

RECORDATION NO 30787 FILED  
June 19, 2013 01:00 PM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

June 19, 2013

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 September 30, 2007, 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 is:

Lessor:                   Infinity Rail II, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

[Lessee:                   US Silica Company  
8490 Progress Drive # 300  
Frederick, MD 21701]

Section Chief  
June 19, 2013  
Page 2

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

2 covered hopper railcars: IFRX 350943 and IFRX 350972.

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 effective as of September 30, 2007 by Infinity Rail II, LLC, a Georgia limited liability company (the “Lessor”).

W I T N E S S E T H:

Lessor and US Silica Company (the “Lessee”) are parties to that certain Lease Agreement, dated as of September 30, 2007 (as may be amended, modified, supplemented and assigned, the “Lease”), whereby Lessor has agreed to lease to the 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.

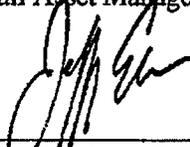
[signature page follows]

[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 RAIL II, LLC

By: Infinity Rail Asset Management, LLC,  
as Manager

By:   
Name: Jeffrey E. Edelman  
Title: President

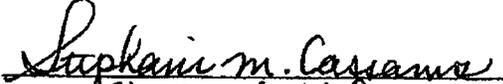
Executed on this 18<sup>th</sup> day of June, 2013

STATE OF GEORGIA     )  
  ) SS:  
COUNTY OF FULTON    )

On this, the 18<sup>th</sup> day of June, 2013, before a Notary Public in and for said County and State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Rail Asset Management, LLC, the Manger of Infinity Rail II, LLC, that said instrument was signed on June 18, 2013 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: Stephanie M. Cassamas  
Notary Public

My Commission Expires: 08/13/2013  
Residing in DeKalb Co, Georgia

**Exhibit A**

**Cars**

Description of Cars:

100-ton, 2940 cubic foot, 2 compartment covered hoppers

Quantity (number of Cars):

Two (2)

Reporting marks and road numbers:

	<b>Car Mark</b>	<b>Car Num</b>
1	IFRX	350943
2	IFRX	350972

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: 6/19/13

Edward M Luria  
Edward M. Luria