

RECORDATION NO. 30461
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 October 31, 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: Berry Energy Services, Inc.
 310 Stiles Street
 Clarksburg, WV 26301]

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

30 covered hopper railcars: IFRX 354298 and within the series IFRX 21002 – IFRX 21576 as more particularly set forth in the attachment to the document.

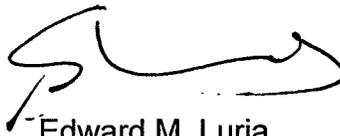
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to be 'Edward M. Luria', written in a cursive style.

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of October 31, 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 Berry Energy Services, Inc., an Oklahoma corporation (the "Lessee") are parties to that certain Master Lease Agreement (the "Lease Agreement"), dated as of June 21, 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 June 21, 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*
Jeffrey E. Edelman, President

Executed on this ____ day of _____, 2012

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 31st day of October 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 October 31, 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. ...
Name:
Notary Public

My Commission Expires:


EXHIBIT A

EQUIPMENT

Thirty (30) railcars (100-ton, 263 GRL, 4750 cubic foot covered hoppers with trough hatches and gravity gates), bearing the following reporting marks and road numbers:

Unit #	Car Mark	Car Number	Owner
1	IFRX	21513	Infinity Rail, LLC
2	IFRX	21576	Infinity Rail, LLC
3	IFRX	21512	Infinity Rail, LLC

Unit #	Car Mark	Car Number	Owner
4	IFRX	21484	Infinity Rail II, LLC
5	IFRX	21140	Infinity Rail II, LLC
6	IFRX	21482	Infinity Rail II, LLC
7	IFRX	21477	Infinity Rail II, LLC
8	IFRX	21450	Infinity Rail II, LLC
9	IFRX	21059	Infinity Rail II, LLC
10	IFRX	21037	Infinity Rail II, LLC
11	IFRX	21438	Infinity Rail II, LLC
12	IFRX	21448	Infinity Rail II, LLC
13	IFRX	21224	Infinity Rail II, LLC
14	IFRX	21096	Infinity Rail II, LLC
15	IFRX	21038	Infinity Rail II, LLC
16	IFRX	21027	Infinity Rail II, LLC
17	IFRX	21024	Infinity Rail II, LLC
18	IFRX	21002	Infinity Rail II, LLC
19	IFRX	21230	Infinity Rail II, LLC
20	IFRX	21085	Infinity Rail II, LLC
21	IFRX	21186	Infinity Rail II, LLC
22	IFRX	21418	Infinity Rail II, LLC
23	IFRX	21409	Infinity Rail II, LLC
24	IFRX	21227	Infinity Rail II, LLC
25	IFRX	21223	Infinity Rail II, LLC
26	IFRX	21330	Infinity Rail II, LLC
27	IFRX	21379	Infinity Rail II, LLC
28	IFRX	354298	Infinity Rail II, LLC
29	IFRX	21074	Infinity Rail II, LLC
30	IFRX	21020	Infinity Rail II, 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