

RECORDATION NO. 30452
FILED November 02, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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November 2, 2012

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 November 1, 2012, 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 document are:

Lessor: Infinity Rail, LLC
 1355 Peachtree Street
 Suite 750 - South Tower
 Atlanta, GA 30309

[Lessee: Mosaic Crop Nutrition, LLC
 3033 Campus Drive, Suite E490
 Plymouth, MN 55441]

Chief
Section of Administration
November 2, 2012
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A description of the railroad equipment covered by the enclosed document is:

112 covered hopper railcars: NAHX 15778, 15792, 53347, 63730 and 488653 within the series IFRX 11019 - IFRX 800172 as more particularly set forth in the attachment to the document.

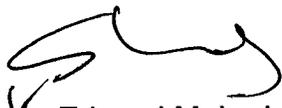
A short summary of the document to appear in the index is:

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,



Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of November 1, 2012 by Infinity Rail, LLC, a Georgia limited liability company (the "Lessor").

WITNESSETH:

Lessor and Mosaic Crop Nutrition, LLC, a Delaware limited liability company (the "Lessee") are parties to that certain Master Lease Agreement (the "Lease Agreement"), effective as of December 1, 2010, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Schedule incorporated therein.

Lessor and Lessee have executed Schedule No. 1 to Master Lease Agreement, dated as of December 1, 2010 whereby Lessor has agreed to lease to 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]

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, LLC

By Infinity Asset Management, LLC as Manager

By: *Jeffrey E. Edelman*
Jeffrey E. Edelman, President

Executed on this 1st day of November 2012

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 1st day of November 2012, before a Notary Public in and for said State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, that said instrument was signed on November 1, 2012 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.

Stephanie M. Cassamassino
Name:
Notary Public

My Commission Expires:



EXHIBIT A
EQUIPMENT

One hundred twelve (112) railcars (4750 cubic foot, 100-ton, 263 GRL covered hoppers with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

Count	Mark	Num	Count	Mark	Num	Count	Mark	Num
1	IFRX	11019	39	IFRX	63607	77	IFRX	485074
2	IFRX	12168	40	NAHX	63730	78	IFRX	485346
3	IFRX	15678	41	IFRX	64038	79	IFRX	485405
4	IFRX	15688	42	IFRX	64085	80	IFRX	486445
5	IFRX	15717	43	IFRX	64105	81	IFRX	487355
6	IFRX	15729	44	IFRX	64124	82	IFRX	487418
7	IFRX	15735	45	IFRX	475397	83	IFRX	487431
8	IFRX	15738	46	IFRX	477432	84	IFRX	487848
9	IFRX	15739	47	IFRX	477525	85	IFRX	487870
10	IFRX	15759	48	IFRX	477615	86	IFRX	487932
11	IFRX	15775	49	IFRX	477705	87	IFRX	487948
12	NAHX	15778	50	IFRX	477706	88	IFRX	488464
13	NAHX	15792	51	IFRX	477719	89	IFRX	488507
14	IFRX	15794	52	IFRX	477728	90	IFRX	488523
15	IFRX	15808	53	IFRX	477733	91	IFRX	488621
16	IFRX	15814	54	IFRX	477734	92	NAHX	488653
17	IFRX	50360	55	IFRX	477742	93	IFRX	488709
18	IFRX	53097	56	IFRX	477749	94	IFRX	490235
19	IFRX	53126	57	IFRX	477756	95	IFRX	490260
20	IFRX	53175	58	IFRX	477966	96	IFRX	490289
21	IFRX	53179	59	IFRX	478415	97	IFRX	800497
22	IFRX	53222	60	IFRX	478499	98	IFRX	800608
23	IFRX	53274	61	IFRX	479631	99	IFRX	52889
24	IFRX	53285	62	IFRX	479762	100	IFRX	53003
25	IFRX	53298	63	IFRX	480056	101	IFRX	53055
26	NAHX	53347	64	IFRX	480362	102	IFRX	53089
27	IFRX	53349	65	IFRX	481081	103	IFRX	53326
28	IFRX	53358	66	IFRX	481083	104	IFRX	64289
29	IFRX	53932	67	IFRX	481091	105	IFRX	65059
30	IFRX	54347	68	IFRX	482071	106	IFRX	172493
31	IFRX	54498	69	IFRX	482173	107	IFRX	480383
32	IFRX	55306	70	IFRX	482522	108	IFRX	480968
33	IFRX	56161	71	IFRX	482606	109	IFRX	481061
34	IFRX	56164	72	IFRX	483199	110	IFRX	481073
35	IFRX	56179	73	IFRX	483540	111	IFRX	800172
36	IFRX	57336	74	IFRX	484478	112	IFRX	485396
37	IFRX	57472	75	IFRX	484967			
38	IFRX	63470	76	IFRX	485068			

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: 11/2/12

Edward M Luria
Edward M. Luria