

November 2, 2012 04:00 PM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

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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: Norfolk Southern Railway Company
3 Commercial Place
Norfolk, VA 23510]

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

36 covered hopper railcars within the series NS 292064 – NS 292121 as more particularly set forth in the attachment to the document.

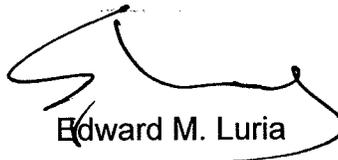
A short summary of the document to appear in the index is:

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").

WITNESSETH:

Lessor (as assignee of The CIT Group/Equipment Financing, Inc.) and Norfolk Southern Railway Company (the "Lessee") are parties to that certain Master Railcar Lease (as may be amended, modified and assigned, the "**Lease Agreement**"), dated as of October 8, 1998, 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 Full Service Schedule No. 17 to Master Railcar Lease, dated as of February 17, 2009, and effective as of January 1, 2009, as amended by Amendment #1 to Schedule No. 17, effective as of May 31, 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]

[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.

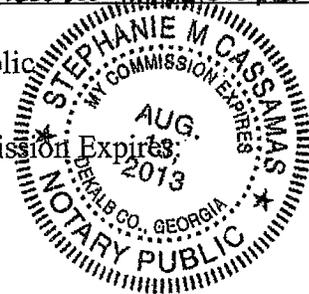
Stephanie M. Cassam
Name:
Notary Public
My Commission Expires: AUG. 2013


EXHIBIT A

Thirty-six (36) 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	292074
2	NS	292085
3	NS	292090
4	NS	292095
5	NS	292106
6	NS	292112
7	NS	292118
8	NS	292087
9	NS	292116
10	NS	292117
11	NS	292120
12	NS	292121
13	NS	292064
14	NS	292067
15	NS	292068
16	NS	292069
17	NS	292075
18	NS	292076

Unit #	Car Mark	Car Number
19	NS	292078
20	NS	292079
21	NS	292082
22	NS	292084
23	NS	292094
24	NS	292098
25	NS	292102
26	NS	292103
27	NS	292104
28	NS	292105
29	NS	292107
30	NS	292108
31	NS	292113
32	NS	292114
33	NS	292115
34	NS	292086
35	NS	292088
36	NS	292091

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