

RECORDATION NO. 30456
FILED November 02, 2012 09:00 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

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 name and address of the party to the enclosed document are:

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

[Lessee: CertainTeed Gypsum and Ceiling
Manufacturing, Inc.
4300 W Cypress Street # 500
Tampa, FL 33607]

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

22 flatcars within the series IFRX 164007 – IFRX 164097 as more particularly set forth in the attachment to the document.

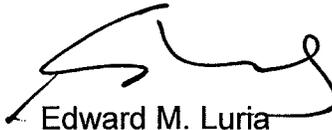
A short summary of the document to appear in the index is:

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 II, LLC, a Georgia limited liability company (the "Lessor").

WITNESSETH:

Lessor and CertainTeed Gypsum and Ceiling Manufacturing, Inc., a Delaware corporation (the "Lessee") are parties to that certain Master Lease Agreement (the "Lease Agreement"), dated as of December 2, 2008, 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, dated as of December 2, 2008 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 II, 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 II, 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. Cassano
Name:
Notary Public

My Commission Expires



EXHIBIT A

EQUIPMENT

Twenty two (22) railcars (65-foot bulkhead flatcars built by Pacific Car & Foundry in 1980, 60-foot, 6-inches between the bulkheads), bearing the following reporting marks and road numbers:

Unit #	Car Mark	Car Number
1	IFRX	164007
2	IFRX	164008
3	IFRX	164012
4	IFRX	164014
5	IFRX	164017
6	IFRX	164021
7	IFRX	164023
8	IFRX	164026
9	IFRX	164027
10	IFRX	164036
11	IFRX	164038
12	IFRX	164041
13	IFRX	164047
14	IFRX	164050
15	IFRX	164051
16	IFRX	164059
17	IFRX	164064
18	IFRX	164078
19	IFRX	164080
20	IFRX	164085
21	IFRX	164087
22	IFRX	164097

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