

RECORDATION NO. 29791-B FILED

OCT 18 '11 -4 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

EL AS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 18, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W
Washington, D.C 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) are two (2) copies of a Memorandum of Agreement, dated as of October 18, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 29791

The names and addresses of the parties to the enclosed document are:

Lender	Wells Fargo Equipment Finance, Inc. 733 Marquette Avenue So., Suite 700, Minneapolis MN 55402
Borrower	Infinity Transportation, LLC 1355 Peachtree Street Suite 750, South Tower Atlanta, GA 30309

Ms. Cynthia T. Brown
Chief of the Section of Administration
October 18, 2011
Page 2

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

76 covered hopper cars within the series TODX 400 – TODX 498 as more
particularly set forth in the equipment schedule attached to the document

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

Memorandum of Agreement

Also enclosed is a check in the amount of \$41.00 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 checkmark below the first part of the signature.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF AGREEMENT

dated as of October 18, 2011

between

**INFINITY TRANSPORTATION, LLC,
as Borrower,**

and

**WELLS FARGO EQUIPMENT FINANCE, INC.,
as Lender**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on October 18, 2011 at ~~4:00~~ p.m.**

RECORDATION NO. 29791-B FILED

OCT 18 '11 4 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AGREEMENT

dated as of October 18, 2011

between

**INFINITY TRANSPORTATION, LLC,
as Borrower,**

and

**WELLS FARGO EQUIPMENT FINANCE, INC.,
as Lender**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on October 18, 2011 at 4:00 p.m.**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Agreement to be executed, under seal, as of the date first above written

WELLS FARGO EQUIPMENT FINANCE, INC

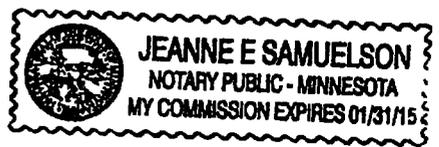
By *Jacqueline P. Barragan*
Name Jacqueline P. Barragan
Title: Vice President
Loan Administration Manager

STATE OF MINN)
COUNTY OF Hennepin) ss

On this 13th day of October, 2011, before me appeared Jacqueline Barragan, the person who signed this instrument, who acknowledged that (s)he is the VP Loan Admin Mgr of WELLS FARGO EQUIPMENT FINANCE, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Jeanne E Samuelson
Notary Public

My commission expires:
January 31, 2015



INFINITY TRANSPORTATION, LLC

By: *Jeffrey E. Edelman*
Name Jeffrey E. Edelman
Title President

STATE OF GA)
COUNTY OF Fulton) ss.

On this 13 day of October, 2011, before me appeared Jeffrey E Edelman, the person who signed this instrument, who acknowledged that he is the President of INFINITY TRANSPORTATION, LLC and that, being duly authorized, he signed such instrument as a free act on behalf of said limited liability company.

Sarah Wilde
Notary Public

My commission expires:

August 12, 2013



**EXHIBIT NO. 1
TO MEMORANDUM OF AGREEMENT**

DESCRIPTION OF RAILCARS

Seventy-six (76), 4000 c f capacity covered hoppers bearing TODX reporting marks and the following car numbers

400	435	469
401	436	470
402	437	471
403	438	472
407	439	473
408	440	474
410	441	475
411	442	476
414	443	478
415	444	479
416	447	480
417	449	481
418	450	482
419	451	483
421	452	485
422	453	486
424	455	487
425	456	489
427	457	490
428	458	491
429	461	492
430	462	493
431	463	497
432	464	498
433	466	
434	467	

DESCRIPTION OF LEASE.

The following documents, which documents are described here as they appear on their face, it being understood that the lessor party is now Infinity Transportation, LLC rather than The David J Joseph Company

Railroad Equipment Lease dated April 5, 2011, between The David J Joseph Company, as lessor, and Franklin Industries Inc , as lessee

Lease Guaranty Agreement dated April 18, 2011, executed by Lhoist North America, Inc , as guarantor, in favor of The David J Joseph Company

Acceptance Certificate dated June 30, 2011, executed by Franklin Industries Inc

Notice and Acknowledgement dated June 23, 2011, executed by The David J Joseph Company,

Franklin Industnes Inc. (6/24/2011), and Lhoist North Amenca, Inc (6/24/2011)

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 10/18/11

Edward M Luria
Edward M Luria