

November 2, 2012 04:00 PM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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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 secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 22405.

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: Grain Processing Corporation
 1600 Oregon Street
 Muscatine IA 52761]

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

50 covered hopper railcars within the series ITFX 56270 – ITFX 56445 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

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 Grain Processing Corporation (the "Lessee") are parties to that certain Master Railcar Service and Lease Agreement No. 0351831 (as may be amended, modified and assigned, the "Lease Agreement"), dated as of April 30, 1999, 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.

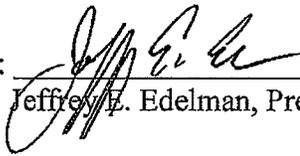
Lessor and Lessee have executed Schedule No. 001 to Master Railcar Service and Lease Agreement No. 0351831, dated April 30, 1999, as amended by that certain Amendment No. 0001 to Schedule No. 0001, dated April 7, 2006, as further amended by Amendment #2 to Lease, dated as of March 1, 2012, whereby Lessor 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]

[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

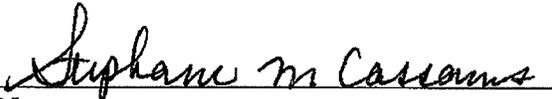
By: 
Jeffrey E. Edelman, President

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:

EXHIBIT A

Fifty (50) 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	56270
2	ITFX	56277
3	ITFX	56278
4	ITFX	56281
5	ITFX	56282
6	ITFX	56283
7	ITFX	56291
8	ITFX	56293
9	ITFX	56301
10	ITFX	56306
11	ITFX	56321
12	ITFX	56336
13	ITFX	56357
14	ITFX	56358
15	ITFX	56359
16	ITFX	56360
17	ITFX	56361
18	ITFX	56362
19	ITFX	56363
20	ITFX	56364
21	ITFX	56365
22	ITFX	56366
23	ITFX	56408
24	ITFX	56410
25	ITFX	56416

Unit #	Car Mark	Car Number
26	ITFX	56418
27	ITFX	56419
28	ITFX	56420
29	ITFX	56421
30	ITFX	56425
31	ITFX	56426
32	ITFX	56427
33	ITFX	56428
34	ITFX	56429
35	ITFX	56430
36	ITFX	56431
37	ITFX	56432
38	ITFX	56433
39	ITFX	56434
40	ITFX	56435
41	ITFX	56436
42	ITFX	56437
43	ITFX	56438
44	ITFX	56439
45	ITFX	56440
46	ITFX	56441
47	ITFX	56442
48	ITFX	56443
49	ITFX	56444
50	ITFX	56445

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