

RECORDATION NO 25709-E FILED
June 19, 2013 11:00 AM
SURFACE TRANSPORTATION BOARD

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June 19, 2013

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 Assignment of Use Termination, dated as of June 18, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 25709.

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

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

Section Chief
June 19, 2013
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A description of the railroad equipment covered by the enclosed document is:

71 railcars TERMINATED within the series ATW 210000 – ATW 210099 as more particularly set forth in the attachment attached to the document.

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

Notice of Assignment of Use 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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**NOTICE OF
ASSIGNMENT OF USE TERMINATION**

This Notice of Assignment of Use Termination is effective as of June 18, 2013 by Infinity Rail, LLC, a Georgia limited liability company (the "Assignor").

WITNESSETH:

Assignor and International Paper Company and The Kansas City Southern Railway Company (collectively the "Assignees") are parties to that certain Infinity/IP/KCS Assignment Agreement, dated as of March 16, 2005, whereby Assignor has assigned (for use) to the Assignees, certain railroad cars (as may be amended, modified and assigned, the "Assignment").

A Memorandum of Assignment for Use was filed with the Surface Transportation Board on July 14, 2005 at 1:17 p.m. under Recordation Number 25709.

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

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

[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, LLC

By: Infinity Asset Management, LLC,
as Manager

By: *Jeff E*
Name: Jeffrey E. Edelman
Title: President

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 27th day of June, 2013, before a Notary Public in and for said County and State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Asset Management, LLC, the Manager of Infinity Rail, LLC, that said instrument was signed on June 18, 2013 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. Cassamas
Stephanie M. Cassamas
Notary Public
AUG 13, 2013
My Commission Expires: 08/13/2013
Residing in Decatur Co., GA

EXHIBIT A

[SEE ATTACHED]

Description of Railcars

Description of Cars:

50' 70-ton capacity EOC under frame boxcars

Quantity:

seventy one (71)

Reporting marks:

ATW

Identifying numbers:

210000	210016	210030	210046	210059	210071	210082	210099
210002	210018	210031	210047	210061	210072	210083	
210003	210020	210033	210048	210062	210074	210084	
210004	210021	210034	210049	210063	210075	210086	
210008	210022	210036	210050	210064	210076	210087	
210009	210023	210037	210051	210065	210077	210088	
210010	210024	210038	210055	210066	210078	210089	
210011	210026	210040	210056	210067	210079	210090	
210013	210027	210041	210057	210069	210080	210094	
210015	210028	210043	210058	210070	210081	210096	

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: 6/19/13

Edward M Luria
Edward M. Luria