

RECORDATION NO 30781 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 April 18, 2011, 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: Rayonier Wood Procurement, LLC
4474 Savannah Highway
Jessup, GA 31545]

Section Chief
June 19, 2013
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A description of the railroad equipment covered by the enclosed document is:

51 woodchip hopper railcars: IFRX 100 and cars within the series IFRX 7119 – IFRX 7155 and IFRX 592057 – IFRX 592978, 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 April 18, 2011 by Infinity Rail, LLC, a Georgia limited liability company (the “**Lessor**”).

W I T N E S S E T H:

Lessor and Rayonier Wood Procurement, LLC (the “**Lessee**”) are parties to that certain Schedule No. 3, dated as of April 18, 2011, which incorporates the terms of that certain Master Lease Agreement, dated as of April 21, 2008 (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.

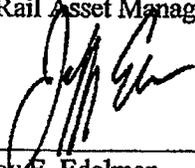
[signature page follows]

[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

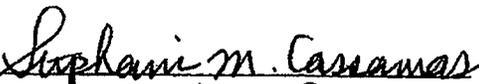
Executed on this 2nd day of June, 2013

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 18th day of June, 2013, before a Notary Public in and for 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:

7000 cubic foot K347 and K247 woodchip hoppers, 263 GRL built by Pullman and Greenville Steel

Quantity (number of Cars):

Fifty One (51)

Reporting marks and road numbers:

	Car Mark	Car Num
1	IFRX	100
2	IFRX	7119
3	IFRX	7120
4	IFRX	7121
5	IFRX	7122
6	IFRX	7125
7	IFRX	7126
8	IFRX	7127
9	IFRX	7130
10	IFRX	7131
11	IFRX	7135
12	IFRX	7137
13	IFRX	7138
14	IFRX	7139
15	IFRX	7144
16	IFRX	7146
17	IFRX	7147
18	IFRX	7148
19	IFRX	7149
20	IFRX	7150
21	IFRX	7151
22	IFRX	7152
23	IFRX	7153
24	IFRX	7154
25	IFRX	7155
26	IFRX	592057
27	IFRX	592100
28	IFRX	592432
29	IFRX	592439
30	IFRX	592442
31	IFRX	592480
32	IFRX	592538
33	IFRX	592546
34	IFRX	592553
35	IFRX	592604
36	IFRX	592618

	Car Mark	Car Num
37	IFRX	592651
38	IFRX	592655
39	IFRX	592699
40	IFRX	592722
41	IFRX	592723
42	IFRX	592773
43	IFRX	592790
44	IFRX	592799
45	IFRX	592802
46	IFRX	592815
47	IFRX	592819
48	IFRX	592834
49	IFRX	592846
50	IFRX	592957
51	IFRX	592978

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