

RECORDATION NO 30796 FILED  
June 19, 2013 01:00 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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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 October 22, 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 (as agent/lessor for certain  
                                  railcars owned by Infinity Rail, LLC)  
                                  1355 Peachtree Street  
                                  Suite 750 - South Tower  
                                  Atlanta, GA 30309

[Lessee:                   Proppant Specialists, LLC  
                                  2003 Nine Road  
                                  Brady, TX 76825]

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

51 covered hopper railcars: IFRX 21634, IFRX 890662 and within the series IFRX 46200 – IFRX 56498, IFRX 475369 – IFRX 480332 and IFRX 800017 – IFRX 801082 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 October 22, 2008 by Infinity Rail II, LLC, a Georgia limited liability company, as lessor and as agent/lessor for that certain railroad car owned by Infinity Rail, LLC (the "**Lessor**").

WITNESSETH:

Lessor and Proppant Specialists, LLC (the "**Lessee**") are parties to that certain Lease Agreement, dated as of October 22, 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: [Signature]  
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 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.



[Signature]  
Name: Stephanie M. Cassamas  
Notary Public

My Commission Expires: 08/13/2013  
Residing in DeKalb Co, Georgia

## Exhibit A

### Cars

Description of Cars:

4740 and 4750 cubic foot covered hoppers. Equipped with trough hatches and gravity gates. 263 GRL.  
Pullman Standard and NACCO Built

Quantity (number of Cars):

Fifty One (51)

Reporting marks and road numbers:

	Car Mark	Car Num
1	IFRX	21634
2	IFRX	46200
3	IFRX	46791
4	IFRX	46838
5	IFRX	49151
6	IFRX	49216
7	IFRX	49497
8	IFRX	50379
9	IFRX	52873
10	IFRX	52964
11	IFRX	52971
12	IFRX	53529
13	IFRX	53588
14	IFRX	53620
15	IFRX	53639
16	IFRX	53644
17	IFRX	54373
18	IFRX	55277
19	IFRX	55353
20	IFRX	55365
21	IFRX	55396
22	IFRX	55421
23	IFRX	55429
24	IFRX	55530
25	IFRX	55678
26	IFRX	56498
27	IFRX	475369
28	IFRX	475373
29	IFRX	476188
30	IFRX	478421
31	IFRX	480332
32	IFRX	800017
33	IFRX	800023
34	IFRX	800039
35	IFRX	800060
36	IFRX	800064

	Car Mark	Car Num
37	IFRX	800079
38	IFRX	800086
39	IFRX	800354
40	IFRX	800364
41	IFRX	800464
42	IFRX	800475
43	IFRX	800513
44	IFRX	800620
45	IFRX	800882
46	IFRX	800898
47	IFRX	800902
48	IFRX	801039
49	IFRX	801078
50	IFRX	801082
51	IFRX	890662

**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