (78) railcars (Single-tub steel bodied gondolas with a capacity between 4,170 and 4,240 cu. ft. and 268,000 lbs. GRL), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car # |
|---|---|---|
| 1 | BPRR | 8900 |
| 2 | BPRR | 8901 |
| 3 | BPRR | 8902 |
| 4 | BPRR | 8903 |
| 5 | BPRR | 8904 |
| 6 | BPRR | 8905 |
| 7 | BPRR | 8906 |
| 8 | BPRR | 8907 |
| 9 | BPRR | 8908 |
| 10 | BPRR | 8909 |
| 11 | BPRR | 8910 |
| 12 | BPRR | 8911 |
| 13 | BPRR | 8912 |
| 14 | BPRR | 8913 |
| 15 | BPRR | 8915 |
| 16 | BPRR | 8916 |
| 17 | BPRR | 8918 |
| 18 | BPRR | 8919 |
| 19 | BPRR | 8920 |
| 20 | BPRR | 8922 |
| 21 | BPRR | 8924 |
| 22 | BPRR | 8926 |
| 23 | BPRR | 8928 |
| 24 | BPRR | 8929 |
| 25 | BPRR | 8930 |
| 26 | BPRR | 8932 |

| Unit # | Car Mark | Car # |
|---|---|---|
| 27 | BPRR | 8933 |
| 28 | BPRR | 8934 |
| 29 | BPRR | 8935 |
| 30 | BPRR | 8937 |
| 31 | BPRR | 8939 |
| 32 | BPRR | 8940 |
| 33 | BPRR | 8941 |
| 34 | BPRR | 8942 |
| 35 | BPRR | 8943 |
| 36 | BPRR | 8944 |
| 37 | BPRR | 8945 |
| 38 | BPRR | 8948 |
| 39 | BPRR | 8949 |
| 40 | BPRR | 8950 |
| 41 | BPRR | 8951 |
| 42 | BPRR | 8952 |
| 43 | BPRR | 8953 |
| 44 | BPRR | 8954 |
| 45 | BPRR | 8958 |
| 46 | BPRR | 8959 |
| 47 | BPRR | 8960 |
| 48 | BPRR | 8961 |
| 49 | BPRR | 8962 |
| 50 | BPRR | 8963 |
| 51 | BPRR | 8964 |
| 52 | BPRR | 8965 |

| Unit # | Car Mark | Car # |
|---|---|---|
| 53 | BPRR | 8966 |
| 54 | BPRR | 8968 |
| 55 | BPRR | 8970 |
| 56 | BPRR | 8971 |
| 57 | BPRR | 8973 |
| 58 | BPRR | 8974 |
| 59 | BPRR | 8975 |
| 60 | BPRR | 8976 |
| 61 | BPRR | 8977 |
| 62 | BPRR | 8978 |
| 63 | BPRR | 8979 |
| 64 | BPRR | 8980 |
| 65 | BPRR | 8981 |
| 66 | BPRR | 8982 |
| 67 | BPRR | 8983 |
| 68 | BPRR | 8986 |
| 69 | BPRR | 8987 |
| 70 | BPRR | 8988 |
| 71 | BPRR | 8989 |
| 72 | BPRR | 8990 |
| 73 | BPRR | 8991 |
| 74 | BPRR | 8993 |
| 75 | BPRR | 8994 |
| 76 | BPRR | 8996 |
| 77 | BPRR | 8998 |
| 78 | BPRR | 8999 |

B. Railcars leased to North American Salt Company (Infinity Deal 1040):

Fifty-five (55) railcars (gravity dump, trough-hatch 4,650 cu. ft. capacity covered hopper cars, 263,000 GRL), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | GFSX | 466167 |
| 2 | GFSX | 466151 |
| 3 | GFSX | 466111 |
| 4 | GFSX | 466043 |
| 5 | IFRX | 466192 |
| 6 | IFRX | 466042 |
| 7 | IFRX | 253126 |
| 8 | IFRX | 466106 |
| 9 | IFRX | 466253 |
| 10 | IFRX | 466246 |
| 11 | IFRX | 466208 |
| 12 | IFRX | 466180 |
| 13 | IFRX | 466172 |
| 14 | IFRX | 466171 |
| 15 | IFRX | 466165 |
| 16 | IFRX | 466149 |
| 17 | IFRX | 466134 |
| 18 | IFRX | 466128 |
| 19 | IFRX | 466108 |
| 20 | IFRX | 466099 |
| 21 | IFRX | 466095 |
| 22 | IFRX | 466092 |
| 23 | IFRX | 466085 |
| 24 | IFRX | 466081 |
| 25 | IFRX | 466064 |
| 26 | IFRX | 466055 |
| 27 | IFRX | 466054 |

| Unit # | Car Mark | Car Number |
|---|---|---|
| 28 | IFRX | 466049 |
| 29 | IFRX | 466031 |
| 30 | IFRX | 466029 |
| 31 | IFRX | 466025 |
| 32 | IFRX | 466010 |
| 33 | IFRX | 466009 |
| 34 | IFRX | 466004 |
| 35 | IFRX | 253337 |
| 36 | IFRX | 253335 |
| 37 | IFRX | 253301 |
| 38 | IFRX | 253300 |
| 39 | IFRX | 253292 |
| 40 | IFRX | 253281 |
| 41 | IFRX | 253233 |
| 42 | IFRX | 253232 |
| 43 | IFRX | 253214 |
| 44 | IFRX | 253213 |
| 45 | IFRX | 253207 |
| 46 | IFRX | 253178 |
| 47 | IFRX | 253171 |
| 48 | IFRX | 253137 |
| 49 | IFRX | 253112 |
| 50 | IFRX | 253109 |
| 51 | IFRX | 253100 |
| 52 | IFRX | 253066 |
| 53 | IFRX | 253034 |
| 54 | IFRX | 253025 |
| 55 | IFRX | 532 |

C. Railcars leased to Mosaic Crop Nutrition, LLC (Infinity Deal 1057):

Forty nine (49) railcars (C113 4750 cubic foot covered hoppers, 263 GRL), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | IFRX | 11027 |
| 2 | PLCX | 12024 |
| 3 | IFRX | 12161 |
| 4 | IFBX | 20000 |
| 5 | IFRX | 25616 |
| 6 | IFRX | 30106 |
| 7 | IFRX | 46980 |
| 8 | IFRX | 53047 |
| 9 | IFRX | 53892 |
| 10 | IFRX | 53900 |
| 11 | IFRX | 54464 |
| 12 | IFRX | 56025 |
| 13 | IFRX | 57390 |
| 14 | IFRX | 65402 |
| 15 | IFRX | 465916 |
| 16 | IFRX | 475694 |
| 17 | IFRX | 476260 |
| 18 | IFRX | 477752 |
| 19 | IFRX | 480413 |
| 20 | IFRX | 480987 |
| 21 | IFRX | 480993 |
| 22 | IFRX | 481243 |
| 23 | IFRX | 482176 |
| 24 | IFRX | 487377 |

| Unit # | Car Mark | Car Number |
|---|---|---|
| 25 | IFRX | 487852 |
| 26 | IFRX | 488169 |
| 27 | IFRX | 488437 |
| 28 | IFRX | 488629 |
| 29 | IFRX | 488659 |
| 30 | IFRX | 488704 |
| 31 | IFRX | 490221 |
| 32 | IFRX | 490272 |
| 33 | IFRX | 490303 |
| 34 | IFRX | 500058 |
| 35 | IFRX | 500081 |
| 36 | IFRX | 500512 |
| 37 | IFRX | 500561 |
| 38 | TRNX | 500694 |
| 39 | IFRX | 510604 |
| 40 | IFRX | 511658 |
| 41 | IFRX | 752978 |
| 42 | IFRX | 800377 |
| 43 | IFRX | 800500 |
| 44 | IFRX | 800575 |
| 45 | IFRX | 800585 |
| 46 | IFRX | 800644 |
| 47 | IFRX | 800657 |
| 48 | IFRX | 890590 |
| 49 | IFRX | 890639 |

D. Railcars leased to *Specialty Minerals Inc (Infinity Deal 1060):

Thirty (30) railcars (4000 cubic foot covered hoppers with gravity gates, 263 GRL), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | 8100 | IFRX |
| 2 | 41600 | IFRX |
| 3 | 41601 | IFRX |
| 4 | 41602 | NAHX |
| 5 | 41603 | IFRX |
| 6 | 41604 | IFRX |
| 7 | 41605 | IFRX |
| 8 | 41606 | NAHX |
| 9 | 41607 | IFRX |
| 10 | 41608 | IFRX |
| 11 | 41610 | IFRX |
| 12 | 41611 | IFRX |
| 13 | 41612 | IFRX |
| 14 | 41613 | IFRX |
| 15 | 41614 | IFRX |

| Unit # | Car Mark | Car Number |
|---|---|---|
| 16 | 41617 | IFRX |
| 17 | 41618 | IFRX |
| 18 | 41619 | NAHX |
| 19 | 41620 | IFRX |
| 20 | 41622 | IFRX |
| 21 | 41623 | IFRX |
| 22 | 41624 | IFRX |
| 23 | 41625 | IFRX |
| 24 | 41627 | IFRX |
| 25 | 41628 | IFRX |
| 26 | 41629 | IFRX |
| 27 | 41630 | IFRX |
| 28 | 41631 | IFRX |
| 29 | 41632 | IFRX |
| 30 | 400008 | IFRX |

E. Railcars leased to CertainTeed Gypsum and Ceiling Manufacturing, Inc. (Infinity Deal 1138):

Twenty two (22) railcars (65-foot bulkhead flatcars built by Pacific Car & Foundry in 1980, 60-feet, 6-inches between the bulkheads), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | IFRX | 164007 |
| 2 | IFRX | 164008 |
| 3 | IFRX | 164012 |
| 4 | IFRX | 164014 |
| 5 | IFRX | 164017 |
| 6 | IFRX | 164021 |
| 7 | IFRX | 164023 |
| 8 | IFRX | 164026 |
| 9 | IFRX | 164027 |
| 10 | IFRX | 164036 |
| 11 | IFRX | 164038 |
| 12 | IFRX | 164041 |
| 13 | IFRX | 164047 |
| 14 | IFRX | 164050 |
| 15 | IFRX | 164051 |
| 16 | IFRX | 164059 |
| 17 | IFRX | 164064 |
| 18 | IFRX | 164078 |
| 19 | IFRX | 164080 |
| 20 | IFRX | 164085 |
| 21 | IFRX | 164087 |
| 22 | IFRX | 164097 |

F. Railcars leased to Maryland Midland Railway Inc. (Infinity Deal 1203):

One hundred and seven (107) railcars (3000 cubic foot, 263 GRL, covered hoppers), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | MMID | 3301 |
| 2 | MMID | 3304 |
| 3 | MMID | 3306 |
| 4 | MMID | 3307 |
| 5 | MMID | 3309 |
| 6 | MMID | 3311 |
| 7 | MMID | 3316 |
| 8 | MMID | 3318 |
| 9 | MMID | 3319 |
| 10 | MMID | 3321 |
| 11 | MMID | 3323 |
| 12 | MMID | 3325 |
| 13 | MMID | 3326 |
| 14 | MMID | 3327 |
| 15 | MMID | 3328 |
| 16 | MMID | 3329 |
| 17 | MMID | 3331 |
| 18 | MMID | 3333 |
| 19 | MMID | 3334 |
| 20 | MMID | 3335 |
| 21 | MMID | 3338 |
| 22 | MMID | 3339 |
| 23 | MMID | 3342 |
| 24 | MMID | 3343 |
| 25 | MMID | 3348 |
| 26 | MMID | 3349 |
| 27 | MMID | 3350 |
| 28 | MMID | 3351 |
| 29 | MMID | 3352 |
| 30 | MMID | 3355 |
| 31 | MMID | 3357 |
| 32 | MMID | 3360 |
| 33 | MMID | 3361 |
| 34 | MMID | 3365 |
| 35 | MMID | 3366 |

| Unit # | Car Mark | Car Number |
|---|---|---|
| 36 | MMID | 3370 |
| 37 | MMID | 3372 |
| 38 | MMID | 3373 |
| 39 | MMID | 3375 |
| 40 | MMID | 3376 |
| 41 | MMID | 3379 |
| 42 | MMID | 3383 |
| 43 | MMID | 3384 |
| 44 | MMID | 3387 |
| 45 | MMID | 3389 |
| 46 | MMID | 3390 |
| 47 | MMID | 3392 |
| 48 | MMID | 3393 |
| 49 | MMID | 3394 |
| 50 | MMID | 3397 |
| 51 | MMID | 3398 |
| 52 | MMID | 3401 |
| 53 | MMID | 3403 |
| 54 | MMID | 3404 |
| 55 | MMID | 3409 |
| 56 | MMID | 3410 |
| 57 | MMID | 3412 |
| 58 | MMID | 3413 |
| 59 | MMID | 3416 |
| 60 | MMID | 3417 |
| 61 | MMID | 3422 |
| 62 | MMID | 3425 |
| 63 | MMID | 3426 |
| 64 | MMID | 3427 |
| 65 | MMID | 3428 |
| 66 | MMID | 3429 |
| 67 | MMID | 3430 |
| 68 | MMID | 3433 |
| 69 | MMID | 3434 |
| 70 | MMID | 3435 |

| Unit # | Car Mark | Car Number |
|---|---|---|
| 71 | MMID | 3436 |
| 72 | MMID | 3437 |
| 73 | MMID | 3438 |
| 74 | MMID | 3439 |
| 75 | MMID | 3440 |
| 76 | MMID | 3442 |
| 77 | MMID | 3443 |
| 78 | MMID | 3445 |
| 79 | MMID | 3446 |
| 80 | MMID | 3453 |
| 81 | MMID | 3454 |
| 82 | MMID | 3457 |
| 83 | MMID | 3460 |
| 84 | MMID | 3461 |
| 85 | MMID | 3463 |
| 86 | MMID | 3464 |
| 87 | MMID | 3466 |
| 88 | MMID | 3467 |
| 89 | MMID | 3469 |
| 90 | MMID | 3470 |
| 91 | MMID | 3471 |
| 92 | MMID | 3472 |
| 93 | MMID | 3473 |
| 94 | MMID | 3475 |
| 95 | MMID | 3476 |
| 96 | MMID | 3477 |
| 97 | MMID | 3478 |
| 98 | MMID | 3480 |
| 99 | MMID | 3483 |
| 100 | MMID | 3484 |
| 101 | MMID | 3485 |
| 102 | MMID | 3487 |
| 103 | MMID | 3489 |
| 104 | MMID | 3491 |
| 105 | MMID | 3492 |
| 106 | MMID | 3493 |
| 107 | MMID | 3495 |

G. Railcars leased to Glass Mountain Pumice 2004, Inc.(Infinity Deal 1241):

Twenty (20) railcars (4750 cubic foot covered hoppers, 263 GWR, equipped with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | IFRX | 21007 |
| 2 | IFRX | 21011 |
| 3 | IFRX | 21014 |
| 4 | IFRX | 21032 |
| 5 | IFRX | 21036 |
| 6 | IFRX | 21063 |
| 7 | IFRX | 21119 |
| 8 | IFRX | 21167 |
| 9 | IFRX | 21221 |
| 10 | IFRX | 21303 |
| 11 | IFRX | 21312 |
| 12 | IFRX | 21333 |
| 13 | IFRX | 21336 |
| 14 | IFRX | 21392 |
| 15 | IFRX | 21410 |
| 16 | IFRX | 21420 |
| 17 | IFRX | 21429 |
| 18 | IFRX | 21431 |
| 19 | IFRX | 21455 |
| 20 | IFRX | 21491 |

H. Railcars leased to North American Salt Company (Infinity Deal 1243):

Fourteen (14) railcars (4750 cubic foot covered hoppers, 263 GWR, equipped with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | IFRX | 21100 |
| 2 | IFRX | 21203 |
| 3 | IFRX | 21220 |
| 4 | IFRX | 21228 |
| 5 | IFRX | 21273 |
| 6 | IFRX | 21305 |
| 7 | IFRX | 21402 |
| 8 | IFRX | 21405 |
| 9 | IFRX | 21408 |
| 10 | IFRX | 21442 |
| 11 | IFRX | 21473 |
| 12 | IFRX | 21483 |
| 13 | IFRX | 21486 |
| 14 | IFRX | 21499 |

I. Railcars leased to Glass Mountain Pumice 2004, Inc. (Infinity Deal 1244):

Thirteen (13) railcars (4750 cubic foot covered hoppers, 263 GWR, equipped with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | IFRX | 21073 |
| 2 | IFRX | 21075 |
| 3 | IFRX | 21108 |
| 4 | IFRX | 21219 |
| 5 | IFRX | 21280 |
| 6 | IFRX | 21301 |
| 7 | IFRX | 21307 |
| 8 | IFRX | 21324 |
| 9 | IFRX | 21394 |
| 10 | IFRX | 21444 |
| 11 | IFRX | 21451 |
| 12 | IFRX | 21462 |
| 13 | IFRX | 21466 |

J. Railcars leased to Graymont Western US, Inc. (Infinity Deal 1268):

Forty (40) railcars (4750 cubic foot covered hoppers, 263 GWR, equipped with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car # | Owner |
|---|---|---|---|
| 1 | IFRX | 21010 | Infinity Rail II, LLC |
| 2 | IFRX | 21013 | Infinity Rail II, LLC |
| 3 | IFRX | 21019 | Infinity Rail II, LLC |
| 4 | IFRX | 21021 | Infinity Rail II, LLC |
| 5 | IFRX | 21041 | Infinity Rail II, LLC |
| 6 | IFRX | 21052 | Infinity Rail II, LLC |
| 7 | IFRX | 21065 | Infinity Rail II, LLC |
| 8 | IFRX | 21080 | Infinity Rail II, LLC |
| 9 | IFRX | 21106 | Infinity Rail II, LLC |
| 10 | IFRX | 21115 | Infinity Rail II, LLC |
| 11 | IFRX | 21142 | Infinity Rail II, LLC |
| 12 | IFRX | 21143 | Infinity Rail II, LLC |
| 13 | IFRX | 21148 | Infinity Rail II, LLC |
| 14 | IFRX | 21173 | Infinity Rail II, LLC |
| 15 | IFRX | 21187 | Infinity Rail II, LLC |
| 16 | IFRX | 21188 | Infinity Rail II, LLC |
| 17 | IFRX | 21222 | Infinity Rail II, LLC |
| 18 | IFRX | 21226 | Infinity Rail II, LLC |
| 19 | IFRX | 21236 | Infinity Rail II, LLC |
| 20 | IFRX | 21248 | Infinity Rail II, LLC |
| 21 | IFRX | 21265 | Infinity Rail II, LLC |
| 22 | IFRX | 21302 | Infinity Rail II, LLC |
| 23 | IFRX | 21339 | Infinity Rail II, LLC |
| 24 | IFRX | 21340 | Infinity Rail II, LLC |
| 25 | IFRX | 21372 | Infinity Rail II, LLC |
| 26 | IFRX | 21378 | Infinity Rail II, LLC |
| 27 | IFRX | 21381 | Infinity Rail II, LLC |
| 28 | IFRX | 21388 | Infinity Rail II, LLC |
| 29 | IFRX | 21395 | Infinity Rail II, LLC |
| 30 | IFRX | 21398 | Infinity Rail II, LLC |
| 31 | IFRX | 21401 | Infinity Rail II, LLC |
| 32 | IFRX | 21411 | Infinity Rail II, LLC |
| 33 | IFRX | 21422 | Infinity Rail II, LLC |
| 34 | IFRX | 21433 | Infinity Rail II, LLC |
| 35 | IFRX | 21437 | Infinity Rail II, LLC |
| 36 | IFRX | 21459 | Infinity Rail II, LLC |
| 37 | IFRX | 21470 | Infinity Rail II, LLC |
| 38 | IFRX | 21498 | Infinity Rail II, LLC |
| 39 | IFRX | 55548 | Infinity Rail, LLC |
| 40 | IFRX | 478531 | Infinity Rail, LLC |

K. Railcars leased to Berry Energy Services, Inc. (Infinity Deal *1317):

Thirty (30) railcars (100-ton, 263 GRL, 4750 cubic foot covered hoppers with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number | Owner |
|---|---|---|---|
| 1 | IFRX | 21513 | Infinity Rail, LLC |
| 2 | IFRX | 21576 | Infinity Rail, LLC |
| 3 | IFRX | 21512 | Infinity Rail, LLC |

| Unit # | Car Mark | Car Number | Owner |
|---|---|---|---|
| 4 | IFRX | 21484 | Infinity Rail II, LLC |
| 5 | IFRX | 21140 | Infinity Rail II, LLC |
| 6 | IFRX | 21482 | Infinity Rail II, LLC |
| 7 | IFRX | 21477 | Infinity Rail II, LLC |
| 8 | IFRX | 21450 | Infinity Rail II, LLC |
| 9 | IFRX | 21059 | Infinity Rail II, LLC |
| 10 | IFRX | 21037 | Infinity Rail II, LLC |
| 11 | IFRX | 21438 | Infinity Rail II, LLC |
| 12 | IFRX | 21448 | Infinity Rail II, LLC |
| 13 | IFRX | 21224 | Infinity Rail II, LLC |
| 14 | IFRX | 21096 | Infinity Rail II, LLC |
| 15 | IFRX | 21038 | Infinity Rail II, LLC |
| 16 | IFRX | 21027 | Infinity Rail II, LLC |
| 17 | IFRX | 21024 | Infinity Rail II, LLC |
| 18 | IFRX | 21002 | Infinity Rail II, LLC |
| 19 | IFRX | 21230 | Infinity Rail II, LLC |
| 20 | IFRX | 21085 | Infinity Rail II, LLC |
| 21 | IFRX | 21186 | Infinity Rail II, LLC |
| 22 | IFRX | 21418 | Infinity Rail II, LLC |
| 23 | IFRX | 21409 | Infinity Rail II, LLC |
| 24 | IFRX | 21227 | Infinity Rail II, LLC |
| 25 | IFRX | 21223 | Infinity Rail II, LLC |
| 26 | IFRX | 21330 | Infinity Rail II, LLC |
| 27 | IFRX | 21379 | Infinity Rail II, LLC |
| 28 | IFRX | 354298 | Infinity Rail II, LLC |
| 29 | IFRX | 21074 | Infinity Rail II, LLC |
| 30 | IFRX | 21020 | Infinity Rail II, LLC |

L. Railcars leased to Ferrocarril Mexicano, S.A. de C.V. (Infinity Deal 1319):

Fifty one (51) railcars (3,800 cubic foot, 263,000 GWR, open top hoppers, 100-ton nominal capacity, rapid discharge), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | GNRR | 84025 |
| 2 | IFRX | 84004 |
| 3 | IFRX | 84006 |
| 4 | IFRX | 84007 |
| 5 | IFRX | 84008 |
| 6 | IFRX | 84009 |
| 7 | IFRX | 84010 |
| 8 | IFRX | 84011 |
| 9 | IFRX | 84012 |
| 10 | IFRX | 84013 |
| 11 | IFRX | 84014 |
| 12 | IFRX | 84015 |
| 13 | IFRX | 84016 |
| 14 | IFRX | 84017 |
| 15 | IFRX | 84018 |
| 16 | IFRX | 84019 |
| 17 | IFRX | 84020 |
| 18 | IFRX | 84021 |
| 19 | IFRX | 84022 |
| 20 | IFRX | 84023 |
| 21 | IFRX | 84024 |
| 22 | GNRR | 84026 |
| 23 | GNRR | 84027 |
| 24 | GNRR | 84028 |
| 25 | IFRX | 84029 |
| 26 | GNRR | 84030 |

| Unit # | Car Mark | Car Number |
|---|---|---|
| 27 | GNRR | 84031 |
| 28 | GNRR | 84032 |
| 29 | IFRX | 84033 |
| 30 | GNRR | 84034 |
| 31 | GNRR | 84035 |
| 32 | GNRR | 84036 |
| 33 | IFRX | 84037 |
| 34 | GNRR | 84038 |
| 35 | IFRX | 84039 |
| 36 | IFRX | 84040 |
| 37 | IFRX | 84041 |
| 38 | IFRX | 84042 |
| 39 | IFRX | 84043 |
| 40 | IFRX | 84044 |
| 41 | IFRX | 84045 |
| 42 | IFRX | 84046 |
| 43 | IFRX | 84047 |
| 44 | IFRX | 84048 |
| 45 | IFRX | 84049 |
| 46 | IFRX | 84050 |
| 47 | IFRX | 84051 |
| 48 | IFRX | 84052 |
| 49 | IFRX | 84053 |
| 50 | IFRX | 84054 |
| 51 | IFRX | 84055 |

## 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: 11/6/12

Edward M. Luria

Edward M. Luria