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ELIAS C. ALVORD (1942)
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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 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: Dakota Growers Pasta Company, Inc.
1 Pasta Ave.
Carrington, ND 58421]

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

23 covered hopper railcars: ITFX 56026, ITFX 56039, ITFX 56467, ITFX 56477, ITFX 56487, ITFX 56505, ITFX 56506, ITFX 56553, ITFX 56569, ITFX 56617, ITFX 56621, ITFX 450000, ITFX 450006, ITFX 450008, ITFX 450011, ITFX 450014, ITFX 450100, ITFX 450102, ITFX 450104, ITFX 450108, ITFX 450117, ITFX 450123 and ITFX 450126.

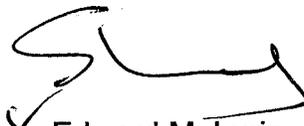
A short summary of the document to appear in the index is:

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").

WITNESSETH:

Lessor (as assignee of The CIT Group/Equipment Financing, Inc.) and Dakota Growers Pasta Company, Inc. (the "Lessee") are parties to that certain Master Railcar Lease (as may be amended, modified and assigned, the "**Lease Agreement**"), dated as of April 7, 2009, 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. 02 to Master Railcar Lease, dated as of April 10, 2009, as amended by that certain Amendment to Lease, dated as of April 27, 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, 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 _____, 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 Williams
Name: _____
Notary Public
My Commission Expires _____



EXHIBIT A

Twenty three (23) 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	56026
2	ITFX	56039
3	ITFX	56467
4	ITFX	56477
5	ITFX	56487
6	ITFX	56505
7	ITFX	56506
8	ITFX	56553
9	ITFX	56569
10	ITFX	56617
11	ITFX	56621
12	ITFX	450000
13	ITFX	450006
14	ITFX	450008
15	ITFX	450011
16	ITFX	450014
17	ITFX	450100
18	ITFX	450102
19	ITFX	450104
20	ITFX	450108
21	ITFX	450117
22	ITFX	450123
23	ITFX	450126

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