

RECORDATION NO 30800 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 6, 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 (and as agent/lessor for certain railcars owned by Infinity Rail, LLC) 1355 Peachtree Street Suite 750 - South Tower Atlanta, GA 30309
[Lessee:	Preferred Sands of Genoa, LLC 34495 State Highway 22 Genoa, NE 68640]

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

150 covered hopper railcars: IFRX 323220, IFRX 353613 and within the series IFRX 10000 – IFRX 10033, IFRX 21008 – IFTX 21627, IFRX 70905 – IFRX 70974 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 6, 2011 by Infinity Rail II, LLC, a Georgia limited liability company, as lessor and as agent/lessor for certain railroad cars owned by Infinity Rail, LLC (the "**Lessor**").

W I T N E S S E T H:

Lessor and Preferred Sands of Genoa, LLC (the "**Lessee**") are parties to that certain Schedule No. 2, dated as of July 6, 2011, which incorporates the terms of that certain Master Lease Agreement, dated as of June 3, 2010 (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.

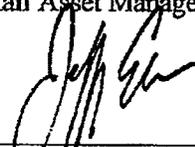
[signature page follows]

[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

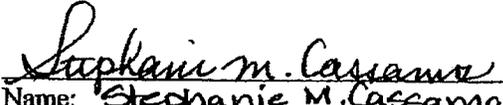
Executed on this 18th day of June, 2013

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:

100-ton, 263 GRL, 4750 cb ft covered hoppers with trough hatches and gravity gates

Quantity (number of Cars):

One Hundred Fifty (150)

Reporting marks and road numbers:

	Car Mark	Car Num			Car Mark	Car Num			Car Mark	Car Num
1	IFRX	10000		40	IFRX	21125		79	IFRX	21329
2	IFRX	10002		41	IFRX	21126		80	IFRX	21335
3	IFRX	10003		42	IFRX	21129		81	IFRX	21347
4	IFRX	10008		43	IFRX	21130		82	IFRX	21366
5	IFRX	10011		44	IFRX	21131		83	IFRX	21370
6	IFRX	10014		45	IFRX	21139		84	IFRX	21371
7	IFRX	10016		46	IFRX	21145		85	IFRX	21374
8	IFRX	10018		47	IFRX	21168		86	IFRX	21376
9	IFRX	10019		48	IFRX	21172		87	IFRX	21377
10	IFRX	10020		49	IFRX	21182		88	IFRX	21380
11	IFRX	10021		50	IFRX	21185		89	IFRX	21384
12	IFRX	10023		51	IFRX	21195		90	IFRX	21385
13	IFRX	10024		52	IFRX	21200		91	IFRX	21386
14	IFRX	10026		53	IFRX	21204		92	IFRX	21387
15	IFRX	10028		54	IFRX	21206		93	IFRX	21389
16	IFRX	10030		55	IFRX	21214		94	IFRX	21391
17	IFRX	10032		56	IFRX	21215		95	IFRX	21393
18	IFRX	10033		57	IFRX	21216		96	IFRX	21396
19	IFRX	21008		58	IFRX	21217		97	IFRX	21397
20	IFRX	21012		59	IFRX	21218		98	IFRX	21399
21	IFRX	21016		60	IFRX	21225		99	IFRX	21406
22	IFRX	21026		61	IFRX	21229		100	IFRX	21413
23	IFRX	21030		62	IFRX	21233		101	IFRX	21416
24	IFRX	21033		63	IFRX	21234		102	IFRX	21417
25	IFRX	21034		64	IFRX	21247		103	IFRX	21419
26	IFRX	21039		65	IFRX	21260		104	IFRX	21421
27	IFRX	21057		66	IFRX	21261		105	IFRX	21430
28	IFRX	21064		67	IFRX	21274		106	IFRX	21432
29	IFRX	21076		68	IFRX	21279		107	IFRX	21434
30	IFRX	21079		69	IFRX	21283		108	IFRX	21439
31	IFRX	21089		70	IFRX	21297		109	IFRX	21441
32	IFRX	21090		71	IFRX	21300		110	IFRX	21443
33	IFRX	21094		72	IFRX	21304		111	IFRX	21449
34	IFRX	21095		73	IFRX	21310		112	IFRX	21454
35	IFRX	21097		74	IFRX	21313		113	IFRX	21463
36	IFRX	21098		75	IFRX	21314		114	IFRX	21464
37	IFRX	21109		76	IFRX	21319		115	IFRX	21465
38	IFRX	21110		77	IFRX	21325		116	IFRX	21467
39	IFRX	21124		78	IFRX	21328		117	IFRX	21469

	Car Mark	Car Num
118	IFRX	21472
119	IFRX	21474
120	IFRX	21476
121	IFRX	21480
122	IFRX	21481
123	IFRX	21487
124	IFRX	21489
125	IFRX	21497
126	IFRX	21510
127	IFRX	21526
128	IFRX	21545
129	IFRX	21550
130	IFRX	21557
131	IFRX	21562
132	IFRX	21577
133	IFRX	21596
134	IFRX	21598
135	IFRX	21605
136	IFRX	21617
137	IFRX	21619
138	IFRX	21627
139	IFRX	70905
140	IFRX	70933
141	IFRX	70937
142	IFRX	70961
143	IFRX	70964
144	IFRX	70965
145	IFRX	70966
146	IFRX	70971
147	IFRX	70972
148	IFRX	70974
149	IFRX	323220
150	IFRX	353613

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