RECORDATION NO 30466
FILED
November 2, 2012 04:00 PM
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: Pendleton Flour Mills, LLC
PO Box 400
Pendleton, OR 97801]

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

9 covered hopper railcars: ITFX 56251, ITFX 56566, TFX 56575, ITFX 56588, ITFX 56589, ITFX 56593, ITFX 56598, ITFX 56606 and ITFX 56607.

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 5, 2012 by Infinity Transportation, LLC, a Delaware limited liability company (the "**Lessor**").

W I T N E S S E T H:

Lessor (as assignee of The CIT Group/Equipment Financing, Inc.) and Pendleton Flour Mills, LLC (the "**Lessee**") are parties to that certain Master Railcar Lease (as may be amended, modified and assigned, the "**Lease Agreement**"), dated as of December 5, 2001, 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. 06 to Master Railcar Lease, dated as of September 28, 2010, and Amendment dated June 1, 2012, 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]

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, 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.

_____
Name:
Notary Public

My Commission Expires

STEPHANIE M. CASSAMAS
MY COMMISSION EXPIRES
AUG. 13, 2013
DEKALB CO., GEORGIA
NOTARY PUBLIC

EXHIBIT A

Nine (9) railcars (5650 cubic foot, 286 GRL pressure differential covered hoppers), bearing the following reporting marks and road numbers:

Unit #	Car Mark	Car Number
1	ITFX	56251
2	ITFX	56566
3	ITFX	56575
4	ITFX	56588
5	ITFX	56589
6	ITFX	56593
7	ITFX	56598
8	ITFX	56606
9	ITFX	56607

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