

Chief
Section of Administration
November 2, 2012
Page 2

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

40 covered hopper railcars: IFRX 55548, IFRX 478531 and within the series IFRX 21010 – IFRX 21498 as more particularly set forth in the attachment to the document.

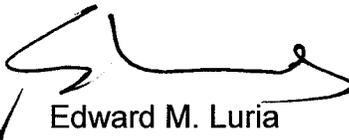
A short summary of the document to appear in the index is:

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

RECORDATION NO. 30460
FILED November 02, 2012 09:00 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of November 1, 2012 by Infinity Rail II, LLC, a Georgia limited liability company, as lessor and as agent/lessor for certain railroad cars owned by Infinity Rail, LLC (the "Lessor").

WITNESSETH:

Lessor and Graymont Western US, Inc., a Utah corporation (the "Lessee") are parties to that certain Master Lease Agreement (the "Lease Agreement"), dated as of March 3, 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. 1 to the Lease Agreement, dated as of March 3, 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.

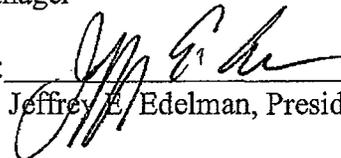
[signature page follows]

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, each of the undersigned have 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

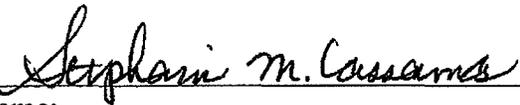
By: 
Jeffrey E. Edelman, President

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.


Name:
Notary Public

My Commission Expires:

EXHIBIT A
EQUIPMENT

Forty (40) 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 #	Owner
1	IFRX	21010	Infinity Rail II, LLC
2	IFRX	21013	Infinity Rail II, LLC
3	IFRX	21019	Infinity Rail II, LLC
4	IFRX	21021	Infinity Rail II, LLC
5	IFRX	21041	Infinity Rail II, LLC
6	IFRX	21052	Infinity Rail II, LLC
7	IFRX	21065	Infinity Rail II, LLC
8	IFRX	21080	Infinity Rail II, LLC
9	IFRX	21106	Infinity Rail II, LLC
10	IFRX	21115	Infinity Rail II, LLC
11	IFRX	21142	Infinity Rail II, LLC
12	IFRX	21143	Infinity Rail II, LLC
13	IFRX	21148	Infinity Rail II, LLC
14	IFRX	21173	Infinity Rail II, LLC
15	IFRX	21187	Infinity Rail II, LLC
16	IFRX	21188	Infinity Rail II, LLC
17	IFRX	21222	Infinity Rail II, LLC
18	IFRX	21226	Infinity Rail II, LLC
19	IFRX	21236	Infinity Rail II, LLC
20	IFRX	21248	Infinity Rail II, LLC
21	IFRX	21265	Infinity Rail II, LLC
22	IFRX	21302	Infinity Rail II, LLC
23	IFRX	21339	Infinity Rail II, LLC
24	IFRX	21340	Infinity Rail II, LLC
25	IFRX	21372	Infinity Rail II, LLC
26	IFRX	21378	Infinity Rail II, LLC
27	IFRX	21381	Infinity Rail II, LLC
28	IFRX	21388	Infinity Rail II, LLC
29	IFRX	21395	Infinity Rail II, LLC
30	IFRX	21398	Infinity Rail II, LLC
31	IFRX	21401	Infinity Rail II, LLC
32	IFRX	21411	Infinity Rail II, LLC
33	IFRX	21422	Infinity Rail II, LLC
34	IFRX	21433	Infinity Rail II, LLC
35	IFRX	21437	Infinity Rail II, LLC
36	IFRX	21459	Infinity Rail II, LLC
37	IFRX	21470	Infinity Rail II, LLC
38	IFRX	21498	Infinity Rail II, LLC

Unit #	Car Mark	Car #	Owner
39	IFRX	55548	Infinity Rail, LLC
40	IFRX	478531	Infinity Rail, LLC

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