

RECORDATION NO 30795 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 July 23, 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:	Bay Line Railroad, LLC 700 S Range Street Dothan, AL 36301]

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

154 boxcars within the series ATW 163003 – ATW 163349 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 July 23, 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 Bay Line Railroad, LLC (the “Lessee”) are parties to that certain Lease Agreement, dated as of July 23, 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.

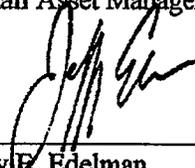
[signature page follows]

[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

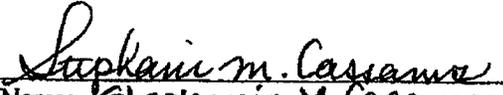
Executed on this 18th day of June, 2013

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:

Plate F, 52 foot 6 inch, 100 Ton (263 GRL), Cushioned Boxcars with 8 Ft.

Staggered Double Plug Doors built by Pacific Car and Foundry and modified to have a bulkhead

Quantity (number of Cars):

One Hundred Fifty Four (154)

Reporting marks and road numbers:

	Car Mark	Car Num			Car Mark	Car Num			Car Mark	Car Num
1	ATW	163003		40	ATW	163079		79	ATW	163185
2	ATW	163004		41	ATW	163083		80	ATW	163193
3	ATW	163005		42	ATW	163084		81	ATW	163197
4	ATW	163007		43	ATW	163087		82	ATW	163199
5	ATW	163008		44	ATW	163088		83	ATW	163203
6	ATW	163011		45	ATW	163090		84	ATW	163204
7	ATW	163013		46	ATW	163096		85	ATW	163206
8	ATW	163014		47	ATW	163098		86	ATW	163208
9	ATW	163015		48	ATW	163099		87	ATW	163209
10	ATW	163019		49	ATW	163100		88	ATW	163211
11	ATW	163022		50	ATW	163108		89	ATW	163214
12	ATW	163026		51	ATW	163116		90	ATW	163218
13	ATW	163027		52	ATW	163117		91	ATW	163219
14	ATW	163029		53	ATW	163118		92	ATW	163220
15	ATW	163033		54	ATW	163119		93	ATW	163223
16	ATW	163036		55	ATW	163120		94	ATW	163233
17	ATW	163038		56	ATW	163121		95	ATW	163235
18	ATW	163039		57	ATW	163126		96	ATW	163237
19	ATW	163040		58	ATW	163127		97	ATW	163241
20	ATW	163042		59	ATW	163132		98	ATW	163243
21	ATW	163043		60	ATW	163134		99	ATW	163244
22	ATW	163044		61	ATW	163137		100	ATW	163245
23	ATW	163045		62	ATW	163138		101	ATW	163247
24	ATW	163046		63	ATW	163145		102	ATW	163250
25	ATW	163047		64	ATW	163147		103	ATW	163252
26	ATW	163048		65	ATW	163148		104	ATW	163253
27	ATW	163053		66	ATW	163151		105	ATW	163257
28	ATW	163058		67	ATW	163155		106	ATW	163258
29	ATW	163059		68	ATW	163159		107	ATW	163260
30	ATW	163061		69	ATW	163160		108	ATW	163263
31	ATW	163062		70	ATW	163165		109	ATW	163266
32	ATW	163064		71	ATW	163166		110	ATW	163267
33	ATW	163066		72	ATW	163171		111	ATW	163271
34	ATW	163067		73	ATW	163174		112	ATW	163276
35	ATW	163069		74	ATW	163175		113	ATW	163280

36	ATW	163070		75	ATW	163176		114	ATW	163283
37	ATW	163072		76	ATW	163178		115	ATW	163285
38	ATW	163074		77	ATW	163179		116	ATW	163286
39	ATW	163076		78	ATW	163182		117	ATW	163287

	Car Mark	Car Num
118	ATW	163288
119	ATW	163290
120	ATW	163291
121	ATW	163292
122	ATW	163294
123	ATW	163295
124	ATW	163296
125	ATW	163298
126	ATW	163303
127	ATW	163304
128	ATW	163305
129	ATW	163306
130	ATW	163309
131	ATW	163313
132	ATW	163315
133	ATW	163317
134	ATW	163318
135	ATW	163319
136	ATW	163322
137	ATW	163325
138	ATW	163326
139	ATW	163327
140	ATW	163328
141	ATW	163329
142	ATW	163330
143	ATW	163331
144	ATW	163333
145	ATW	163334
146	ATW	163335
147	ATW	163336
148	ATW	163339
149	ATW	163340
150	ATW	163342
151	ATW	163344
152	ATW	163346
153	ATW	163348
154	ATW	163349

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