

FEB 09 '07 -3 00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

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

February 9, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of February 7, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number \_\_\_\_\_.

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

Debtor/Assignor: Infinity Rail, LLC  
c/o Infinity Asset Management, LLC (as  
Manager)  
817 West Peachtree Street, Suite M110  
Atlanta, Georgia 30308

Secured Party/  
Assignee: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, New York 10036

Mr. Vernon A. Williams  
February 9, 2007  
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A description of the railroad equipment covered by the enclosed document is:

Lease covering 37 wood chip hopper cars within the series IFRX 867038 – IFRX 867597 (formerly within the series ICG 867038 – ICG 867597) as more particularly set forth in the schedule attached to the document.

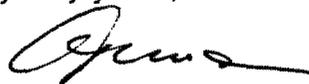
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$34.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF SECURITY AGREEMENT

1. Pursuant to the Security Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("IR"), has granted to The CIT Group/Equipment Financing, Inc. ("CIT"), as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease identified on the schedule attached hereto, which lease relates to the railroad equipment identified on that schedule. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT, as amended to date.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Debtor / Assignor)  
1355 Peachtree Street  
Suite 750, South Tower  
Atlanta, Georgia 30309

The CIT Group/Equipment Financing, Inc. (Secured Party / Assignee)  
505 Fifth Avenue  
New York, New York 10017  
Attention: Rail Resources, Vice President – Credit

3. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

RECORDATION NO. 26798-B FILED

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of February 7, 2007.

INFINITY RAIL, LLC  
By Infinity Asset Management, LLC as Manager

By: *Jeffrey E. Edelman*  
Jeffrey E. Edelman, Vice President

State of Georgia        )  
                                  ) ss:  
County of Fulton        )

On February 7, 2007, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

*Stephanie Casanova*  
Notary Public  
My commission expires:

[NOTARIAL SEAL]  
Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stiglich  
Name: CATHERINE STIGLICH  
Title: VICE PRESIDENT

State of New York )  
County of New York ) ss:

On 2/8, 2007, personally appeared before me Catherine Stiglich, to me personally known, who being by me duly sworn, said that he is a Vice President of The CIT Group/Equipment Financing, Inc., that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of such corporation.

Richard D'Annunzio  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

RICHARD D'ANNUNZIO  
Notary Public, State of New York  
No. 43-4693159  
Qualified in Richmond County  
Commission Expires March 30, 20 07

**Items relating to 37 wood chip hopper cars leased to ABC Coke Division of Drummond Company, Inc.:**  
**List of reporting marks and identifying numbers:]**

Unit Count	Former Mark	Former Number		Current Mark	Current Number
1	ICG	867038		IFRX	867038
2	ICG	867059		IFRX	867059
3	ICG	867067		IFRX	867067
4	ICG	867082		IFRX	867082
5	ICG	867108		IFRX	867108
6	ICG	867113		IFRX	867113
7	ICG	867120		IFRX	867120
8	ICG	867152		IFRX	867152
9	ICG	867166		IFRX	867166
10	ICG	867174		IFRX	867174
11	ICG	867183		IFRX	867183
12	ICG	867184		IFRX	867184
13	ICG	867214		IFRX	867214
14	ICG	867220		IFRX	867220
15	ICG	867224		IFRX	867224
16	ICG	867243		IFRX	867243
17	ICG	867246		IFRX	867246
18	ICG	867259		IFRX	867259
19	ICG	867263		IFRX	867263
20	ICG	867287		IFRX	867287
21	ICG	867288		IFRX	867288
22	ICG	867292		IFRX	867292
23	ICG	867307		IFRX	867307
24	ICG	867315		IFRX	867315
25	ICG	867317		IFRX	867317
26	ICG	867335		IFRX	867335
27	ICG	867346		IFRX	867346
28	ICG	867356		IFRX	867356
29	ICG	867380		IFRX	867380
30	ICG	867437		IFRX	867437
31	ICG	867482		IFRX	867482
32	ICG	867494		IFRX	867494
33	ICG	867502		IFRX	867502
34	ICG	867517		IFRX	867517
35	ICG	867529		IFRX	867529
36	ICG	867571		IFRX	867571
37	ICG	867597		IFRX	867597

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

2/9/07



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Robert W. Alvord