RECORDATION NO 26896-G
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 Assignment and Assumption Agreement and Notice of Marks Change previously filed with the Board under Recordation Numbers 26896 and 26896-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:

30 covered hopper railcars: IFRX 8100, IFRX 400008 and within the series IFRX 41600 - IFRX 41632 as more particularly set forth in the attachment to the document (previously marked NAHX).

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

Unit #	Car Mark	Car #	Owner
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