

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

55 railcars: GFSX 466043, 466111, 466151, 466167, IFRX 532 and within the series IFRX 253025 – IFRX 253337 and IFRX 466004 – IFRX 466253 (all IFRX cars previously marked GFSX).

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

Notice of Lease Amendment.

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 read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AMENDMENT

Memorandum of Lease Amendment dated as of ~~November~~ 2012 by Infinity Rail II, LLC, a Georgia limited liability company (the "Lessor").

WITNESSETH:

Lessor (as assignee of GATX Financial Corporation) and North American Salt Company (the "Lessee") are parties to that certain Revised Rider No. 1 dated July 10, 2003, which incorporates the provisions of the Car Service Contract (Revised Contract No. 5052), dated as of July 10, 2003, as amended by that certain Amendment to Lease (Rider 1) dated as of August 12, 2008 and as further amended by that certain Amendment #2 to Lease (Rider 1) dated as of June 21, 2011 (the "Lease Amendment"), whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars (as may be further amended, modified and assigned, the "Lease").

A Memorandum of Assignment of Lease between Lessor and GATX Financial Corporation was filed with the Surface Transportation Board on March 5, 2007 at 9:00 a.m. under Recordation Number 26836.

Pursuant to the Lease Amendment, the number of cars leased was reduced from sixty-three (63) to fifty-seven (57). In addition, there have also been two (2) casualty cars, bringing the total number of cars currently leased to fifty-five (55). In light of such changes and for clarification purposes, attached as Exhibit A hereto is the amended and restated listing of the fifty-five (55) cars currently subject to the Lease.

This Memorandum of Lease Amendment shall not impair any of the rights and obligations of the parties under the Lease.

[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 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 1st day of November 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 November 1, 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. Cassams
Name:

Notary Public

My Commission Expires



EXHIBIT A

EQUIPMENT

Fifty-five (55) railcars (gravity dump, trough-hatch 4,650 cu. ft. capacity covered hopper cars, 263,000 GRL), bearing the following reporting marks and road numbers:

Unit #	Car Mark	Car Number
1	GFSX	466167
2	GFSX	466151
3	GFSX	466111
4	GFSX	466043
5	IFRX	466192
6	IFRX	466042
7	IFRX	253126
8	IFRX	466106
9	IFRX	466253
10	IFRX	466246
11	IFRX	466208
12	IFRX	466180
13	IFRX	466172
14	IFRX	466171
15	IFRX	466165
16	IFRX	466149
17	IFRX	466134
18	IFRX	466128
19	IFRX	466108
20	IFRX	466099
21	IFRX	466095
22	IFRX	466092
23	IFRX	466085
24	IFRX	466081
25	IFRX	466064
26	IFRX	466055
27	IFRX	466054

Unit #	Car Mark	Car Number
28	IFRX	466049
29	IFRX	466031
30	IFRX	466029
31	IFRX	466025
32	IFRX	466010
33	IFRX	466009
34	IFRX	466004
35	IFRX	253337
36	IFRX	253335
37	IFRX	253301
38	IFRX	253300
39	IFRX	253292
40	IFRX	253281
41	IFRX	253233
42	IFRX	253232
43	IFRX	253214
44	IFRX	253213
45	IFRX	253207
46	IFRX	253178
47	IFRX	253171
48	IFRX	253137
49	IFRX	253112
50	IFRX	253109
51	IFRX	253100
52	IFRX	253066
53	IFRX	253034
54	IFRX	253025
55	IFRX	532

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