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ELIAS C. ALVORD (1942)
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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 2, 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 Transportation, LLC
 1355 Peachtree Street
 Suite 750 - South Tower
 Atlanta, GA 30309

[Lessee: Berry Energy Services, Inc.
 310 Stiles Street
 Clarksburg, WV 26301]

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

37 covered hopper railcars within the series ITFX 30054 – ITFX 30736 and ITFX 441511 – ITFX 441641 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 'Edward M. Luria', with a stylized, cursive flourish.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of November 2, 2012 by Infinity Transportation, LLC, a Delaware limited liability company (the "Lessor").

W I T N E S S E T H:

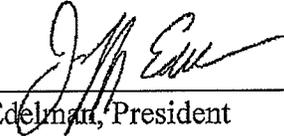
Lessor (as assignee of Infinity Rail II, LLC) and Berry Energy Services, Inc. (the "Lessee") are parties to that certain Master Lease Agreement (as may be amended, modified and assigned, the "Lease Agreement"), dated as of June 21, 2011, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Schedule incorporated therein.

Lessor and Lessee have executed Schedule No. 3 to Master Lease Agreement, dated as of October 29, 2011 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 TRANSPORTATION, LLC

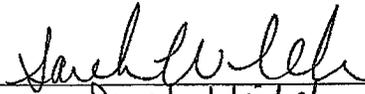
By: 
Jeffrey E. Edelman, President

Executed on this 2 day of November, 2012

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 2 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 2, 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: Sarah Wilder
Notary Public

My Commission Expires:

EXHIBIT A

Thirty-seven (37) railcars (263 GWR. 3000 cubic foot covered hoppers), bearing the following reporting marks and road numbers:

Unit #	Car Mark	Car Number
1	ITFX	30733
2	ITFX	30735
3	ITFX	30736
4	ITFX	441511
5	ITFX	441514
6	ITFX	441532
7	ITFX	441549
8	ITFX	441552
9	ITFX	441563
10	ITFX	441564
11	ITFX	441577
12	ITFX	441578
13	ITFX	441586
14	ITFX	441587
15	ITFX	441602
16	ITFX	441604
17	ITFX	441610
18	ITFX	441618

Unit #	Car Mark	Car Number
19	ITFX	30196
20	ITFX	30105
21	ITFX	441628
22	ITFX	441629
23	ITFX	30232
24	ITFX	441556
25	ITFX	441568
26	ITFX	441580
27	ITFX	441620
28	ITFX	441626
29	ITFX	30190
30	ITLX	441641
31	ITFX	30054
32	ITFX	30059
33	ITFX	30110
34	ITFX	30313
35	ITFX	30318
36	ITFX	30341
37	ITFX	30722

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