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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

July 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 1, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor:	Infinity Rail II, LLC 1355 Peachtree Street Suite 750 - South Tower Atlanta, GA 30309
Lessee:	Gerdau Ameristeel US, Inc. 5100 West Lemon Street Suite 312 Tampa, FL 33609

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

2 railcars: IFRX 1231 and IFRX 1297.

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 1, 2013 by Infinity Rail II, LLC, a Georgia limited liability company (the “**Lessor**”).

W I T N E S S E T H:

Lessor and Gerdau Ameristeel US, Inc. (the “**Lessee**”) are parties to that certain Master Lease Agreement, and that certain Schedule No. 1, each dated as of June 1, 2013 (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.

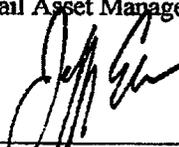
[signature page follows]

[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

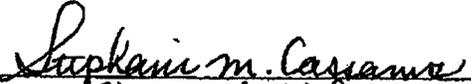
Executed on this 18th day of June, 2013

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

[Memorandum of Lease Agreement]

Exhibit A

IFRX 1231
IFRX 1297

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: 7/19/2013

Edward M Luria
Edward M. Luria