

RECORDATION NO. 30457
FILED November 02, 2012 09:00 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

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: Glass Mountain Pumice 2004, Inc.
 232 Pumice Plant Road
 Tulelake, CA 96134]

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

20 covered hopper railcars: IFRX 21007, 21011, 21014, 21032, 21036, 21063, 21119, 21167, 21221, 21303, 21312, 21333, 21336, 21392, 21410, 21420, 21429, 21431, 21455 and 21491.

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, cursive 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 November¹, 2012 by Infinity Rail II, LLC, a Georgia limited liability company (the "Lessor").

W I T N E S S E T H:

Lessor (as assignee of Infinity Rail, LLC) and Glass Mountain Pumice 2004, LLC, a California limited liability company (the "Lessee") are parties to that certain Lease Agreement (the "**Lease Agreement**"), dated 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 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 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 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. Casanova
Name: _____
Notary Public
My Commission Expires _____



EXHIBIT A

EQUIPMENT

Twenty (20) railcars (4750 cubic foot covered hoppers, 263 GWR, equipped with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

Unit #	Car Mark	Car Number
1	IFRX	21007
2	IFRX	21011
3	IFRX	21014
4	IFRX	21032
5	IFRX	21036
6	IFRX	21063
7	IFRX	21119
8	IFRX	21167
9	IFRX	21221
10	IFRX	21303
11	IFRX	21312
12	IFRX	21333
13	IFRX	21336
14	IFRX	21392
15	IFRX	21410
16	IFRX	21420
17	IFRX	21429
18	IFRX	21431
19	IFRX	21455
20	IFRX	21491

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