RECORDATION NO. 30806-A FILED
August 13, 2013 9:30 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)
ROBERT W. ALVORD (2011)

August 13, 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 Memorandum of Assignment of Leases, dated as of August 12, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 30806.

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

Assignor: Infinity Transportation, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Assignee: ARC RAIL 2013-1, LLC
48 Wall Street, 27th Floor
New York, NY 10005

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

100 gondola railcars within the series ITFX 1009 – ITFX 1042 and ITFX 92001 – ITFX 93208 as set forth in the attachment to the document.

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

RECORDATION NO. 30806-A FILED
August 13, 2013 9:30 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASES

THIS MEMORANDUM OF ASSIGNMENT OF LEASES dated as of August 12, 2013 (this "**Memorandum**") is between INFINITY TRANSPORTATION, LLC, a Delaware limited liability company ("**Assignor**") and ARC RAIL 2013-1, LLC, a Delaware limited liability company ("**Assignee**").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignee, Assignor and certain other entities are parties to that certain Purchase Agreement dated August 12, 2013, and Assignee and Assignor are parties to that certain Assignment and Assumption dated August 12, 2013. Pursuant to such documents, Assignor has agreed to sell to Assignee the Railcars as described on Schedule 1 attached hereto (the "**Railcars**") and to assign and transfer to Assignee all of Assignor's right, title and interest under each Lease as described on Schedule 2 attached hereto (the "**Leases**"), and Assignee has agreed to purchase the Railcars and agreed to the assignment of the Leases.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment of Leases to be executed by their duly authorized representatives as of the date first written above.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ASSIGNOR:

INFINITY TRANSPORTATION, LLC

By:_____
Name: Jeffrey E. Edelman
Title: President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ASSIGNEE:

ARC RAIL 2013-1, LLC

By: BSCS 2013-8, Inc., its Member

By:_____
Name:
Title:

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment of Leases to be executed by their duly authorized representatives as of the date first written above.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ASSIGNOR:

INFINITY TRANSPORTATION, LLC

By:_____
Name:
Title:

I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ASSIGNEE:

ARC RAIL 2013-1, LLC

By: BSCS 2013-8, Inc., its Member

By:_____
Name: Irina Khalimova
Title: Vice President

Schedule 1

Railcars

DEAL	CAR MARK	CAR NUMBER	LESSEE
1177	PNWU	500002	Rail Logistics, LC
1177	PNWU	500003	Rail Logistics, LC
1177	PNWU	500004	Rail Logistics, LC
1177	PNWU	500005	Rail Logistics, LC
1177	PNWU	500006	Rail Logistics, LC
1177	PNWU	500007	Rail Logistics, LC
1177	PNWU	500008	Rail Logistics, LC
1177	PNWU	500009	Rail Logistics, LC
1177	PNWU	500010	Rail Logistics, LC
1177	PNWU	500011	Rail Logistics, LC
1177	PNWU	500012	Rail Logistics, LC
1177	PNWU	500013	Rail Logistics, LC
1177	PNWU	500014	Rail Logistics, LC
1177	PNWU	500015	Rail Logistics, LC
1177	PNWU	500016	Rail Logistics, LC
1177	PNWU	500017	Rail Logistics, LC
1177	PNWU	500018	Rail Logistics, LC
1177	PNWU	500019	Rail Logistics, LC
1177	PNWU	500020	Rail Logistics, LC
1177	PNWU	500021	Rail Logistics, LC
1177	PNWU	500022	Rail Logistics, LC
1177	PNWU	500023	Rail Logistics, LC
1177	PNWU	500024	Rail Logistics, LC
1177	PNWU	500025	Rail Logistics, LC
1177	PNWU	500026	Rail Logistics, LC
1177	PNWU	500027	Rail Logistics, LC
1177	PNWU	500028	Rail Logistics, LC
1177	PNWU	500029	Rail Logistics, LC
1177	PNWU	500030	Rail Logistics, LC
1177	PNWU	500031	Rail Logistics, LC
1177	PNWU	500032	Rail Logistics, LC
1177	PNWU	500033	Rail Logistics, LC
1177	PNWU	500034	Rail Logistics, LC
1177	PNWU	500035	Rail Logistics, LC
1177	PNWU	500036	Rail Logistics, LC
1177	PNWU	500037	Rail Logistics, LC
1177	PNWU	500038	Rail Logistics, LC
1177	PNWU	500039	Rail Logistics, LC
1177	PNWU	500040	Rail Logistics, LC
1177	PNWU	500041	Rail Logistics, LC
1177	PNWU	500042	Rail Logistics, LC
1177	PNWU	500043	Rail Logistics, LC
1177	PNWU	500044	Rail Logistics, LC
1177	PNWU	500045	Rail Logistics, LC

DEAL	CAR MARK	CAR NUMBER	LESSEE
1177	PNWU	500046	Rail Logistics, LC
1177	PNWU	500047	Rail Logistics, LC
1177	PNWU	500048	Rail Logistics, LC
1177	PNWU	500049	Rail Logistics, LC
1177	PNWU	500050	Rail Logistics, LC
1177	PNWU	500051	Rail Logistics, LC
1177	PNWU	500052	Rail Logistics, LC
1177	PNWU	500053	Rail Logistics, LC
1177	PNWU	500054	Rail Logistics, LC
1177	PNWU	500055	Rail Logistics, LC
1177	PNWU	500056	Rail Logistics, LC
1177	PNWU	500057	Rail Logistics, LC
1177	PNWU	500058	Rail Logistics, LC
1177	PNWU	500059	Rail Logistics, LC
1177	PNWU	500060	Rail Logistics, LC
1177	PNWU	500061	Rail Logistics, LC
1177	PNWU	500062	Rail Logistics, LC
1177	PNWU	500063	Rail Logistics, LC
1177	PNWU	500064	Rail Logistics, LC
1177	PNWU	500065	Rail Logistics, LC
1177	PNWU	500066	Rail Logistics, LC
1177	PNWU	500067	Rail Logistics, LC
1177	PNWU	500068	Rail Logistics, LC
1177	PNWU	500069	Rail Logistics, LC
1177	PNWU	500070	Rail Logistics, LC
1177	PNWU	500071	Rail Logistics, LC
1209	CNW	880000	Union Pacific Railroad Company
1209	CNW	880001	Union Pacific Railroad Company
1209	CNW	880002	Union Pacific Railroad Company
1209	CNW	880003	Union Pacific Railroad Company
1209	CNW	880004	Union Pacific Railroad Company
1209	CNW	880005	Union Pacific Railroad Company
1209	CNW	880006	Union Pacific Railroad Company
1209	CNW	880008	Union Pacific Railroad Company
1209	CNW	880009	Union Pacific Railroad Company
1209	CNW	880010	Union Pacific Railroad Company
1209	CNW	880011	Union Pacific Railroad Company
1209	CNW	880013	Union Pacific Railroad Company
1209	CNW	880014	Union Pacific Railroad Company
1209	CNW	880015	Union Pacific Railroad Company
1209	CNW	880016	Union Pacific Railroad Company
1209	CNW	880017	Union Pacific Railroad Company
1209	CNW	880018	Union Pacific Railroad Company
1209	CNW	880019	Union Pacific Railroad Company
1209	CNW	880021	Union Pacific Railroad Company
1209	CNW	880022	Union Pacific Railroad Company
1209	CNW	880023	Union Pacific Railroad Company
1209	CNW	880024	Union Pacific Railroad Company

DEAL	CAR MARK	CAR NUMBER	LESSEE
1209	CNW	880025	Union Pacific Railroad Company
1209	CNW	880026	Union Pacific Railroad Company
1209	CNW	880027	Union Pacific Railroad Company
1209	CNW	880028	Union Pacific Railroad Company
1209	CNW	880030	Union Pacific Railroad Company
1209	CNW	880031	Union Pacific Railroad Company
1209	CNW	880032	Union Pacific Railroad Company
1209	CNW	880034	Union Pacific Railroad Company
1209	CNW	880035	Union Pacific Railroad Company
1209	CNW	880036	Union Pacific Railroad Company
1209	CNW	880038	Union Pacific Railroad Company
1209	CNW	880040	Union Pacific Railroad Company
1209	CNW	880041	Union Pacific Railroad Company
1209	CNW	880042	Union Pacific Railroad Company
1209	CNW	880043	Union Pacific Railroad Company
1209	CNW	880044	Union Pacific Railroad Company
1209	CNW	880045	Union Pacific Railroad Company
1209	CNW	880046	Union Pacific Railroad Company
1209	CNW	880047	Union Pacific Railroad Company
1209	CNW	880048	Union Pacific Railroad Company
1209	CNW	880049	Union Pacific Railroad Company
1209	CNW	880050	Union Pacific Railroad Company
1209	CNW	880051	Union Pacific Railroad Company
1209	CNW	880052	Union Pacific Railroad Company
1209	CNW	880053	Union Pacific Railroad Company
1209	CNW	880054	Union Pacific Railroad Company
1209	CNW	880055	Union Pacific Railroad Company
1209	CNW	880058	Union Pacific Railroad Company
1209	CNW	880059	Union Pacific Railroad Company
1209	CNW	880060	Union Pacific Railroad Company
1209	CNW	880061	Union Pacific Railroad Company
1209	CNW	880062	Union Pacific Railroad Company
1209	CNW	880063	Union Pacific Railroad Company
1209	CNW	880065	Union Pacific Railroad Company
1209	CNW	880066	Union Pacific Railroad Company
1209	CNW	880067	Union Pacific Railroad Company
1209	CNW	880068	Union Pacific Railroad Company
1209	CNW	880069	Union Pacific Railroad Company
1209	CNW	880070	Union Pacific Railroad Company
1209	CNW	880071	Union Pacific Railroad Company
1209	CNW	880072	Union Pacific Railroad Company
1209	CNW	880073	Union Pacific Railroad Company
1209	CNW	880075	Union Pacific Railroad Company
1209	CNW	880076	Union Pacific Railroad Company
1209	CNW	880078	Union Pacific Railroad Company
1209	CNW	880080	Union Pacific Railroad Company
1209	CNW	880081	Union Pacific Railroad Company
1209	CNW	880082	Union Pacific Railroad Company

DEAL	CAR MARK	CAR NUMBER	LESSEE
1209	CNW	880083	Union Pacific Railroad Company
1209	CNW	880084	Union Pacific Railroad Company
1209	CNW	880086	Union Pacific Railroad Company
1209	CNW	880087	Union Pacific Railroad Company
1209	CNW	880089	Union Pacific Railroad Company
1209	CNW	880090	Union Pacific Railroad Company
1209	CNW	880091	Union Pacific Railroad Company
1209	CNW	880092	Union Pacific Railroad Company
1209	CNW	880093	Union Pacific Railroad Company
1209	CNW	880094	Union Pacific Railroad Company
1209	CNW	880095	Union Pacific Railroad Company
1209	CNW	880097	Union Pacific Railroad Company
1209	CNW	880098	Union Pacific Railroad Company
1209	CNW	880099	Union Pacific Railroad Company
1209	CNW	880100	Union Pacific Railroad Company
1209	CNW	880101	Union Pacific Railroad Company
1209	CNW	880103	Union Pacific Railroad Company
1209	CNW	880104	Union Pacific Railroad Company
1209	CNW	880105	Union Pacific Railroad Company
1209	CNW	880106	Union Pacific Railroad Company
1209	CNW	880107	Union Pacific Railroad Company
1209	CNW	880108	Union Pacific Railroad Company
1209	CNW	880109	Union Pacific Railroad Company
1209	CNW	880110	Union Pacific Railroad Company
1209	CNW	880111	Union Pacific Railroad Company
1209	CNW	880113	Union Pacific Railroad Company
1209	CNW	880114	Union Pacific Railroad Company
1209	CNW	880115	Union Pacific Railroad Company
1209	CNW	880116	Union Pacific Railroad Company
1209	CNW	880117	Union Pacific Railroad Company
1209	CNW	880118	Union Pacific Railroad Company
1209	CNW	880119	Union Pacific Railroad Company
1209	CNW	880120	Union Pacific Railroad Company
1209	CNW	880121	Union Pacific Railroad Company
1209	CNW	880122	Union Pacific Railroad Company
1209	CNW	880123	Union Pacific Railroad Company
1209	CNW	880124	Union Pacific Railroad Company
1209	CNW	880125	Union Pacific Railroad Company
1209	CNW	880126	Union Pacific Railroad Company
1209	CNW	880127	Union Pacific Railroad Company
1209	CNW	880128	Union Pacific Railroad Company
1209	CNW	880129	Union Pacific Railroad Company
1209	CNW	880130	Union Pacific Railroad Company
1209	CNW	880131	Union Pacific Railroad Company
1209	CNW	880132	Union Pacific Railroad Company
1209	CNW	880133	Union Pacific Railroad Company
1209	CNW	880135	Union Pacific Railroad Company
1209	CNW	880136	Union Pacific Railroad Company

DEAL	CAR MARK	CAR NUMBER	LESSEE
1209	CNW	880137	Union Pacific Railroad Company
1209	CNW	880138	Union Pacific Railroad Company
1209	CNW	880139	Union Pacific Railroad Company
1209	CNW	880140	Union Pacific Railroad Company
1209	CNW	880141	Union Pacific Railroad Company
1209	CNW	880142	Union Pacific Railroad Company
1209	CNW	880143	Union Pacific Railroad Company
1209	CNW	880144	Union Pacific Railroad Company
1209	CNW	880146	Union Pacific Railroad Company
1209	CNW	880147	Union Pacific Railroad Company
1209	CNW	880148	Union Pacific Railroad Company
1209	CNW	880150	Union Pacific Railroad Company
1209	CNW	880151	Union Pacific Railroad Company
1209	CNW	880153	Union Pacific Railroad Company
1209	CNW	880154	Union Pacific Railroad Company
1209	CNW	880155	Union Pacific Railroad Company
1209	CNW	880156	Union Pacific Railroad Company
1209	CNW	880157	Union Pacific Railroad Company
1209	CNW	880158	Union Pacific Railroad Company
1209	CNW	880159	Union Pacific Railroad Company
1209	CNW	880161	Union Pacific Railroad Company
1209	CNW	880163	Union Pacific Railroad Company
1209	CNW	880164	Union Pacific Railroad Company
1209	CNW	880165	Union Pacific Railroad Company
1209	CNW	880166	Union Pacific Railroad Company
1209	CNW	880167	Union Pacific Railroad Company
1209	CNW	880168	Union Pacific Railroad Company
1209	CNW	880169	Union Pacific Railroad Company
1209	CNW	880170	Union Pacific Railroad Company
1209	CNW	880171	Union Pacific Railroad Company
1209	CNW	880172	Union Pacific Railroad Company
1209	CNW	880173	Union Pacific Railroad Company
1209	CNW	880174	Union Pacific Railroad Company
1209	CNW	880175	Union Pacific Railroad Company
1209	CNW	880176	Union Pacific Railroad Company
1209	CNW	880177	Union Pacific Railroad Company
1209	CNW	880178	Union Pacific Railroad Company
1209	CNW	880179	Union Pacific Railroad Company
1209	CNW	880180	Union Pacific Railroad Company
1209	CNW	880181	Union Pacific Railroad Company
1209	CNW	880182	Union Pacific Railroad Company
1209	CNW	880183	Union Pacific Railroad Company
1209	CNW	880184	Union Pacific Railroad Company
1209	CNW	880185	Union Pacific Railroad Company
1209	CNW	880186	Union Pacific Railroad Company
1209	CNW	880187	Union Pacific Railroad Company
1209	CNW	880188	Union Pacific Railroad Company
1209	CNW	880189	Union Pacific Railroad Company

DEAL	CAR MARK	CAR NUMBER	LESSEE
1209	CNW	880190	Union Pacific Railroad Company
1209	CNW	880191	Union Pacific Railroad Company
1209	CNW	880192	Union Pacific Railroad Company
1209	CNW	880193	Union Pacific Railroad Company
1209	CNW	880194	Union Pacific Railroad Company
1209	CNW	880195	Union Pacific Railroad Company
1209	CNW	880196	Union Pacific Railroad Company
1209	CNW	880197	Union Pacific Railroad Company
1209	CNW	880199	Union Pacific Railroad Company
1209	CNW	880200	Union Pacific Railroad Company
1209	CNW	880201	Union Pacific Railroad Company
1209	CNW	880202	Union Pacific Railroad Company
1209	CNW	880203	Union Pacific Railroad Company
1209	CNW	880204	Union Pacific Railroad Company
1209	CNW	880205	Union Pacific Railroad Company
1209	CNW	880206	Union Pacific Railroad Company
1209	CNW	880207	Union Pacific Railroad Company
1209	CNW	880209	Union Pacific Railroad Company
1209	CNW	880210	Union Pacific Railroad Company
1209	CNW	880211	Union Pacific Railroad Company
1209	CNW	880215	Union Pacific Railroad Company
1209	CNW	880216	Union Pacific Railroad Company
1209	CNW	880217	Union Pacific Railroad Company
1209	CNW	880218	Union Pacific Railroad Company
1209	CNW	880219	Union Pacific Railroad Company
1209	CNW	880220	Union Pacific Railroad Company
1209	CNW	880221	Union Pacific Railroad Company
1209	CNW	880222	Union Pacific Railroad Company
1209	CNW	880224	Union Pacific Railroad Company
1209	CNW	880225	Union Pacific Railroad Company
1209	CNW	880226	Union Pacific Railroad Company
1209	CNW	880227	Union Pacific Railroad Company
1209	CNW	880228	Union Pacific Railroad Company
1209	CNW	880229	Union Pacific Railroad Company
1209	CNW	880230	Union Pacific Railroad Company
1209	CNW	880231	Union Pacific Railroad Company
1209	CNW	880232	Union Pacific Railroad Company
1209	CNW	880233	Union Pacific Railroad Company
1209	CNW	880234	Union Pacific Railroad Company
1209	CNW	880235	Union Pacific Railroad Company
1209	CNW	880236	Union Pacific Railroad Company
1209	CNW	880237	Union Pacific Railroad Company
1209	CNW	880238	Union Pacific Railroad Company
1209	CNW	880239	Union Pacific Railroad Company
1209	CNW	880240	Union Pacific Railroad Company
1209	CNW	880241	Union Pacific Railroad Company
1209	CNW	880243	Union Pacific Railroad Company
1209	CNW	880244	Union Pacific Railroad Company

DEAL	CAR MARK	CAR NUMBER	LESSEE
1209	CNW	880245	Union Pacific Railroad Company
1209	CNW	880246	Union Pacific Railroad Company
1209	CNW	880247	Union Pacific Railroad Company
1209	CNW	880248	Union Pacific Railroad Company
1209	CNW	880249	Union Pacific Railroad Company
1321	IFRX	1307	Chemtall Incorporated
1321	IFRX	1308	Chemtall Incorporated
1321	IFRX	1311	Chemtall Incorporated
1321	IFRX	1312	Chemtall Incorporated
1321	IFRX	1313	Chemtall Incorporated
1321	IFRX	1314	Chemtall Incorporated
1321	IFRX	1315	Chemtall Incorporated
1321	IFRX	1316	Chemtall Incorporated
1321	IFRX	1317	Chemtall Incorporated
1321	IFRX	1318	Chemtall Incorporated
1321	IFRX	1319	Chemtall Incorporated
1321	IFRX	1320	Chemtall Incorporated
1321	IFRX	1321	Chemtall Incorporated
1321	IFRX	1322	Chemtall Incorporated
1321	IFRX	1323	Chemtall Incorporated
1321	IFRX	1324	Chemtall Incorporated
1321	IFRX	1325	Chemtall Incorporated
1321	IFRX	1326	Chemtall Incorporated
1321	IFRX	1327	Chemtall Incorporated
1321	IFRX	1328	Chemtall Incorporated
1321	IFRX	1329	Chemtall Incorporated
1321	IFRX	1331	Chemtall Incorporated
1321	IFRX	639239	Chemtall Incorporated
1321	IFRX	639322	Chemtall Incorporated
1321	IFRX	639341	Chemtall Incorporated
1321	IFRX	639355	Chemtall Incorporated
1321	IFRX	639361	Chemtall Incorporated
1321	IFRX	639375	Chemtall Incorporated
1321	IFRX	639439	Chemtall Incorporated
1327	TODX	400	Franklin Industries Inc.
1327	TODX	401	Franklin Industries Inc.
1327	TODX	402	Franklin Industries Inc.
1327	TODX	403	Franklin Industries Inc.
1327	TODX	407	Franklin Industries Inc.
1327	TODX	408	Franklin Industries Inc.
1327	TODX	410	Franklin Industries Inc.
1327	TODX	411	Franklin Industries Inc.
1327	TODX	414	Franklin Industries Inc.
1327	TODX	415	Franklin Industries Inc.
1327	TODX	416	Franklin Industries Inc.
1327	TODX	417	Franklin Industries Inc.
1327	TODX	418	Franklin Industries Inc.
1327	TODX	419	Franklin Industries Inc.

DEAL	CAR MARK	CAR NUMBER	LESSEE
1327	TODX	421	Franklin Industries Inc.
1327	TODX	422	Franklin Industries Inc.
1327	TODX	424	Franklin Industries Inc.
1327	TODX	425	Franklin Industries Inc.
1327	TODX	427	Franklin Industries Inc.
1327	TODX	428	Franklin Industries Inc.
1327	TODX	429	Franklin Industries Inc.
1327	TODX	430	Franklin Industries Inc.
1327	TODX	431	Franklin Industries Inc.
1327	TODX	432	Franklin Industries Inc.
1327	TODX	433	Franklin Industries Inc.
1327	TODX	434	Franklin Industries Inc.
1327	TODX	435	Franklin Industries Inc.
1327	TODX	436	Franklin Industries Inc.
1327	TODX	437	Franklin Industries Inc.
1327	TODX	438	Franklin Industries Inc.
1327	TODX	439	Franklin Industries Inc.
1327	TODX	440	Franklin Industries Inc.
1327	TODX	441	Franklin Industries Inc.
1327	TODX	442	Franklin Industries Inc.
1327	TODX	443	Franklin Industries Inc.
1327	TODX	444	Franklin Industries Inc.
1327	TODX	447	Franklin Industries Inc.
1327	TODX	449	Franklin Industries Inc.
1327	TODX	450	Franklin Industries Inc.
1327	TODX	451	Franklin Industries Inc.
1327	TODX	452	Franklin Industries Inc.
1327	TODX	453	Franklin Industries Inc.
1327	TODX	455	Franklin Industries Inc.
1327	TODX	456	Franklin Industries Inc.
1327	TODX	457	Franklin Industries Inc.
1327	TODX	458	Franklin Industries Inc.
1327	TODX	461	Franklin Industries Inc.
1327	TODX	462	Franklin Industries Inc.
1327	TODX	463	Franklin Industries Inc.
1327	TODX	464	Franklin Industries Inc.
1327	TODX	466	Franklin Industries Inc.
1327	TODX	467	Franklin Industries Inc.
1327	TODX	469	Franklin Industries Inc.
1327	TODX	470	Franklin Industries Inc.
1327	TODX	471	Franklin Industries Inc.
1327	TODX	472	Franklin Industries Inc.
1327	TODX	473	Franklin Industries Inc.
1327	TODX	474	Franklin Industries Inc.
1327	TODX	475	Franklin Industries Inc.
1327	TODX	476	Franklin Industries Inc.
1327	TODX	478	Franklin Industries Inc.
1327	TODX	479	Franklin Industries Inc.

DEAL	CAR MARK	CAR NUMBER	LESSEE
1327	TODX	480	Franklin Industries Inc.
1327	TODX	481	Franklin Industries Inc.
1327	TODX	482	Franklin Industries Inc.
1327	TODX	483	Franklin Industries Inc.
1327	TODX	485	Franklin Industries Inc.
1327	TODX	486	Franklin Industries Inc.
1327	TODX	487	Franklin Industries Inc.
1327	TODX	489	Franklin Industries Inc.
1327	TODX	490	Franklin Industries Inc.
1327	TODX	491	Franklin Industries Inc.
1327	TODX	492	Franklin Industries Inc.
1327	TODX	493	Franklin Industries Inc.
1327	TODX	497	Franklin Industries Inc.
1327	TODX	498	Franklin Industries Inc.
1359	ITFX	830175	BP West Coast Products LLC
1359	ITFX	830176	BP West Coast Products LLC
1359	ITFX	830180	BP West Coast Products LLC
1359	ITFX	830182	BP West Coast Products LLC
1359	ITFX	830183	BP West Coast Products LLC
1359	ITFX	830184	BP West Coast Products LLC
1359	ITFX	830186	BP West Coast Products LLC
1359	ITFX	830190	BP West Coast Products LLC
1359	ITFX	830191	BP West Coast Products LLC
1359	ITFX	830194	BP West Coast Products LLC
1359	ITFX	830195	BP West Coast Products LLC
1359	ITFX	830197	BP West Coast Products LLC
1359	ITFX	830198	BP West Coast Products LLC
1359	ITFX	830201	BP West Coast Products LLC
1359	ITFX	830202	BP West Coast Products LLC
1359	ITFX	830207	BP West Coast Products LLC
1359	ITFX	830209	BP West Coast Products LLC
1359	ITFX	830210	BP West Coast Products LLC
1359	ITFX	830211	BP West Coast Products LLC
1359	ITFX	830212	BP West Coast Products LLC
1359	ITFX	830214	BP West Coast Products LLC
1359	ITFX	830215	BP West Coast Products LLC
1359	ITFX	830218	BP West Coast Products LLC
1359	ITFX	830219	BP West Coast Products LLC
1359	ITFX	830221	BP West Coast Products LLC
1359	ITFX	830222	BP West Coast Products LLC
1359	ITFX	830223	BP West Coast Products LLC
1359	ITFX	830225	BP West Coast Products LLC
1359	ITFX	830227	BP West Coast Products LLC
1359	ITFX	830228	BP West Coast Products LLC
1359	ITFX	830229	BP West Coast Products LLC
1359	ITFX	830230	BP West Coast Products LLC
1359	ITFX	830231	BP West Coast Products LLC
1359	ITFX	830234	BP West Coast Products LLC

DEAL	CAR MARK	CAR NUMBER	LESSEE
1359	ITFX	830235	BP West Coast Products LLC
1359	ITFX	830236	BP West Coast Products LLC
1359	ITFX	830237	BP West Coast Products LLC
1359	ITFX	830245	BP West Coast Products LLC
1359	ITFX	830246	BP West Coast Products LLC
1359	ITFX	830247	BP West Coast Products LLC
1359	ITFX	830248	BP West Coast Products LLC
1359	ITFX	830249	BP West Coast Products LLC
1359	ITFX	830250	BP West Coast Products LLC
1359	ITFX	830252	BP West Coast Products LLC
1359	ITFX	830253	BP West Coast Products LLC
1359	ITFX	830254	BP West Coast Products LLC
1359	ITFX	830255	BP West Coast Products LLC
1359	ITFX	830256	BP West Coast Products LLC
1359	ITFX	830257	BP West Coast Products LLC
1359	ITFX	830258	BP West Coast Products LLC
1379	ITFX	1009	PlasMet, LLP
1379	ITFX	1011	PlasMet, LLP
1379	ITFX	1015	PlasMet, LLP
1379	ITFX	1019	PlasMet, LLP
1379	ITFX	1025	PlasMet, LLP
1379	ITFX	1028	PlasMet, LLP
1379	ITFX	1030	PlasMet, LLP
1379	ITFX	1031	PlasMet, LLP
1379	ITFX	1034	PlasMet, LLP
1379	ITFX	1040	PlasMet, LLP
1379	ITFX	1041	PlasMet, LLP
1379	ITFX	1042	PlasMet, LLP
1379	ITFX	92001	PlasMet, LLP
1379	ITFX	92006	PlasMet, LLP
1379	ITFX	92007	PlasMet, LLP
1379	ITFX	92011	PlasMet, LLP
1379	ITFX	92012	PlasMet, LLP
1379	ITFX	92015	PlasMet, LLP
1379	ITFX	92021	PlasMet, LLP
1379	ITFX	92025	PlasMet, LLP
1379	ITFX	92028	PlasMet, LLP
1379	ITFX	92030	PlasMet, LLP
1379	ITFX	92032	PlasMet, LLP
1379	ITFX	92033	PlasMet, LLP
1379	ITFX	92040	PlasMet, LLP
1379	ITFX	92043	PlasMet, LLP
1379	ITFX	92049	PlasMet, LLP
1379	ITFX	92052	PlasMet, LLP
1379	ITFX	92057	PlasMet, LLP
1379	ITFX	92058	PlasMet, LLP
1379	ITFX	92060	PlasMet, LLP
1379	ITFX	92061	PlasMet, LLP

DEAL	CAR MARK	CAR NUMBER	LESSEE
1379	ITFX	92062	PlasMet, LLP
1379	ITFX	92065	PlasMet, LLP
1379	ITFX	92070	PlasMet, LLP
1379	ITFX	92073	PlasMet, LLP
1379	ITFX	92074	PlasMet, LLP
1379	ITFX	92078	PlasMet, LLP
1379	ITFX	92081	PlasMet, LLP
1379	ITFX	92083	PlasMet, LLP
1379	ITFX	92085	PlasMet, LLP
1379	ITFX	92089	PlasMet, LLP
1379	ITFX	92090	PlasMet, LLP
1379	ITFX	92091	PlasMet, LLP
1379	ITFX	92095	PlasMet, LLP
1379	ITFX	92101	PlasMet, LLP
1379	ITFX	92105	PlasMet, LLP
1379	ITFX	92107	PlasMet, LLP
1379	ITFX	92109	PlasMet, LLP
1379	ITFX	92114	PlasMet, LLP
1379	ITFX	92116	PlasMet, LLP
1379	ITFX	92118	PlasMet, LLP
1379	ITFX	92119	PlasMet, LLP
1379	ITFX	92121	PlasMet, LLP
1379	ITFX	92123	PlasMet, LLP
1379	ITFX	92124	PlasMet, LLP
1379	ITFX	92128	PlasMet, LLP
1379	ITFX	92129	PlasMet, LLP
1379	ITFX	92132	PlasMet, LLP
1379	ITFX	92133	PlasMet, LLP
1379	ITFX	92135	PlasMet, LLP
1379	ITFX	92137	PlasMet, LLP
1379	ITFX	92142	PlasMet, LLP
1379	ITFX	92145	PlasMet, LLP
1379	ITFX	92146	PlasMet, LLP
1379	ITFX	92150	PlasMet, LLP
1379	ITFX	92151	PlasMet, LLP
1379	ITFX	92160	PlasMet, LLP
1379	ITFX	92162	PlasMet, LLP
1379	ITFX	92170	PlasMet, LLP
1379	ITFX	92179	PlasMet, LLP
1379	ITFX	92181	PlasMet, LLP
1379	ITFX	92187	PlasMet, LLP
1379	ITFX	92188	PlasMet, LLP
1379	ITFX	92197	PlasMet, LLP
1379	ITFX	92202	PlasMet, LLP
1379	ITFX	92206	PlasMet, LLP
1379	ITFX	92207	PlasMet, LLP
1379	ITFX	93004	PlasMet, LLP
1379	ITFX	93020	PlasMet, LLP

DEAL	CAR MARK	CAR NUMBER	LESSEE
1379	ITFX	93021	PlasMet, LLP
1379	ITFX	93026	PlasMet, LLP
1379	ITFX	93058	PlasMet, LLP
1379	ITFX	93062	PlasMet, LLP
1379	ITFX	93066	PlasMet, LLP
1379	ITFX	93068	PlasMet, LLP
1379	ITFX	93071	PlasMet, LLP
1379	ITFX	93093	PlasMet, LLP
1379	ITFX	93105	PlasMet, LLP
1379	ITFX	93117	PlasMet, LLP
1379	ITFX	93120	PlasMet, LLP
1379	ITFX	93128	PlasMet, LLP
1379	ITFX	93131	PlasMet, LLP
1379	ITFX	93143	PlasMet, LLP
1379	ITFX	93156	PlasMet, LLP
1379	ITFX	93162	PlasMet, LLP
1379	ITFX	93168	PlasMet, LLP
1379	ITFX	93201	PlasMet, LLP
1379	ITFX	93206	PlasMet, LLP
1379	ITFX	93208	PlasMet, LLP

The below listed Railcars, which were subject to the relevant Lease on the records of the Surface Transportation Board, are no longer subject to such Lease.

Deal 1327 - Franklin Industries Inc.

Car Mark	Car Num
TODX	499

Deal 1209 - Union Pacific Railroad Company

Car Mark	Car Num
CNW	880214
CNW	880149
CNW	880160
CNW	880007
CNW	880012
CNW	880057
CNW	880198
CNW	880029
CNW	880085
CNW	880112
CNW	880213
CNW	880088
CNW	880056
CNW	880064
CNW	880074
CNW	880037
CNW	880020
CNW	880033
CNW	880077
CNW	880242

Schedule 2

Leases

Deal 1177 – Rail Logistics, LC

No.	Document
(i)	Schedule No. 1 to Master Lease Agreement dated as of December 18, 2009 between Rail Logistics, LC and Infinity Transportation, LLC.
(ii)	Security Agreement dated December 18, 2009 between Rail Logistics, LC and Infinity Transportation, LLC.
(iii)	Guaranty dated December 18, 2009 issued by Michael Lerner (in his individual capacity) in favor of Infinity Transportation, LLC.
(iv)	Guaranty dated December 18, 2009 issued by Christopher Mnichowski (in his individual capacity) in favor of Infinity Transportation, LLC.

Deal 1209 – Union Pacific Railroad Company

No.	Document
(i)	Participation Agreement (CNW 1994-B) dated as of March 1, 1994 (amended by the Omnibus Amendment (CNW 1994-B), dated as of October 30, 2007 related to the refinancing)
(ii)	Lease of Railroad Equipment (CNW 1994-B) dated as of March 1, 1994 (supplemented by Lease Supplement (CNW 1994-B) No. 1 dated as of May 31, 1994, and Lease Supplement (CNW 1994-B) No. 2 dated as of November 30, 1994; and amended by the Omnibus Amendment (CNW 1994-B), dated as of October 30, 2007 related to the refinancing)
(iii)	Tax Indemnity Agreement (CNW 1994-B) dated as of March 1, 1994
(iv)	Lease Supplement (CNW 1994-B) No. 1 dated as of May 31, 1994
(v)	Adjustment Event Certificate (CNW 1994-B) dated May 31, 1994
(vi)	Lease Supplement (CNW 1994-B) No. 2 dated as of November 30, 1994

No.	Document
(vii)	Adjustment Event Certificate (CNW 1994-B) dated November 30, 1994
(viii)	Omnibus Amendment (CNW 1994-B) dated as of October 30, 2007
(ix)	Letter Agreement from Union Pacific Railroad Company, as lessee, to General Foods Credit Corporation, as owner participant, dated as of November 23, 2010, confirming the Lessee's obligations under the Operative Agreements, as such term is defined in the Lease of Railroad Equipment (CNW 1994-B) dated as of March 1, 1994, as supplemented by Lease Supplement (CNW 1994-B) No. 1 dated as of May 31, 1994, and Lease Supplement (CNW 1994-B) No. 2 dated as of November 30, 1994; and amended by the Omnibus Amendment (CNW 1994-B), dated as of October 30, 2007 related to the refinancing

Deal 1321 – Chemtall Incorporated

No.	Document
(i)	Rider No. 1 dated December 23, 2011 between Infinity Transportation, LLC and Chemtall Incorporated.
(ii)	Notice re Commencement of Lease Agreement dated February 26, 2013 delivered by Infinity Transportation, LLC to Chemtall Incorporated.
(iii)	Guaranty dated December 23, 2011 issued by SNF Holding Company in favor of Infinity Transportation, LLC.

Deal 1327 – Franklin Industries, Inc.

No.	Document
(i)	Railroad Equipment Lease dated as of April 5, 2011 between The David J. Joseph Company, Franklin Industries, Inc. and Lhoist North America, Inc., as Guarantor.
(ii)	Assignment and Assumption Agreement dated as of June 29, 2011 between Infinity Transportation, LLC and The David J. Joseph Company.
(iii)	Lease Guaranty Agreement dated as of April 18, 2011 by Lhoist

No.	Document
	North America, Inc. in favor of The David J. Joseph Company.

Deal 1359 – BP West Coast Products LLC

No.	Document
(i)	Rider 1 dated August 18, 2011 between JAIX Leasing Corporation and BP West Coast Products, LLC.
(ii)	Assignment and Assumption Agreement dated as of March 12, 2012 between JAIX Leasing Company and Infinity Transportation, LLC.

Deal 1379 – PlasMet, LLP

No.	Document
(i)	Schedule No. 1 to Master Lease Agreement dated as of May 1, 2012 between Infinity Transportation, LLC and PlasMet LLP.
(ii)	Notice re Commencement of Lease dated November 13, 2012 delivered by Infinity Transportation, LLC to PlasMet LLP.

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: 8/13/13

Edward M Luria

Edward M. Luria