RECORDATION NO 30780 FILED
June 19, 2013 01:00 PM
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)

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 June 3, 2010, 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 (as lessor and as agent/lessor for certain railroad cars owned by Infinity Rail II, LLC)
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

[Lessee: Preferred Sands of Genoa, LLC
34495 State Highway 22
Genoa, NE 68640]

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

199 covered hopper railcars within the following series, as more particularly set forth in the attachment to the document.
76 cars within the series IFRX 21500 – IFRX 21640
22 cars within the series IFRX 46130 – IFRX 57346
53 cars within the series IFRX 70900 – IFRX 70973
39 cars within the series IFRX 475037 – IFRX 481054
9 cars within the series IFRX 800092 – IFRX 800673

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,

Edward M. Luria

EML/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement effective as of June 3, 2010 by Infinity Rail, LLC, a Georgia limited liability company, as lessor and as agent/lessor for certain railroad cars owned by Infinity Rail II, LLC (the "**Lessor**").

W I T N E S S E T H:

Lessor and Preferred Sands of Genoa, LLC (the "**Lessee**") are parties to that certain Master Lease Agreement and that certain Schedule No. 1, each dated as of June 3, 2010 (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 18th day of June, 2013

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 18th day of June, 2013, before a Notary Public in and/or 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.

STEPHANIE CASSAMAS
MY COMMISSION EXPIRES
AUG. 13, 2013
DEKALB CO., GEORGIA
NOTARY PUBLIC

Stephanie M. Cassamas
Name: Stephanie M. Cassamas
Notary Public

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

Exhibit A

Cars

Description of Cars:

Pullman and Ingalls100-ton, 263 GRL, 4750 cubic foot covered hoppers with trough hatches and gravity gates

Quantity (number of Cars):

One Hundred Ninety Nine (199)

Reporting marks and road numbers:

	Car Mark	Car Num			Car Mark	Car Num			Car Mark	Car Num
1	IFRX	21500		40	IFRX	21581		79	IFRX	55236
2	IFRX	21501		41	IFRX	21583		80	IFRX	55251
3	IFRX	21504		42	IFRX	21587		81	IFRX	55272
4	IFRX	21508		43	IFRX	21589		82	IFRX	55324
5	IFRX	21511		44	IFRX	21590		83	IFRX	55404
6	IFRX	21514		45	IFRX	21591		84	IFRX	55456
7	IFRX	21515		46	IFRX	21593		85	IFRX	55465
8	IFRX	21516		47	IFRX	21595		86	IFRX	55499
9	IFRX	21518		48	IFRX	21597		87	IFRX	55502
10	IFRX	21519		49	IFRX	21599		88	IFRX	55637
11	IFRX	21520		50	IFRX	21600		89	IFRX	56028
12	IFRX	21521		51	IFRX	21601		90	IFRX	56045
13	IFRX	21522		52	IFRX	21604		91	IFRX	56148
14	IFRX	21523		53	IFRX	21606		92	IFRX	56237
15	IFRX	21524		54	IFRX	21607		93	IFRX	56238
16	IFRX	21525		55	IFRX	21608		94	IFRX	56247
17	IFRX	21527		56	IFRX	21609		95	IFRX	56274
18	IFRX	21528		57	IFRX	21610		96	IFRX	56280
19	IFRX	21530		58	IFRX	21611		97	IFRX	56286
20	IFRX	21537		59	IFRX	21613		98	IFRX	57346
21	IFRX	21540		60	IFRX	21614		99	IFRX	70900
22	IFRX	21541		61	IFRX	21615		100	IFRX	70901
23	IFRX	21542		62	IFRX	21616		101	IFRX	70902
24	IFRX	21544		63	IFRX	21618		102	IFRX	70903
25	IFRX	21546		64	IFRX	21621		103	IFRX	70904
26	IFRX	21547		65	IFRX	21622		104	IFRX	70908
27	IFRX	21548		66	IFRX	21624		105	IFRX	70909
28	IFRX	21549		67	IFRX	21625		106	IFRX	70910
29	IFRX	21552		68	IFRX	21626		107	IFRX	70911
30	IFRX	21553		69	IFRX	21628		108	IFRX	70912
31	IFRX	21554		70	IFRX	21629		109	IFRX	70913
32	IFRX	21556		71	IFRX	21630		110	IFRX	70914
33	IFRX	21558		72	IFRX	21636		111	IFRX	70915
34	IFRX	21559		73	IFRX	21637		112	IFRX	70916

35	IFRX	21561		74	IFRX	21638		113	IFRX	70917
36	IFRX	21564		75	IFRX	21639		114	IFRX	70919
37	IFRX	21567		76	IFRX	21640		115	IFRX	70920
38	IFRX	21569		77	IFRX	46130		116	IFRX	70921
39	IFRX	21580		78	IFRX	49485		117	IFRX	70922
	Car Mark	**Car Num**			**Car Mark**	**Car Num**				
118	IFRX	70925		170	IFRX	475881				
119	IFRX	70926		171	IFRX	476023				
120	IFRX	70927		172	IFRX	476109				
121	IFRX	70929		173	IFRX	476111				
122	IFRX	70930		174	IFRX	476190				
123	IFRX	70931		175	IFRX	476215				
124	IFRX	70932		176	IFRX	476225				
125	IFRX	70934		177	IFRX	476367				
126	IFRX	70935		178	IFRX	476377				
127	IFRX	70938		179	IFRX	476378				
128	IFRX	70939		180	IFRX	477226				
129	IFRX	70940		181	IFRX	477227				
130	IFRX	70941		182	IFRX	478428				
131	IFRX	70942		183	IFRX	478457				
132	IFRX	70943		184	IFRX	478462				
133	IFRX	70944		185	IFRX	478522				
134	IFRX	70946		186	IFRX	478524				
135	IFRX	70947		187	IFRX	478528				
136	IFRX	70948		188	IFRX	479044				
137	IFRX	70949		189	IFRX	479210				
138	IFRX	70950		190	IFRX	481054				
139	IFRX	70951		191	IFRX	800092				
140	IFRX	70952		192	IFRX	800126				
141	IFRX	70953		193	IFRX	800171				
142	IFRX	70955		194	IFRX	800392				
143	IFRX	70956		195	IFRX	800399				
144	IFRX	70957		196	IFRX	800478				
145	IFRX	70959		197	IFRX	800518				
146	IFRX	70960		198	IFRX	800577				
147	IFRX	70962		199	IFRX	800673				
148	IFRX	70963								
149	IFRX	70967								
150	IFRX	70969								
151	IFRX	70973								
152	IFRX	475037								
153	IFRX	475142								
154	IFRX	475143								
155	IFRX	475147								
156	IFRX	475148								
157	IFRX	475154								
158	IFRX	475162								
159	IFRX	475208								
160	IFRX	475249								

161	IFRX	475348				
162	IFRX	475375				
163	IFRX	475459				
164	IFRX	475707				
165	IFRX	475733				
166	IFRX	475745				
167	IFRX	475856				
168	IFRX	475857				
169	IFRX	475858				

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