

RECORDATION NO 26272-J FILED
June 19, 2013 11:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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 Lease 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 26272.

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

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

Section Chief
June 19, 2013
Page 2

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

118 railcars TERMINATED within the series RVPR 1500 – RVPR 1641 as more particularly set forth in the attachment to the document.

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,

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

Edward M. Luria

EML/sem
Enclosures

**NOTICE OF
LEASE TERMINATION**

This Notice of Lease Termination is effective as of June 18, 2013 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 Car Leasing Agreement No. 8812-83, dated as of 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 Leasing Agreement No. 8812-83-00, dated November 23, 2005 (as may be amended, modified, extended 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 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.

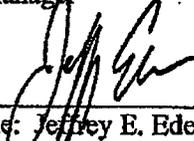
[Signature Page Follows]

[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 II, LLC

By: Infinity Asset Management, LLC,
as Manager

By: 
Name: Jeffrey E. Edelman
Title: President

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 13th 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 II, LLC, that said instrument was signed on June 13, 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
Name: Stephanie M. Cassamas
Notary Public
My Commission Expires: 08/13/2013
Residing in DeKalb Co., GA

EXHIBIT A

[SEE ATTACHED]

Description of Railcars

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR</u>	
		<u>Reporting</u>	<u>Mark</u>
1	Union Pacific Railroad Company	RVPR	1500
2	Union Pacific Railroad Company	RVPR	1501
3	Union Pacific Railroad Company	RVPR	1504
4	Union Pacific Railroad Company	RVPR	1508
5	Union Pacific Railroad Company	RVPR	1509
6	Union Pacific Railroad Company	RVPR	1510
7	Union Pacific Railroad Company	RVPR	1511
8	Union Pacific Railroad Company	RVPR	1512
9	Union Pacific Railroad Company	RVPR	1513
10	Union Pacific Railroad Company	RVPR	1514
11	Union Pacific Railroad Company	RVPR	1515
12	Union Pacific Railroad Company	RVPR	1516
13	Union Pacific Railroad Company	RVPR	1517
14	Union Pacific Railroad Company	RVPR	1518
15	Union Pacific Railroad Company	RVPR	1519
16	Union Pacific Railroad Company	RVPR	1520
17	Union Pacific Railroad Company	RVPR	1521
18	Union Pacific Railroad Company	RVPR	1522
19	Union Pacific Railroad Company	RVPR	1523
20	Union Pacific Railroad Company	RVPR	1524
21	Union Pacific Railroad Company	RVPR	1525
22	Union Pacific Railroad Company	RVPR	1526
23	Union Pacific Railroad Company	RVPR	1527
24	Union Pacific Railroad Company	RVPR	1528
25	Union Pacific Railroad Company	RVPR	1530
26	Union Pacific Railroad Company	RVPR	1531
27	Union Pacific Railroad Company	RVPR	1537
28	Union Pacific Railroad Company	RVPR	1538
29	Union Pacific Railroad Company	RVPR	1540
30	Union Pacific Railroad Company	RVPR	1541
31	Union Pacific Railroad Company	RVPR	1542
32	Union Pacific Railroad Company	RVPR	1544
33	Union Pacific Railroad Company	RVPR	1545
34	Union Pacific Railroad Company	RVPR	1546
35	Union Pacific Railroad Company	RVPR	1547
36	Union Pacific Railroad Company	RVPR	1548
37	Union Pacific Railroad Company	RVPR	1549
38	Union Pacific Railroad Company	RVPR	1550
39	Union Pacific Railroad Company	RVPR	1551
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41	Union Pacific Railroad Company	RVPR	1553
42	Union Pacific Railroad Company	RVPR	1554
43	Union Pacific Railroad Company	RVPR	1555
44	Union Pacific Railroad Company	RVPR	1556
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47	Union Pacific Railroad Company	RVPR	1559
48	Union Pacific Railroad Company	RVPR	1560
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60	Union Pacific Railroad Company	RVPR	1577
61	Union Pacific Railroad Company	RVPR	1578
62	Union Pacific Railroad Company	RVPR	1579
63	Union Pacific Railroad Company	RVPR	1580
64	Union Pacific Railroad Company	RVPR	1581
65	Union Pacific Railroad Company	RVPR	1583
66	Union Pacific Railroad Company	RVPR	1584
67	Union Pacific Railroad Company	RVPR	1585
68	Union Pacific Railroad Company	RVPR	1587
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73	Union Pacific Railroad Company	RVPR	1592
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78	Union Pacific Railroad Company	RVPR	1598
79	Union Pacific Railroad Company	RVPR	1599
80	Union Pacific Railroad Company	RVPR	1600
81	Union Pacific Railroad Company	RVPR	1601
82	Union Pacific Railroad Company	RVPR	1603
83	Union Pacific Railroad Company	RVPR	1604
84	Union Pacific Railroad Company	RVPR	1605
85	Union Pacific Railroad Company	RVPR	1606
86	Union Pacific Railroad Company	RVPR	1607
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88	Union Pacific Railroad Company	RVPR	1609
89	Union Pacific Railroad Company	RVPR	1610
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91	Union Pacific Railroad Company	RVPR	1612
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105	Union Pacific Railroad Company	RVPR	1627
106	Union Pacific Railroad Company	RVPR	1628
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108	Union Pacific Railroad Company	RVPR	1630
109	Union Pacific Railroad Company	RVPR	1631
110	Union Pacific Railroad Company	RVPR	1632
111	Union Pacific Railroad Company	RVPR	1633

112	Union Pacific Railroad Company	RVPR	1634
113	Union Pacific Railroad Company	RVPR	1636
114	Union Pacific Railroad Company	RVPR	1637
115	Union Pacific Railroad Company	RVPR	1638
116	Union Pacific Railroad Company	RVPR	1639
117	Union Pacific Railroad Company	RVPR	1640
118	Union Pacific Railroad Company	RVPR	1641

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