

RECORDATION NO. 27818-B FILED

FEB 20 '09

4-30 PM

ALVORD AND ALVORD
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

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

February 20, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 19, 2009, 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 27818.

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

Debtor/Assignor: Infinity Rail II, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

Anne K. Quinlan, Esquire
February 20, 2009
Page 2

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

Lease covering 175 open top hopper railcars within the series IFRX 3601 - IFRX 4200 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 \$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 "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

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) 30 South Wacker, Suite 3000 Chicago, Illinois 60606 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.

Executed as of February 19, 2009.

INFINITY RAIL, LLC By Infinity Asset Management, LLC as Manager By: <u>Jeffrey E. Edelman</u> Jeffrey E. Edelman, President	THE CIT GROUP/EQUIPMENT FINANCING, INC. By: _____ Name: _____ Title: _____
State of Georgia; County of Fulton On <u>February 19</u> , 2009, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is 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. <u>Stephanie Cassamas</u> Notary Public My commission expires: _____ Notary Public, DeKalb County, Georgia My Commission Expires Aug. 2, 2009 [NOTARIAL SEAL]	State of _____; County of _____ On _____, 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, said that he is _____ 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. _____ Notary Public My commission expires: _____ [NOTARIAL SEAL]

MEMORANDUM OF SECURITY AGREEMENT

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.

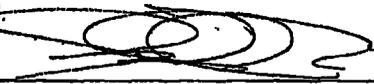
2. The addresses of the parties are as follows:

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) 30 South Wacker, Suite 3000 Chicago, Illinois 60606 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.

Executed as of Feb 20, 2009.

INFINITY RAIL, LLC By Infinity Asset Management, LLC as Manager By: _____ Jeffrey E. Edelman, President	THE CIT GROUP/EQUIPMENT FINANCING, INC.  By: _____ Name: Richard A. Rossi Title: Senior Director
State of Georgia; County of Fulton On _____, 2009, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is 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. _____ Notary Public My commission expires: [NOTARIAL SEAL]	State of <u>Illinois</u> ; County of <u>Cook</u> On <u>February 12</u> , 2009, before me personally appeared Richard A. Rossi, to me personally known, who being by me duly sworn, said that he is Senior Director 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.  _____ Notary Public My commission expires: [NOTARIAL SEAL] <div data-bbox="1006 1596 1331 1738" style="border: 2px dashed black; padding: 5px; display: inline-block;"> OFFICIAL SEAL RACHEL MOTON NOTARY PUBLIC - STATE OF ILLINOIS MY COMMISSION EXPIRES: 02/08/12 </div>

Schedule

Items relating to 175 railcars leased to ABC Coke Division of Drummond Company, Inc.

Acquisition Agreement:

Purchase and Sale Agreement dated as of February 20, 2008 among (i) U.S. Bank National Association, not in its individual capacity, but solely as successor owner trustee under that certain Trust Agreement dated as of July 1, 1991 (the "Trust Agreement") between The Connecticut National Bank and Chase Manhattan Service Corporation (U.S. Bank National Association, as seller, (ii) Infinity Rail II, LLC, as buyer, and (iii) Manufacturers Hanover Leasing International Corp., as owner participant.

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

Lease Agreement dated June 25, 2008, between Infinity Rail II, LLC, as lessor, and ABC Coke Division of Drummond Company, Inc., as lessee.

Description of Cars:

used open top hopper railcars (4000 cubic foot)

Quantity:

one hundred seventy five (175)

Reporting marks and identifying numbers:

as listed on the following page(s) of this Schedule.

Description of Railcars

Description of Cars:

used open top hopper railcars (4000 cubic foot)

Quantity:

one hundred seventy-five (175)

Reporting marks and identifying numbers:

Unit Count	Former Mark	Former Number	Current Mark	Current Number	Unit Count	Former Mark	Former Number	Current Mark	Current Number
1	AEPX	2601	IFRX	3601	51	AEPX	2790	IFRX	3790
2	AEPX	2639	IFRX	3607	52	AEPX	2792	IFRX	3792
3	AEPX	2694	IFRX	3610	53	AEPX	2801	IFRX	3801
4	AEPX	2613	IFRX	3613	54	AEPX	2805	IFRX	3805
5	AEPX	2924	IFRX	3616	55	AEPX	2806	IFRX	3806
6	AEPX	3012	IFRX	3617	56	AEPX	2808	IFRX	3808
7	AEPX	3084	IFRX	3618	57	AEPX	2810	IFRX	3810
8	AEPX	2620	IFRX	3620	58	AEPX	2811	IFRX	3811
9	AEPX	2628	IFRX	3628	59	AEPX	2812	IFRX	3812
10	AEPX	2634	IFRX	3634	60	AEPX	2821	IFRX	3821
11	AEPX	2639	IFRX	3639	61	AEPX	2822	IFRX	3822
12	AEPX	2644	IFRX	3644	62	AEPX	2827	IFRX	3827
13	AEPX	2645	IFRX	3645	63	AEPX	2829	IFRX	3829
14	AEPX	2647	IFRX	3647	64	AEPX	2839	IFRX	3839
15	AEPX	2648	IFRX	3648	65	AEPX	2842	IFRX	3842
16	AEPX	2651	IFRX	3651	66	AEPX	2847	IFRX	3847
17	AEPX	2652	IFRX	3652	67	AEPX	2851	IFRX	3851
18	AEPX	2655	IFRX	3655	68	AEPX	2853	IFRX	3853
19	AEPX	2663	IFRX	3663	69	AEPX	2854	IFRX	3854
20	AEPX	2667	IFRX	3667	70	AEPX	2856	IFRX	3856
21	AEPX	2673	IFRX	3673	71	AEPX	2857	IFRX	3857
22	AEPX	2674	IFRX	3674	72	AEPX	2858	IFRX	3858
23	AEPX	2677	IFRX	3677	73	AEPX	2859	IFRX	3859
24	AEPX	2680	IFRX	3680	74	AEPX	2860	IFRX	3860
25	AEPX	2685	IFRX	3685	75	AEPX	2866	IFRX	3866
26	AEPX	2686	IFRX	3686	76	AEPX	2868	IFRX	3868
27	AEPX	2690	IFRX	3690	77	AEPX	2869	IFRX	3869
28	AEPX	2692	IFRX	3692	78	AEPX	2880	IFRX	3880
29	AEPX	2693	IFRX	3693	79	AEPX	2887	IFRX	3887
30	AEPX	2694	IFRX	3694	80	AEPX	2890	IFRX	3890
31	AEPX	2698	IFRX	3698	81	AEPX	2891	IFRX	3891
32	AEPX	2699	IFRX	3699	82	AEPX	2894	IFRX	3894
33	AEPX	2700	IFRX	3700	83	AEPX	2897	IFRX	3897
34	AEPX	2707	IFRX	3707	84	AEPX	2898	IFRX	3898
35	AEPX	2710	IFRX	3710	85	AEPX	2901	IFRX	3901
36	AEPX	2713	IFRX	3713	86	AEPX	2912	IFRX	3912
37	AEPX	2715	IFRX	3715	87	AEPX	2914	IFRX	3914
38	AEPX	2721	IFRX	3721	88	AEPX	2920	IFRX	3920
39	AEPX	2727	IFRX	3727	89	AEPX	2922	IFRX	3922
40	AEPX	2729	IFRX	3729	90	AEPX	2924	IFRX	3924
41	AEPX	2742	IFRX	3742	91	AEPX	2925	IFRX	3925
42	AEPX	2744	IFRX	3744	92	AEPX	2928	IFRX	3928
43	AEPX	2745	IFRX	3745	93	AEPX	2929	IFRX	3929
44	AEPX	2751	IFRX	3751	94	AEPX	2931	IFRX	3931
45	AEPX	2757	IFRX	3757	95	AEPX	2933	IFRX	3933
46	AEPX	2767	IFRX	3767	96	AEPX	2934	IFRX	3934
47	AEPX	2768	IFRX	3768	97	AEPX	2938	IFRX	3938
48	AEPX	2771	IFRX	3771	98	AEPX	2941	IFRX	3941
49	AEPX	2775	IFRX	3775	99	AEPX	2950	IFRX	3950
50	AEPX	2777	IFRX	3777	100	AEPX	2951	IFRX	3951

Unit Count	Former Mark	Former Number	Current Mark	Current Number	Unit Count	Former Mark	Former Number	Current Mark	Current Number
101	AEPX	2955	IFRX	3955	151	AEPX	3129	IFRX	4129
102	AEPX	2959	IFRX	3959	152	AEPX	3132	IFRX	4132
103	AEPX	2961	IFRX	3961	153	AEPX	3134	IFRX	4134
104	AEPX	2962	IFRX	3962	154	AEPX	3139	IFRX	4139
105	AEPX	2967	IFRX	3967	155	AEPX	3144	IFRX	4144
106	AEPX	2973	IFRX	3973	156	AEPX	3145	IFRX	4145
107	AEPX	2980	IFRX	3980	157	AEPX	3148	IFRX	4148
108	AEPX	2989	IFRX	3989	158	AEPX	3151	IFRX	4151
109	AEPX	2993	IFRX	3993	159	AEPX	3154	IFRX	4154
110	AEPX	2994	IFRX	3994	160	AEPX	3156	IFRX	4156
111	AEPX	2998	IFRX	3998	161	AEPX	3157	IFRX	4157
112	AEPX	2999	IFRX	3999	162	AEPX	3159	IFRX	4159
113	AEPX	3000	IFRX	4000	163	AEPX	3166	IFRX	4166
114	AEPX	3001	IFRX	4001	164	AEPX	3167	IFRX	4167
115	AEPX	3003	IFRX	4003	165	AEPX	3169	IFRX	4169
116	AEPX	3004	IFRX	4004	166	AEPX	3171	IFRX	4171
117	AEPX	3012	IFRX	4012	167	AEPX	3172	IFRX	4172
118	AEPX	3024	IFRX	4024	168	AEPX	3173	IFRX	4173
119	AEPX	3026	IFRX	4026	169	AEPX	3176	IFRX	4176
120	AEPX	3027	IFRX	4027	170	AEPX	3179	IFRX	4179
121	AEPX	3028	IFRX	4028	171	AEPX	3189	IFRX	4189
122	AEPX	3031	IFRX	4031	172	AEPX	3191	IFRX	4191
123	AEPX	3032	IFRX	4032	173	AEPX	3194	IFRX	4194
124	AEPX	3043	IFRX	4043	174	AEPX	3198	IFRX	4198
125	AEPX	3044	IFRX	4044	175	AEPX	3200	IFRX	4200
126	AEPX	3046	IFRX	4046					
127	AEPX	3047	IFRX	4047					
128	AEPX	3053	IFRX	4053					
129	AEPX	3064	IFRX	4064					
130	AEPX	3082	IFRX	4082					
131	AEPX	3084	IFRX	4084					
132	AEPX	3086	IFRX	4086					
133	AEPX	3091	IFRX	4091					
134	AEPX	3092	IFRX	4092					
135	AEPX	3095	IFRX	4095					
136	AEPX	3098	IFRX	4098					
137	AEPX	3099	IFRX	4099					
138	AEPX	3101	IFRX	4101					
139	AEPX	3103	IFRX	4103					
140	AEPX	3104	IFRX	4104					
141	AEPX	3105	IFRX	4105					
142	AEPX	3106	IFRX	4106					
143	AEPX	3109	IFRX	4109					
144	AEPX	3113	IFRX	4113					
145	AEPX	3114	IFRX	4114					
146	AEPX	3117	IFRX	4117					
147	AEPX	3124	IFRX	4124					
148	AEPX	3125	IFRX	4125					
149	AEPX	3127	IFRX	4127					
150	AEPX	3128	IFRX	4128					