

RECORDATION NO 30782 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 April 14, 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 (as agent/lessor for Infinity Rail II, LLC)
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

[Lessee: East Tennessee Railway, Inc.
132 Legion Street #1
Johnson City, TN 37601]

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

10 boxcars within the series ATW 19003 – ATW 19035 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 14, 2011 by Infinity Rail, LLC, a Georgia limited liability company, as agent/lessor for Infinity Rail II, LLC, the owner of the railroad cars (the “**Lessor**”).

W I T N E S S E T H:

Lessor and East Tennessee Railway, Inc. (the “**Lessee**”) are parties to that certain Lease Agreement, dated as of April 14, 2011 (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.

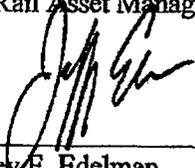
[signature page follows]

[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

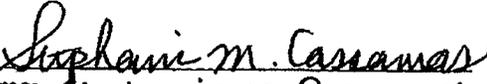
Executed on this 18th day of June, 2013

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

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

100-ton Plates C boxcars with 10x10 plug doors and nailable steel floors

Quantity (number of Cars):

Ten (10)

Reporting marks and road numbers:

	Car Mark	Car Num
1	ATW	19003
2	ATW	19016
3	ATW	19022
4	ATW	19024
5	ATW	19026
6	ATW	19029
7	ATW	19030
8	ATW	19031
9	ATW	19032
10	ATW	19035

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