

November 2, 2012 04:00 PM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD
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

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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: Frac Tech Services, LLC
16858 Interstate 20
Cisco, TX 76437]

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

50 covered hopper railcars: ITFX 2425 - ITFX 2474.

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 flourish at the end.

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 Midwest Railcar Corporation) and Frac Tech Services, LLC (the "Lessee") are parties to that certain Master Railcar Lease Agreement (as may be amended, modified and assigned, the "Lease Agreement"), dated as of September 23, 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 #4 to Master Railcar Lease Agreement, dated as of October 21, 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]

[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*
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.



Sarah Wilde
Name: Sarah Wilde
Notary Public
My Commission Expires: 8/12/13

EXHIBIT A

Fifty (50) railcars (3,250 cubic foot, 286 GRL, 100-ton covered hoppers), bearing the following reporting marks and road numbers:

Unit #	Car Mark	Car Number
1	FTIX	2425
2	FTIX	2426
3	FTIX	2427
4	FTIX	2428*
5	FTIX	2429*
6	FTIX	2430
7	FTIX	2431
8	FTIX	2432
9	FTIX	2433
10	FTIX	2434
11	FTIX	2435
12	FTIX	2436*
13	FTIX	2437
14	FTIX	2438*
15	FTIX	2439
16	FTIX	2440
17	FTIX	2441
18	FTIX	2442*
19	FTIX	2443
20	FTIX	2444*
21	FTIX	2445*
22	FTIX	2446*
23	FTIX	2447
24	FTIX	2448*
25	FTIX	2449*

Unit #	Car Mark	Car Number
26	FTIX	2450*
27	FTIX	2451
28	FTIX	2452
29	FTIX	2453
30	FTIX	2454
31	FTIX	2455
32	FTIX	2456
33	FTIX	2457
34	FTIX	2458
35	FTIX	2459
36	FTIX	2460
37	FTIX	2461
38	FTIX	2462
39	FTIX	2463
40	FTIX	2464
41	FTIX	2465
42	FTIX	2466
43	FTIX	2467
44	FTIX	2468
45	FTIX	2469
46	FTIX	2470
47	FTIX	2471
48	FTIX	2472
49	FTIX	2473
50	FTIX	2474

* Lessee states: The units of Equipment are currently in storage at Doyline, LA on the EACH Railroad. On October 17, 2012, Lessee received notice from EACH that an explosion had occurred near the yard in Doyline causing damage to railcars. Eleven (11) of those damaged railcars are units of Equipment that are subject to the Lease; specifically, the cars marked with an asterisk in the table above (that is, FTIX 2428, 2429, 2436, 2438, 2442, 2444, 2445, 2446, 2448, 2449, and 2450). Lessee is trying to determine the full extent of the damage but believes that three or four of those 11 cars may be a total loss. A claim has been filed with the responsible party's insurance carrier. Lessee has also notified Lessee's insurance carrier.

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