

RECORDATION NO 30773 FILED  
June 19, 2013 01:00 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

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 Memorandum of Lease Agreement, dated as of July 1, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Infinity Rail, LLC 1355 Peachtree Street Suite 750 - South Tower Atlanta, GA 30309
[Lessee:	Georgia & Florida Railway, L.L.C. 252 Clayton Street, 4 <sup>th</sup> Floor Denver, CO 80206]

Section Chief  
June 19, 2013  
Page 2

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

23 boxcars within the series ATW 210000 – ATW 210094 as more particularly set forth in the attachment to the document.

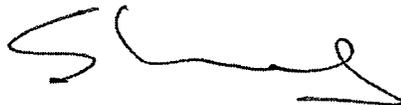
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

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

**MEMORANDUM OF LEASE AGREEMENT**

Memorandum of Lease Agreement effective as of July 1, 2009 by Infinity Rail, LLC, a Georgia limited liability company (the "**Lessor**").

W I T N E S S E T H:

Lessor and Georgia & Florida Railway, L.L.C. (as successor in interest to Georgia & Florida Railway, Inc., the "**Lessee**") are parties to that certain Lease Agreement, dated as of July 1, 2009 (as may be amended, modified, supplemented and assigned, the "**Lease**"), whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing the reporting marks and numbers as listed on Exhibit A hereto.

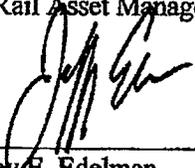
[signature page follows]

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

INFINITY RAIL, LLC

By: Infinity Rail Asset Management, LLC,  
as Manager



By: \_\_\_\_\_  
Name: Jeffrey E. Edelman  
Title: President

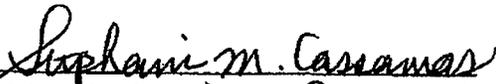
Executed on this 18<sup>th</sup> day of June, 2013

STATE OF GEORGIA        )  
  ) SS:  
COUNTY OF FULTON     )

On this, the 18<sup>th</sup> day of June, 2013, before a Notary Public in andfor said County and State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Rail Asset Management, LLC, the Manger 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.



  
Name: Stephanie M. Cassamas  
Notary Public

My Commission Expires: 08/13/2013  
Residing in DeKalb Co., GA

**Exhibit A**

**Cars**

Description of Cars:

50-foot, 70-ton, Plate C cushioned boxcars

Quantity (number of Cars):

Twenty Three (23)

Reporting marks and road numbers:

	<b>Car Mark</b>	<b>Car Num</b>
1	ATW	210000
2	ATW	210003
3	ATW	210015
4	ATW	210016
5	ATW	210026
6	ATW	210031
7	ATW	210037
8	ATW	210041
9	ATW	210047
10	ATW	210049
11	ATW	210051
12	ATW	210057
13	ATW	210059
14	ATW	210063
15	ATW	210067
16	ATW	210072
17	ATW	210075
18	ATW	210077
19	ATW	210079
20	ATW	210084
21	ATW	210086
22	ATW	210089
23	ATW	210094

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