

RECORDATION NO. 30459
FILED November 02, 2012 09:00 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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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 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:

13 covered hopper railcars: IFRX 21073, 21075, 21108, 21219, 21280, 21301, 21307, 21324, 21394, 21444, 21451, 21462 and 21466.

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

WITNESSETH:

Lessor 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]

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

Thirteen (13) 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	21073
2	IFRX	21075
3	IFRX	21108
4	IFRX	21219
5	IFRX	21280
6	IFRX	21301
7	IFRX	21307
8	IFRX	21324
9	IFRX	21394
10	IFRX	21444
11	IFRX	21451
12	IFRX	21462
13	IFRX	21466

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