

RECORDATION NO 30783 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 August 31, 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:                   Georgia Central Railway, LP (as successor  
lessor to Chattahoochee Industrial Railroad)  
186 Winge Road  
Lyons, GA 30425]

Section Chief  
June 19, 2013  
Page 2

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

103 boxcars: ATW 93505, ATW 93623, and cars within the series ATW 3501 – ATW 3625 as more particularly set forth in the attachment to the document.

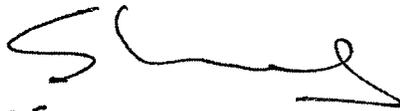
A short summary of the document to appear in the index is:

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 August 31, 2011 by Infinity Rail, LLC, a Georgia limited liability company (the "**Lessor**").

W I T N E S S E T H:

Lessor and Georgia Central Railway, LP (as successor lessor to Chattahoochee Industrial Railroad, the "**Lessee**") are parties to that certain Lease Agreement, dated as of August 31, 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.

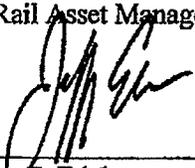
[signature page follows]

[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 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 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.



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:

52-foot, 6-inch, 70-ton, Plate C cushioned boxcars

Quantity (number of Cars):

One Hundred Three (103)

Reporting marks and road numbers:

	Car Mark	Car Num			Car Mark	Car Num			Car Mark	Car Num
1	ATW	3501		40	ATW	3551		79	ATW	3597
2	ATW	3504		41	ATW	3552		80	ATW	3599
3	ATW	3506		42	ATW	3553		81	ATW	3600
4	ATW	3507		43	ATW	3554		82	ATW	3601
5	ATW	3509		44	ATW	3555		83	ATW	3602
6	ATW	3510		45	ATW	3556		84	ATW	3603
7	ATW	3511		46	ATW	3557		85	ATW	3604
8	ATW	3512		47	ATW	3558		86	ATW	3607
9	ATW	3514		48	ATW	3559		87	ATW	3608
10	ATW	3515		49	ATW	3560		88	ATW	3609
11	ATW	3516		50	ATW	3561		89	ATW	3610
12	ATW	3517		51	ATW	3563		90	ATW	3611
13	ATW	3518		52	ATW	3565		91	ATW	3612
14	ATW	3519		53	ATW	3566		92	ATW	3614
15	ATW	3520		54	ATW	3567		93	ATW	3615
16	ATW	3522		55	ATW	3568		94	ATW	3616
17	ATW	3523		56	ATW	3569		95	ATW	3617
18	ATW	3524		57	ATW	3570		96	ATW	3619
19	ATW	3525		58	ATW	3571		97	ATW	3620
20	ATW	3526		59	ATW	3572		98	ATW	3621
21	ATW	3527		60	ATW	3573		99	ATW	3622
22	ATW	3528		61	ATW	3575		100	ATW	3624
23	ATW	3529		62	ATW	3576		101	ATW	3625
24	ATW	3530		63	ATW	3577		102	ATW	93505
25	ATW	3534		64	ATW	3578		103	ATW	93623
26	ATW	3535		65	ATW	3579				
27	ATW	3536		66	ATW	3582				
28	ATW	3537		67	ATW	3583				
29	ATW	3538		68	ATW	3584				
30	ATW	3540		69	ATW	3585				
31	ATW	3541		70	ATW	3586				
32	ATW	3542		71	ATW	3588				
33	ATW	3543		72	ATW	3589				
34	ATW	3544		73	ATW	3590				
35	ATW	3545		74	ATW	3591				
36	ATW	3546		75	ATW	3593				
37	ATW	3547		76	ATW	3594				
38	ATW	3549		77	ATW	3595				
39	ATW	3550		78	ATW	3596				

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