

RECORDATION NO 26272-F

FILED

November 02, 2012 08:00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 2, 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 1, 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 Numbers 26272 and 26272-A.

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

Lessor: Infinity Rail, LLC (as assignee of General
Electric Railcar Services Corporation)
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Section Chief
November 2, 2012
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A description of the railroad equipment covered by the enclosed document is:

19 railcars TERMINATED within the series IFRX 21509 – IFRX 21612 (previously marked within the series RVPR 1509 – RVPR 1612).

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

**NOTICE OF
LEASE TERMINATION**

This Notice of Lease Termination is effective as of November 1, 2012 by Infinity Rail, LLC, a Georgia limited liability company (the "Lessor").

W I T N E S S E T H:

Lessor (as assignee of General Electric Railcar Services Corporation) and Union Pacific Railroad Company (the "Lessee") were parties to that certain Car Leasing Agreement No. 8812-83, dated October 14, 1986, whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars pursuant to Rider No. 76 to Car Lease Agreement 8812-83-00, dated November 23, 2005 (as may be amended, modified and assigned, the "Lease").

A Memorandum of Lease was filed with the Surface Transportation Board on March 30, 2006 at 4:09 p.m. under Recordation Number 26272, as assigned by that certain Assignment and Assumption Agreement and filed with the Surface Transportation Board on March 30, 2006 at 4:12 p.m. under Recordation Number 26272-A.

Notice is hereby given that the Lease is terminated with respect to the railroad cars listed on Exhibit A hereto.

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

[Signature Page Follows]

[Notice of Lease Termination]

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, 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 1st 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, LLC, that said instrument was signed on November 1, 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.

Stephanie M. Cassaman
Name:
Notary Public
My Commission Expires

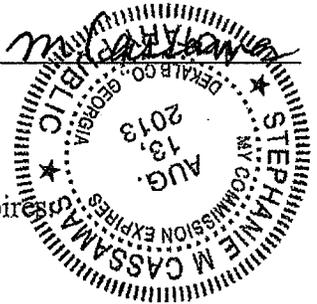


EXHIBIT A
EQUIPMENT

Sixteen (16) covered hoppers having the following reporting marks and road numbers:

Count	Car Mark	Car Num	Prev Mark	Prev Unit Num
1	IFRX	21509	RVPR	1509
2	IFRX	21517	RVPR	1517
3	IFRX	21531	RVPR	1531
4	IFRX	21538	RVPR	1538
5	IFRX	21551	RVPR	1551
6	IFRX	21555	RVPR	1555
7	IFRX	21560	RVPR	1560
8	IFRX	21568	RVPR	1568
9	IFRX	21575	RVPR	1575
10	IFRX	21578	RVPR	1578
11	IFRX	21584	RVPR	1584
12	IFRX	21585	RVPR	1585
13	IFRX	21588	RVPR	1588
14	IFRX	21592	RVPR	1592
15	IFRX	21603	RVPR	1603
16	IFRX	21612	RVPR	1612

and

three (3) railcars (100-ton, 263 GRL, 4750 cubic foot covered hoppers with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

Count	Car Mark	Car Num	Prev Mark	Prev Unit Num
1	IFRX	21512	ATW	21512
2	IFRX	21513	ATW	21513
3	IFRX	21576	ATW	21576

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: 11/2/12

Edward M Luria
Edward M. Luria