RECORDATION NO 30454-A
FILED
November 6, 2012 04:20 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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 Memorandum of Lease Agreement previously filed with the Board under Recordation Number 30454.

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

Former Lessor
Assignor: Infinity Rail, 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:

12 covered hopper railcars: IFRX 16035, 16036, 70906, 70923, 70924, 70928, 70936, 70954, 70968, 70970, 357192 and 357231.

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

By: _____
Jeffrey E. Edelman, President

Flagship Rail Services, LLC

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

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, 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

State of Illinois, County of Cook

On _____, 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:

[NOTARIAL SEAL]

Witness the parties' signatures.

Infinity Rail, 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, 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 Mosaic Crop Nutrition LLC (Infinity Deal 927):

(i) Master Lease Agreement dated December 1, 2010 between Infinity Rail, LLC as lessor and Mosaic Crop Nutrition, LLC as lessee.

(ii) Schedule No. 1 dated December 1, 2010 between Infinity Rail, LLC and Mosaic Crop Nutrition, LLC.

B. Lease documents for railcars leased to Armstrong World Industries, Inc. (Infinity Deal 1193):

(i) Lease Agreement dated June 9, 2010 between Infinity Rail, LLC as lessor and Armstrong World Industries, Inc., as lessee.

C. Lease documents for railcars leased to Berry Energy Services, Inc. (Infinity Deal 1338):

(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. 2 dated September __, 2011 between Infinity Rail, LLC, as lessor and Berry Energy Services, Inc. as lessee.

Schedule 2

Cars

A. Railcars leased to Mosaic Crop Nutrition, LLC (Infinity Deal 927):

One hundred twelve (112) railcars (4750 cubic foot, 100-ton, 263 GRL covered hoppers with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

Count	Mark	Num		Count	Mark	Num		Count	Mark	Num
1	IFRX	11019		39	IFRX	63607		77	IFRX	485074
2	IFRX	12168		40	NAHX	63730		78	IFRX	485346
3	IFRX	15678		41	IFRX	64038		79	IFRX	485405
4	IFRX	15688		42	IFRX	64085		80	IFRX	486445
5	IFRX	15717		43	IFRX	64105		81	IFRX	487355
6	IFRX	15729		44	IFRX	64124		82	IFRX	487418
7	IFRX	15735		45	IFRX	475397		83	IFRX	487431
8	IFRX	15738		46	IFRX	477432		84	IFRX	487848
9	IFRX	15739		47	IFRX	477525		85	IFRX	487870
10	IFRX	15759		48	IFRX	477615		86	IFRX	487932
11	IFRX	15775		49	IFRX	477705		87	IFRX	487948
12	NAHX	15778		50	IFRX	477706		88	IFRX	488464
13	NAHX	15792		51	IFRX	477719		89	IFRX	488507
14	IFRX	15794		52	IFRX	477728		90	IFRX	488523
15	IFRX	15808		53	IFRX	477733		91	IFRX	488621
16	IFRX	15814		54	IFRX	477734		92	NAHX	488653
17	IFRX	50360		55	IFRX	477742		93	IFRX	488709
18	IFRX	53097		56	IFRX	477749		94	IFRX	490235
19	IFRX	53126		57	IFRX	477756		95	IFRX	490260
20	IFRX	53175		58	IFRX	477966		96	IFRX	490289
21	IFRX	53179		59	IFRX	478415		97	IFRX	800497
22	IFRX	53222		60	IFRX	478499		98	IFRX	800608
23	IFRX	53274		61	IFRX	479631		99	IFRX	52889
24	IFRX	53285		62	IFRX	479762		100	IFRX	53003
25	IFRX	53298		63	IFRX	480056		101	IFRX	53055
26	NAHX	53347		64	IFRX	480362		102	IFRX	53089
27	IFRX	53349		65	IFRX	481081		103	IFRX	53326
28	IFRX	53358		66	IFRX	481083		104	IFRX	64289
29	IFRX	53932		67	IFRX	481091		105	IFRX	65059
30	IFRX	54347		68	IFRX	482071		106	IFRX	172493
31	IFRX	54498		69	IFRX	482173		107	IFRX	480383
32	IFRX	55306		70	IFRX	482522		108	IFRX	480968
33	IFRX	56161		71	IFRX	482606		109	IFRX	481061
34	IFRX	56164		72	IFRX	483199		110	IFRX	481073
35	IFRX	56179		73	IFRX	483540		111	IFRX	800172
36	IFRX	57336		74	IFRX	484478		112	IFRX	485396

37	IFRX	57472		75	IFRX	484967				
38	IFRX	63470		76	IFRX	485068				

B. Railcars leased to Armstrong World Industries, Inc. (Infinity Deal 1193):

Sixteen (16) 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
1	IFRX	21509
2	IFRX	21517
3	IFRX	21531
4	IFRX	21538
5	IFRX	21551
6	IFRX	21555
7	IFRX	21560
8	IFRX	21568
9	IFRX	21575
10	IFRX	21578
11	IFRX	21584
12	IFRX	21585
13	IFRX	21588
14	IFRX	21592
15	IFRX	21603
16	IFRX	21612

C. Railcars leased to Berry Energy Services, Inc. (Infinity Deal 1338):

Twelve (12) railcars (100-ton, 263,000 gross rail loading, 4750 cubic foot covered hoppers with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

Count	Car Mark	Car Number
1	IFRX	16035
2	IFRX	16036
3	IFRX	70906
4	IFRX	70923
5	IFRX	70924
6	IFRX	70928
7	IFRX	70936
8	IFRX	70954
9	IFRX	70968
10	IFRX	70970
11	IFRX	357192
12	IFRX	357231

Reporting Marks – Off-Lease Railcars

Count	Mark	Num		Count	Mark	Num
1	AEPX	88014		39	AEPX	88122
2	AEPX	88015		40	AEPX	88124
3	AEPX	88016		41	AEPX	88125
4	AEPX	88017		42	AEPX	88126
5	AEPX	88018		43	AEPX	88127
6	AEPX	88001		44	AEPX	88128
7	AEPX	88002		45	AEPX	88129
8	AEPX	88003		46	AEPX	88130
9	AEPX	88005		47	AEPX	88131
10	AEPX	88006		48	AEPX	88132
11	AEPX	88007		49	AEPX	88133
12	AEPX	88008		50	AEPX	88134
13	AEPX	88009		51	AEPX	88135
14	AEPX	88010		52	AEPX	88136
15	AEPX	88011		53	AEPX	88137
16	AEPX	88012		54	AEPX	88138
17	AEPX	88013		55	AEPX	88139
18	AEPX	88101		56	AEPX	88140
19	AEPX	88102				
20	AEPX	88103				
21	AEPX	88104				
22	AEPX	88105				
23	AEPX	88106				
24	AEPX	88107				
25	AEPX	88108				
26	AEPX	88109				
27	AEPX	88110				
28	AEPX	88111				
29	AEPX	88112				
30	AEPX	88113				
31	AEPX	88114				
32	AEPX	88115				
33	AEPX	88116				
34	AEPX	88117				
35	AEPX	88118				
36	AEPX	88119				
37	AEPX	88120				
38	AEPX	88121				

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