

RECORDATION NO 30464
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SURFACE TRANSPORTATION BOARD

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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 5, 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 Transportation, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

[Lessee: Preferred Sands of Genoa, L.L.C.
34495 State Highway 22
Genoa, NE 68640]

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

50 covered hopper railcars: ITLX 441521, ITLX 441530, ITLX 441634 within the series ITFX 30151 – ITFX 30734 and ITFX 441506 – ITFX 441643 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

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of November 5, 2012 by Infinity Transportation, LLC, a Delaware limited liability company (the "Lessor").

W I T N E S S E T H:

Lessor is the lessor party to a lease to Preferred Sands of Genoa, LLC ("PSG") as lessee, pursuant to the following documents, which documents are described here as they appear on their face, it being understood that (a) the lessor party is Infinity Transportation, LLC ("IT"), IT having purchased the railcars and the lessor's interest in the Lease from the previous lessor party, General Electric Railcar Services Corporation ("GERSC"), and (b) the lessee party is now PSG, PSG having acquired the lessee's interest in the lease by assignment from the previous lessee party, Pioneer Natural Resources USA, Inc., which had acquired the lessee's interest by assignment from Harwest Industrial Minerals Corporation (also called Harwest Industrial Minerals Company):

- (i) Rider No. 1 dated July 19, 2006, between GERSC as lessor and Harwest Industrial Minerals Company as lessee;
- (ii) Car Leasing Agreement -97-0 (also marked "4796") dated as of October 10, 2006, between GERSC as lessor and Harwest Industrial Minerals Company as lessee;
- (iii) Assignment and Assumption Agreement dated as of December 21, 2007 between Harwest Industrial Minerals Corporation as assignor, Pioneer Natural Resources USA, Inc. as assignee, and GERSC as lessor;
- (iv) "Amendment No. 1 to Rider No. 1" dated as of December 27, 2007 between GERSC as lessor and Pioneer Natural Resources USA, Inc. as lessee;
- (v) "Amendment No. 2 to Rider No. 1" dated December 29, 2009 between GERSC as lessor and Pioneer Natural Resources USA, Inc. as lessee;
- (vi) Assignment and Assumption Agreement dated as of January 5, 2010 between Pioneer Natural Resources USA, Inc. as assignor, Preferred Rocks of Genoa, LLC as assignee, and GERSC as lessor.

Pursuant to that lease, 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]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

INFINITY TRANSPORTATION, LLC

By: *Jeffrey E. Edelman*
Jeffrey E. Edelman, President

Executed on this 5th day of November, 2012

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 5th day of November 2012, before a Notary Public in an for said State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Transportation, LLC, that said instrument was signed on November 5, 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. Samas
Name: _____
Notary Public
My Commission Expires _____



EXHIBIT A

Fifty (50) railcars (263 GWR, 3000 cubic foot covered hoppers), bearing the following reporting marks and road numbers:

Count	Mark	Num	Count	Mark	Num
1	ITFX	30151	26	ITFX	441574
2	ITFX	30175	27	ITFX	441576
3	ITFX	30197	28	ITFX	441581
4	ITFX	30198	29	ITFX	441582
5	ITFX	30230	30	ITFX	441585
6	ITFX	30309	31	ITFX	441595
7	ITFX	30320	32	ITFX	441599
8	ITFX	30368	33	ITFX	441603
9	ITFX	30710	34	ITFX	441606
10	ITFX	30714	35	ITFX	441607
11	ITFX	30719	36	ITFX	441612
12	ITFX	30723	37	ITFX	441615
13	ITFX	30724	38	ITFX	441616
14	ITFX	30726	39	ITFX	441622
15	ITFX	30734	40	ITFX	441624
16	ITFX	441506	41	ITFX	441625
17	ITLX	441521	42	ITFX	441627
18	ITFX	441522	43	ITFX	441632
19	ITLX	441530	44	ITLX	441634
20	ITFX	441553	45	ITFX	441635
21	ITFX	441557	46	ITFX	441637
22	ITFX	441559	47	ITFX	441638
23	ITFX	441565	48	ITFX	441640
24	ITFX	441566	49	ITFX	441642
25	ITFX	441570	50	ITFX	441643

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