RECORDATION NO 30455 FILD
November 02, 2012 09:00 AM
SURFACE TRANSPORTATION BOARD

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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 1, 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 Rail II, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

[Lessee: Mosaic Crop Nutrition, LLC
3033 Campus Drive, Suite E490
Plymouth, MN 55441]

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

49 covered hopper railcars: PLCX 12024, TRNX 500694 and IFRX 11027, 12161, 20000, 25616, 30106, 46980, 53047, 53892, 53900, 54464, 56025, 57390, 65402, 465916, 475694, 476260, 477752, 480413, 480987, 480993, 481243, 482176, 487377, 487852, 488169, 488437, 488629, 488659, 488704, 490221, 490272, 490303, 500058, 500081, 500512, 500561, 510604, 511658, 752978, 800377, 800500, 800575, 800585, 800644, 800657, 890590 and 890639.

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 1, 2012 by Infinity Rail II, LLC, a Georgia limited liability company (the "**Lessor**").

W I T N E S S E T H:

Lessor and Mosaic Crop Nutrition, LLC, a Delaware limited liability company (the "**Lessee**") are parties to that certain Master Lease Agreement (the "**Lease Agreement**"), effective as of December 1, 2010, 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. 1 to Master Lease Agreement, dated as of December 1, 2010 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 RAIL II, LLC**
By Infinity Asset Management, LLC as Manager

By: _____
Jeffrey E. Edelman, President

Executed on this 1st day of November, 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. Cassama
Name:
Notary Public

My Commission Expires:

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

## EXHIBIT A

## EQUIPMENT

Forty nine (49) railcars (C113 4750 cubic foot covered hoppers, 263 GRL), bearing the following reporting marks and road numbers:

| Unit # | Car Mark | Car Number |
|---|---|---|
| 1 | IFRX | 11027 |
| 2 | PLCX | 12024 |
| 3 | IFRX | 12161 |
| 4 | IFBX | 20000 |
| 5 | IFRX | 25616 |
| 6 | IFRX | 30106 |
| 7 | IFRX | 46980 |
| 8 | IFRX | 53047 |
| 9 | IFRX | 53892 |
| 10 | IFRX | 53900 |
| 11 | IFRX | 54464 |
| 12 | IFRX | 56025 |
| 13 | IFRX | 57390 |
| 14 | IFRX | 65402 |
| 15 | IFRX | 465916 |
| 16 | IFRX | 475694 |
| 17 | IFRX | 476260 |
| 18 | IFRX | 477752 |
| 19 | IFRX | 480413 |
| 20 | IFRX | 480987 |
| 21 | IFRX | 480993 |
| 22 | IFRX | 481243 |
| 23 | IFRX | 482176 |
| 24 | IFRX | 487377 |

| Unit # | Car Mark | Car Number |
|---|---|---|
| 25 | IFRX | 487852 |
| 26 | IFRX | 488169 |
| 27 | IFRX | 488437 |
| 28 | IFRX | 488629 |
| 29 | IFRX | 488659 |
| 30 | IFRX | 488704 |
| 31 | IFRX | 490221 |
| 32 | IFRX | 490272 |
| 33 | IFRX | 490303 |
| 34 | IFRX | 500058 |
| 35 | IFRX | 500081 |
| 36 | IFRX | 500512 |
| 37 | IFRX | 500561 |
| 38 | TRNX | 500694 |
| 39 | IFRX | 510604 |
| 40 | IFRX | 511658 |
| 41 | IFRX | 752978 |
| 42 | IFRX | 800377 |
| 43 | IFRX | 800500 |
| 44 | IFRX | 800575 |
| 45 | IFRX | 800585 |
| 46 | IFRX | 800644 |
| 47 | IFRX | 800657 |
| 48 | IFRX | 890590 |
| 49 | IFRX | 890639 |

## 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