

RECORDATION NO 30789 FILED
June 19, 2013 01:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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 March 27, 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 II, LLC 1355 Peachtree Street Suite 750 - South Tower Atlanta, GA 30309
[Lessee:	International Paper Company Tower 1 - 14th Floor 6400 Poplar Avenue Memphis, TN 38125]

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

43 woodchip hopper railcars within the series IFRX 870001 – IFRX 870184 as 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 March 27, 2009 by Infinity Rail II, LLC, a Georgia limited liability company (the “Lessor”).

W I T N E S S E T H:

Lessor and International Paper Company (the “Lessee”) are parties to that certain Lease Agreement, dated as of March 27, 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.

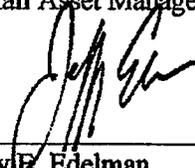
[signature page follows]

[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 II, LLC

By: Infinity Rail Asset Management, LLC,
as Manager

By: 
Name: Jeffrey E. Edelman
Title: President

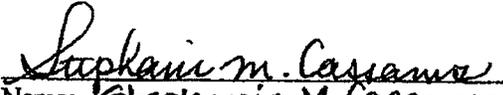
Executed on this 18th day of June, 2013

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 II, 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, Georgia

Exhibit A

Cars

Description of Cars:

Pullman Built, 7000 cubic foot K347 and K247 woodchip hoppers, 263 GRL

Quantity (number of Cars):

Forty-three (43)

Reporting marks and road numbers:

	Car Mark	Car Num		Car Mark	Car Num
1	IFRX	870001	36	IFRX	870168
2	IFRX	870002	37	IFRX	870169
3	IFRX	870003	38	IFRX	870170
4	IFRX	870005	39	IFRX	870172
5	IFRX	870009	40	IFRX	870179
6	IFRX	870010	41	IFRX	870182
7	IFRX	870027	42	IFRX	870183
8	IFRX	870032	43	IFRX	870184
9	IFRX	870044			
10	IFRX	870048			
11	IFRX	870057			
12	IFRX	870059			
13	IFRX	870061			
14	IFRX	870069			
15	IFRX	870072			
16	IFRX	870076			
17	IFRX	870078			
18	IFRX	870080			
19	IFRX	870082			
20	IFRX	870083			
21	IFRX	870090			
22	IFRX	870091			
23	IFRX	870092			
24	IFRX	870098			
25	IFRX	870100			
26	IFRX	870119			
27	IFRX	870126			
28	IFRX	870128			
29	IFRX	870144			
30	IFRX	870145			
31	IFRX	870146			
32	IFRX	870147			
33	IFRX	870164			
34	IFRX	870165			
35	IFRX	870167			

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