

RECORDATION NO 21907-P FILED  
December 31, 2012 11:50 AM  
SURFACE TRANSPORTATION BOARD

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December 31, 2012

Chief of the 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 Lease, dated as of December 31, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is relates to the documents previously filed with the Board under Recordation Number 21907.

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

Transferor: BNY Capital Resources Corporation  
8400 East Prentice Avenue, Suite 240  
Greenwood Village, Colorado 8011

Transferee: Infinity Transportation III LLC  
1355 Peachtree Street, Suite 750, South Tower  
Atlanta, Georgia 30309

Chief of the Section of Administration

December 31, 2012

Page 2

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

320 railcars cars within the series ENGX 15000 –ENGX 15324 as more particularly set forth in the attachment to the document.

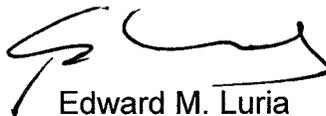
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lessee's Interest in Lease.

Also enclosed is a check in the amount of \$41.00 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/bhs  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (the "Memorandum") dated as of this 31st day of December, 2012, is made by BNY CAPITAL RESOURCES CORPORATION, a New York corporation, with an address at 8400 East Prentice Avenue, Suite 240, Greenwood Village, CO 80111 (the "Transferor"), and INFINITY TRANSPORTATION III LLC, a Delaware limited liability company, with an address at 1355 Peachtree Street, Suite 750, South Tower, Atlanta, GA, 30309, (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of December 31, 2012 relating to the sale by Transferor to Transferee of 320 tank cars as identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under (i) that certain Schedule A to that Master Equipment Lease Agreement No. 2819001 dated as of September 17, 1998 by and between Assignor and BASF Corporation as successor to Engelhard Corporation ("Lessee") (such schedule, incorporating such master lease, the "Original Lease") (ii) that certain Amended and Restated Extension and Amendment Agreement dated as of December 31, 2008 by and between Assignor and Lessee, including Schedule A specified above (the "Amendment") and (iii) the Assignment and Assumption Agreement dated June 14, 2012 between Lessor, Lessee and BASF Catalysts LLC (the "Assignment") and, together with the Amendment and the Original Lease, the "Lease"), Assignor is causing the Lease, and that certain Guaranty, dated January 19, 2009, of BASF Americas Corporation, to be assigned and transferred to Assignee and Assignee desires to accept such assignment;

WHEREAS, the Equipment is subject to the Leases.

WHEREAS, a Memorandum of Extension Agreement dated as of December 31, 2008 with respect to the Lease was recorded with the Surface Transportation Board (the "STB") on March 23, 2009 and assigned recordation number 21907-K;

WHEREAS a Memorandum of Assignment of Lessee's Interest in Lease dated as of January 14, 2012 with respect to the Lease was recorded with the STB on July 19, 2012 and assigned recordation number 21907-0; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and (to the extent arising or accruing on or after the date hereof) obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and (to the extent arising or accruing on or after the date

hereof) obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

*[Signature Page Follows]*

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BNY CAPITAL RESOURCES  
CORPORATION

By: Claire Wright  
Name: Claire Wright  
Title: VP

INFINITY TRANSPORTATION III, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MEMORANDUM OF LEASE  
Signature Page

STATE OF Colorado

COUNTY OF Hrapahoe, ss:

On this 27<sup>th</sup> day of December, 2012, before me personally appeared Clair Wright, to me personally known, who being by me duly sworn, says [s]he is the J.P. of BNY CAPITAL RESOURCES CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Robert A. Luning

My Commission Expires: 5-1-13

[NOTARIAL SEAL]



IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

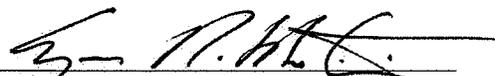
BNY CAPITAL RESOURCES  
CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

INFINITY TRANSPORTATION III LLC

By: 

Name: Eugene N. Martini

Title: Chief Executive Officer

I, Eugene N. Martini, certify that I am the Chief Executive Officer of INFINITY TRANSPORTATION III LLC, that this Memorandum of Assignment of Lease was signed on behalf of the Transferee with due authorization and that the execution of this instrument was the free act and deed of the Transferee. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Signature

A handwritten signature in black ink, appearing to read "Eugene N. Martini", is written over a horizontal line. The signature is stylized and cursive.

**SCHEDULE 1**  
**TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

**EQUIPMENT**

All Cars listed on Schedule I have the Reporting Mark "ENGX" and were built in 1998.

Sixty – Five (65) ACF Industries 100 ton Roller Bearing 15,800 GAL NC/I Tank Cars, including  
lining, painting, repair and inspection

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Ninety-nine (99) Trinity Industries 15,976 Gallon 99 ID, Non-Coiled, Insulated  
Railroad Tank Cars Model 15-160-5 including: freight, painting, lining, repair and  
inspection

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Fifty (50) Union Tank Car 110 ton 15,640 Gallon Tank Cars including lining, paint, inspection and freight

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Thirty (30) ACF 100 TRB, AAR 211A100W1, 15,800 gallon, non-coiled, insulated tank cars,  
including lining, paint, inspection and freight

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Forty-nine (49) ACF 100TRB, AAR 211A100W1, 15,800 gallon, non-coiled, insulated tank cars, including lining, paint, inspection and freight

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Twenty-seven (27) ACF 100TRB, AAR 211A100W1, 15,800, non-coiled, insulated tank cars,  
including lining, paint, inspection and freight

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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: 12/31/12

Edward M Luria  
Edward M. Luria