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June 1, 2009

RECORDATION NO. 26730-C FILED

JUN 01 '09 - 8 0 0 AM

SURFACE TRANSPORTATION BOARD

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 26730-B. 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:

Lease covering 40 gondola cars within the series ATW 2113 - ATW 2120 and ATW 148500 - ATW 148611 (previously marked within the series DLRX 2113 - DLRX 2120 and ITLX 148500 - ITLX 148611) 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 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
Enclos

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated December 22, 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 December 19, 2006 and given recordation number 26730-B (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 the lease of certain railroad equipment each 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 a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

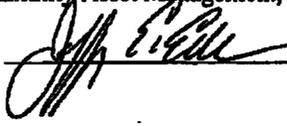
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall 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.

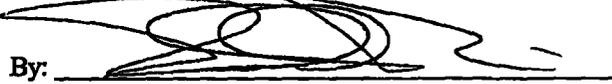


Notary Public
My commission expires:

[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: 
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.


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
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	DLRX	2113	ATW	2113	G516
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	DLRX	2114	ATW	2114	G516
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	DLRX	2117	ATW	2117	G516
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	DLRX	2120	ATW	2120	G516
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148500	ATW	148500	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148501	ATW	148501	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148502	ATW	148502	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148503	ATW	148503	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148504	ATW	148504	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148505	ATW	148505	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148506	ATW	148506	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148507	ATW	148507	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148508	ATW	148508	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148509	ATW	148509	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148510	ATW	148510	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148511	ATW	148511	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148512	ATW	148512	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148513	ATW	148513	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148514	ATW	148514	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148515	ATW	148515	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148516	ATW	148516	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148517	ATW	148517	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148518	ATW	148518	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148519	ATW	148519	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148520	ATW	148520	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148521	ATW	148521	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148522	ATW	148522	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148523	ATW	148523	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148524	ATW	148524	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148525	ATW	148525	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148526	ATW	148526	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148527	ATW	148527	E530
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148600	ATW	148600	E534
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148601	ATW	148601	E534
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148602	ATW	148602	E534
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148603	ATW	148603	E534
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148604	ATW	148604	E534
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148605	ATW	148605	E534
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148609	ATW	148609	E534
Lake State & Saginaw Bay Sou. Rwy Co. April 1, 2009		Gondola	ITLX	148611	ATW	148611	E534

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