

RECORDATION NO. 26629-C FILED

JUN 01 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

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June 1, 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 Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26629-A. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

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

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

70 gondola railcars: BPPX 2755 - BPPX 2824.

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

Memorandum of Amendment to 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,



Robert W. Alvord

RWA/sem
Enclosures

JUN 01 '09 -8 00 AM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated October 18, 2006, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail II, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on October 19, 2006 and given recordation number 26629-A (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to 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 certain railroad equipment identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 29, 2006, between IR and CIT.

3. The Security Agreement has been updated to provide the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.

4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement 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]

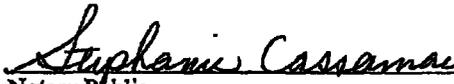
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey 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 II, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.


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: [Signature]
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Signature]
Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Off Lease	N/A	Gondola	BPPX	2755	BPPX	2755	J300
Off Lease	N/A	Gondola	BPPX	2756	BPPX	2756	J300
Off Lease	N/A	Gondola	BPPX	2757	BPPX	2757	J300
Off Lease	N/A	Gondola	BPPX	2758	BPPX	2758	J300
Off Lease	N/A	Gondola	BPPX	2759	BPPX	2759	J300
Off Lease	N/A	Gondola	BPPX	2760	BPPX	2760	J300
Off Lease	N/A	Gondola	BPPX	2761	BPPX	2761	J300
Off Lease	N/A	Gondola	BPPX	2762	BPPX	2762	J300
Off Lease	N/A	Gondola	BPPX	2763	BPPX	2763	J300
Off Lease	N/A	Gondola	BPPX	2764	BPPX	2764	J300
Off Lease	N/A	Gondola	BPPX	2765	BPPX	2765	J300
Off Lease	N/A	Gondola	BPPX	2766	BPPX	2766	J300
Off Lease	N/A	Gondola	BPPX	2767	BPPX	2767	J300
Off Lease	N/A	Gondola	BPPX	2768	BPPX	2768	J300
Off Lease	N/A	Gondola	BPPX	2769	BPPX	2769	J300
Off Lease	N/A	Gondola	BPPX	2770	BPPX	2770	J300
Off Lease	N/A	Gondola	BPPX	2771	BPPX	2771	J300
Off Lease	N/A	Gondola	BPPX	2772	BPPX	2772	J300
Off Lease	N/A	Gondola	BPPX	2773	BPPX	2773	J300
Off Lease	N/A	Gondola	BPPX	2774	BPPX	2774	J300
Off Lease	N/A	Gondola	BPPX	2775	BPPX	2775	J300
Off Lease	N/A	Gondola	BPPX	2776	BPPX	2776	J300
Off Lease	N/A	Gondola	BPPX	2777	BPPX	2777	J300
Off Lease	N/A	Gondola	BPPX	2778	BPPX	2778	J300
Off Lease	N/A	Gondola	BPPX	2779	BPPX	2779	J300
Off Lease	N/A	Gondola	BPPX	2780	BPPX	2780	J300
Off Lease	N/A	Gondola	BPPX	2781	BPPX	2781	J300
Off Lease	N/A	Gondola	BPPX	2782	BPPX	2782	J300
Off Lease	N/A	Gondola	BPPX	2783	BPPX	2783	J300
Off Lease	N/A	Gondola	BPPX	2784	BPPX	2784	J300
Off Lease	N/A	Gondola	BPPX	2785	BPPX	2785	J300
Off Lease	N/A	Gondola	BPPX	2786	BPPX	2786	J300
Off Lease	N/A	Gondola	BPPX	2787	BPPX	2787	J300
Off Lease	N/A	Gondola	BPPX	2788	BPPX	2788	J300
Off Lease	N/A	Gondola	BPPX	2789	BPPX	2789	J300
Off Lease	N/A	Gondola	BPPX	2790	BPPX	2790	J300
Off Lease	N/A	Gondola	BPPX	2791	BPPX	2791	J300
Off Lease	N/A	Gondola	BPPX	2792	BPPX	2792	J300
Off Lease	N/A	Gondola	BPPX	2793	BPPX	2793	J300
Off Lease	N/A	Gondola	BPPX	2794	BPPX	2794	J300
Off Lease	N/A	Gondola	BPPX	2795	BPPX	2795	J300
Off Lease	N/A	Gondola	BPPX	2796	BPPX	2796	J300
Off Lease	N/A	Gondola	BPPX	2797	BPPX	2797	J300

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Off Lease	N/A	Gondola	BPPX	2798	BPPX	2798	J300
Off Lease	N/A	Gondola	BPPX	2799	BPPX	2799	J300
Off Lease	N/A	Gondola	BPPX	2800	BPPX	2800	J300
Off Lease	N/A	Gondola	BPPX	2801	BPPX	2801	J300
Off Lease	N/A	Gondola	BPPX	2802	BPPX	2802	J300
Off Lease	N/A	Gondola	BPPX	2803	BPPX	2803	J300
Off Lease	N/A	Gondola	BPPX	2804	BPPX	2804	J300
Off Lease	N/A	Gondola	BPPX	2805	BPPX	2805	J300
Off Lease	N/A	Gondola	BPPX	2806	BPPX	2806	J300
Off Lease	N/A	Gondola	BPPX	2807	BPPX	2807	J300
Off Lease	N/A	Gondola	BPPX	2808	BPPX	2808	J300
Off Lease	N/A	Gondola	BPPX	2809	BPPX	2809	J300
Off Lease	N/A	Gondola	BPPX	2810	BPPX	2810	J300
Off Lease	N/A	Gondola	BPPX	2811	BPPX	2811	J300
Off Lease	N/A	Gondola	BPPX	2812	BPPX	2812	J300
Off Lease	N/A	Gondola	BPPX	2813	BPPX	2813	J300
Off Lease	N/A	Gondola	BPPX	2814	BPPX	2814	J300
Off Lease	N/A	Gondola	BPPX	2815	BPPX	2815	J300
Off Lease	N/A	Gondola	BPPX	2816	BPPX	2816	J300
Off Lease	N/A	Gondola	BPPX	2817	BPPX	2817	J300
Off Lease	N/A	Gondola	BPPX	2818	BPPX	2818	J300
Off Lease	N/A	Gondola	BPPX	2819	BPPX	2819	J300
Off Lease	N/A	Gondola	BPPX	2820	BPPX	2820	J300
Off Lease	N/A	Gondola	BPPX	2821	BPPX	2821	J300
Off Lease	N/A	Gondola	BPPX	2822	BPPX	2822	J300
Off Lease	N/A	Gondola	BPPX	2823	BPPX	2823	J300
Off Lease	N/A	Gondola	BPPX	2824	BPPX	2824	J300

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: 6/1/09



Robert W. Alvord