

RECORDATION NO. 27649-C FILED

NOV 20 '08 -9 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 20, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 20, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 27649.

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

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC as
Manager
1355 Peachtree Street
Suite 750, South Tower
Atlanta, GA 30309

Lessee: AK Steel Corporation
9227 Centre Point Drive
West Chester, OH 45069

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

75 flatcars: IFRX 3000 – IFRX 3074.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to AK Steel Corporation ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means (i) Schedule No. 1 dated as of January 28, 2008, between Infinity Rail, LLC ("IR"), as lessor, and AK Steel Corporation ("AK Steel") (which incorporates the provisions of the Master Lease Agreement dated that same date between the same parties), as amended by (ii) Amendment to Lease dated as of August 25, 2008 between IR as lessor and AK Steel as lessee.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)	AK Steel Corporation (Lessee)
c/o Infinity Asset Management, LLC as Manager	9227 Centre Point Drive
1355 Peachtree Street	West Chester, Ohio 45069
Suite 750 - South Tower	
Atlanta, Georgia 30309	

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

Executed as of 11/20, 2008.

INFINITY RAIL, LLC
 By Infinity Asset Management, LLC as Manager
 By: *Jeffrey E. Edelman*
 Jeffrey E. Edelman, President

Fulton County, Georgia

On November 18, 2008, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

Stephen Cassano
 Notary Public
 My commission expires:

[NOTARIAL SEAL]
 Notary Public, DeKalb County, Georgia
 My Commission Expires Aug. 2, 2009

Description of Railcars

Description of Cars:
125-ton bulkhead flatcars

Quantity:
seventy-five (75)

Reporting marks and identifying numbers:

Unit Count	Reporting Mark	Road Number	Unit Count	Reporting Mark	Road Number
1	IFRX	3000	41	IFRX	3040
2	IFRX	3001	42	IFRX	3041
3	IFRX	3002	43	IFRX	3042
4	IFRX	3003	44	IFRX	3043
5	IFRX	3004	45	IFRX	3044
6	IFRX	3005	46	IFRX	3045
7	IFRX	3006	47	IFRX	3046
8	IFRX	3007	48	IFRX	3047
9	IFRX	3008	49	IFRX	3048
10	IFRX	3009	50	IFRX	3049
11	IFRX	3010	51	IFRX	3050
12	IFRX	3011	52	IFRX	3051
13	IFRX	3012	53	IFRX	3052
14	IFRX	3013	54	IFRX	3053
15	IFRX	3014	55	IFRX	3054
16	IFRX	3015	56	IFRX	3055
17	IFRX	3016	57	IFRX	3056
18	IFRX	3017	58	IFRX	3057
19	IFRX	3018	59	IFRX	3058
20	IFRX	3019	60	IFRX	3059
21	IFRX	3020	61	IFRX	3060
22	IFRX	3021	62	IFRX	3061
23	IFRX	3022	63	IFRX	3062
24	IFRX	3023	64	IFRX	3063
25	IFRX	3024	65	IFRX	3064
26	IFRX	3025	66	IFRX	3065
27	IFRX	3026	67	IFRX	3066
28	IFRX	3027	68	IFRX	3067
29	IFRX	3028	69	IFRX	3068
30	IFRX	3029	70	IFRX	3069
31	IFRX	3030	71	IFRX	3070
32	IFRX	3031	72	IFRX	3071
33	IFRX	3032	73	IFRX	3072
34	IFRX	3033	74	IFRX	3073
35	IFRX	3034	75	IFRX	3074
36	IFRX	3035			
37	IFRX	3036			
38	IFRX	3037			
39	IFRX	3038			
40	IFRX	3039			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 11/20/08



Robert W. Alvord