

RECORDATION NO 30793 FILED
June 19, 2013 01:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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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 June 25, 2008, 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:	ABC Coke Division of Drummond Company, Inc. 900 Huntsville Avenue Tarrant, Alabama 35217]

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

38 railcars within the series ATW 867048 – ATW 867544 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 June 25, 2008 by Infinity Rail II, LLC, a Georgia limited liability company (the "**Lessor**").

W I T N E S S E T H:

Lessor and ABC Coke Division of Drummond Company, Inc. (the "**Lessee**") are parties to that certain Lease Agreement, dated as of June 25, 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.

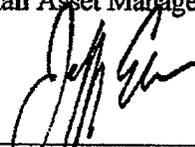
[signature page follows]

[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 II, LLC

By: Infinity Rail Asset Management, LLC,
as Manager

By: 
Name: Jeffrey E. Edelman
Title: President

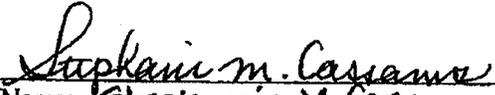
Executed on this 18th day of June, 2013

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:

Illinois Central (Centralia Car Shop) Built, 5791 cubic foot K140 and K240, 222 GRL

Quantity (number of Cars):

Thirty Eight (38)

Reporting marks and road numbers:

	Car Mark	Car Num		Car Mark	Car Num
1	IFRX	867048	37	IFRX	867481
2	IFRX	867051	38	IFRX	867544
3	IFRX	867065			
4	IFRX	867078			
5	IFRX	867114			
6	IFRX	867118			
7	IFRX	867121			
8	IFRX	867132			
9	IFRX	867135			
10	IFRX	867163			
11	IFRX	867188			
12	IFRX	867212			
13	IFRX	867215			
14	IFRX	867221			
15	IFRX	867227			
16	IFRX	867228			
17	IFRX	867245			
18	IFRX	867253			
19	IFRX	867271			
20	IFRX	867273			
21	IFRX	867274			
22	IFRX	867280			
23	IFRX	867282			
24	IFRX	867289			
25	IFRX	867290			
26	IFRX	867293			
27	IFRX	867316			
28	IFRX	867327			
29	IFRX	867328			
30	IFRX	867331			
31	IFRX	867349			
32	IFRX	867379			
33	IFRX	867397			
34	IFRX	867417			
35	IFRX	867440			
36	IFRX	867450			

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