

RECORDATION NO. 26894-B FILED

MAR 30 '07 -3 00 PM

SURFACE TRANSPORTATION BOARD

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

March 30, 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 March 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement being filed with the Board under Recordation Number 26894.

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

Secured Party/ Assignee:	The CIT Group/Equipment Financing,, Inc. 505 Fifth Avenue New York, New York 10017
Debtor/Assignor:	Infinity Rail II, LLC 1355 Peachtree Street Suite 750, South Tower Atlanta, Georgia 30309

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

Lease covering 20 covered hopper cars within the series DMLX 10000 - DMLX 10033 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 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1 Pursuant to the Security Agreement identified below, Infinity Rail II, LLC, a Georgia limited liability company ("IR II"), has granted to The CIT Group/Equipment Financing, Inc. ("CIT"), as security for certain obligations of IR II to CIT, a security interest in all of IR II'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 29, 2006, between IR II and CIT, as amended to date.

2. The addresses of the parties are as follows:

Infinity Rail II, 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]

Schedule

Items relating to 20 cars leased to ADM Transportation Company:

Acquisition Agreement:

Purchase Agreement dated on or about March 30, 2007, between General Electric Railcar Services Corporation as seller and Infinity Rail II, LLC as buyer

Lease Agreement: the following documents, together with any and all exhibits, schedules, amendments, addenda, supplements, instruments, guarantees, and other agreements related thereto:

Rider No. 81 dated January 2, 2007, between General Electric Railcar Services Corporation ("GE Railcar") as lessor and ADM Transportation Company ("ADMTC") as lessee (which Rider incorporates the provisions of the Car Leasing Agreement 0502-05 dated April 6, 1998, between GE Railcar as lessor and ADMTC as lessee, as amended by Amendment No. 1 dated February 25, 2000)

Description of Cars:
covered hopper cars, gravity outlet gates, 4,650 cu.ft. capacity

Quantity:
twenty (20)

Reporting marks and identifying numbers:
as listed on the following page of this Schedule

**Items relating to 20 cars leased to ADM Transportation Company:
List of reporting marks and identifying numbers:**

Unit	Car	Car
Count	Mark	Number
1	DMLX	10000
2	DMLX	10002
3	DMLX	10003
4	DMLX	10008
5	DMLX	10009
6	DMLX	10011
7	DMLX	10014
8	DMLX	10016
9	DMLX	10018
10	DMLX	10019
11	DMLX	10020
12	DMLX	10021
13	DMLX	10023
14	DMLX	10024
15	DMLX	10025
16	DMLX	10026
17	DMLX	10028
18	DMLX	10030
19	DMLX	10032
20	DMLX	10033

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: 3/30/07



Robert W. Alvord