

RECORDATION NO. 30454
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: Berry Energy Services, Inc.
 310 Stiles Street
 Clarksburg, WV 26301]

Chief
Section of Administration
November 2, 2012
Page 2

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

12 covered hopper railcars: IFRX 16035, 16036, 70906, 70923, 70924, 70928, 70936, 70954, 70968, 70970, 357192 and 357231.

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 'Edward M. Luria', with a stylized flourish at the end.

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 Berry Energy Services, Inc., an Oklahoma corporation (the "Lessee") are parties to that certain Master Lease Agreement (the "Lease Agreement"), dated as of June 21, 2011, 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. 2 dated as of September __, 2011 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]

[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, LLC

By Infinity Asset Management, LLC as Manager

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

Executed on this ___ day of _____, 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. Casamassino
Name:
Notary Public
My Commission Expires

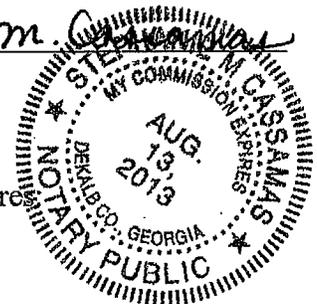


EXHIBIT A

EQUIPMENT

Twelve (12) railcars (100-ton, 263,000 gross rail loading, 4750 cubic foot covered hoppers with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

Count	Car Mark	Car Number
1	IFRX	16035
2	IFRX	16036
3	IFRX	70906
4	IFRX	70923
5	IFRX	70924
6	IFRX	70928
7	IFRX	70936
8	IFRX	70954
9	IFRX	70968
10	IFRX	70970
11	IFRX	357192
12	IFRX	357231

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