

RECORDATION NO. 30458  
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:	North American Salt Company 8900 College Blvd Overland Park KS 66210]

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

14 covered hopper railcars: IFRX 21100, 21203, 21220, 21228, 21273, 21305, 21402, 21405, 21408, 21442, 21473, 21483, 21486 and 21499.

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 North American Salt Company, a Delaware corporation (the "Lessee"), are parties to that certain lease agreement described below (the "Lease Agreement"), 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.

Description of Lease Agreement (IR II = Infinity Rail II, LLC, a Georgia limited liability company; NASC = North American Salt Company, a Delaware corporation):

- (i) Rider No. 3 between IR II as lessor and NASC as lessee, executed by IR II on 1/19/11 and by NASC on 1/18/11, which Rider No. 3 incorporates provisions of Car Service Contract No. 5052 dated July 10, 2003 that was originally entered into by GATX Financial Corporation ("GATX") and NASC (which Car Service Contract is to be construed for purposes of Rider No. 3 by treating IR II rather than GATX as the lessor party);
- (ii) Amendment ("Amendment to Rider No. 3 to Car Service Contract No. 5052") dated April 08, 2011 between IR II as lessor and NASC as lessee.

[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

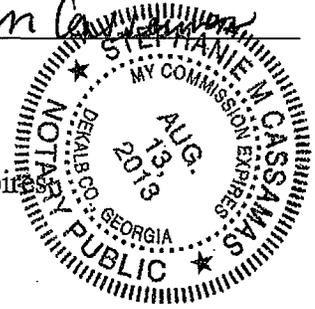
Executed on this 1<sup>st</sup> day of November, 2012

STATE OF GEORGIA        )  
  ) SS:  
COUNTY OF FULTON     )

On this, the 1<sup>st</sup> 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. Cassamas*  
Name:  
Notary Public  
My Commission Expires



## EXHIBIT A

### EQUIPMENT

Fourteen (14) 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	21100
2	IFRX	21203
3	IFRX	21220
4	IFRX	21228
5	IFRX	21273
6	IFRX	21305
7	IFRX	21402
8	IFRX	21405
9	IFRX	21408
10	IFRX	21442
11	IFRX	21473
12	IFRX	21483
13	IFRX	21486
14	IFRX	21499

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