

RECORDATION NO 30799 FILED
June 19, 2013 01:00 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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 February 28, 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 II, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

[Lessee: Lake State and Saginaw Bay Southern Railway
Companies
1002 Long Lake Road
Alpena, MI 49707]

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

25 covered hopper railcars within the series ATW 921055 – ATW 921490 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 February 28, 2011 by Infinity Rail II, LLC, a Georgia limited liability company (the “Lessor”).

WITNESSETH:

Lessor and Lake State and Saginaw Bay Southern Railway Companies (the “Lessee”) are parties to that certain Lease Agreement, dated as of February 28, 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.

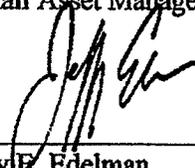
[signature page follows]

[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 II, LLC

By: Infinity Rail Asset Management, LLC,
as Manager

By: 
Name: Jeffrey E. Edelman
Title: President

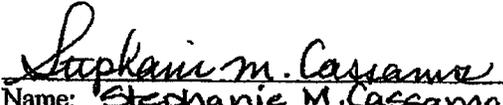
Executed on this 18th day of June, 2013

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:

4750 cubic foot covered hoppers, 263 GWR, equipped with trough hatches and gravity gates

Quantity (number of Cars):

Twenty Five (25)

Reporting marks and road numbers:

	Car Mark	Car Num
1	ATW	921055
2	ATW	921060
3	ATW	921082
4	ATW	921083
5	ATW	921088
6	ATW	921099
7	ATW	921101
8	ATW	921114
9	ATW	921118
10	ATW	921202
11	ATW	921322
12	ATW	921345
13	ATW	921348
14	ATW	921367
15	ATW	921368
16	ATW	921369
17	ATW	921373
18	ATW	921382
19	ATW	921403
20	ATW	921436
21	ATW	921440
22	ATW	921458
23	ATW	921479
24	ATW	921488
25	ATW	921490

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