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OF COUNSEL  
URBAN A LESTER

RECORDATION NO.

27470-D  
FILED

June 1, 2009

JUN 01 '09 -8 0 0 AM

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

**SURFACE TRANSPORTATION BOARD**

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 27470-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 14 covered hopper railcars within the series IFRX 46130 - IFRX 800518 and NAHX 55502 - NAHX 800577 (previously bearing NAHX reporting marks) 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 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

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**MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD**

1. A Memorandum of Security Agreement, dated April 22, 2008, 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 April 22, 2008 and given recordation number 27470-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.

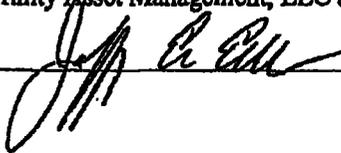
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

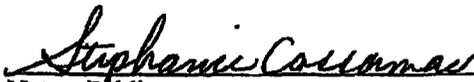
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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.

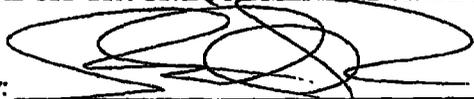
  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

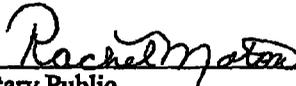
[Execution continued on next page; remainder of this page intentionally left blank]

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**

<b>Customer Name</b>	<b>Start Date</b>	<b>Car Type</b>	<b>Original Mark</b>	<b>Original Number</b>	<b>Current Mark</b>	<b>Current Number</b>	<b>AAR Code</b>
ConAgra Food Ingredients Company, Inc	October 1, 2006	Covered Hopper	NAHX	53642	IFRX	53642	C113
ConAgra Food Ingredients Company, Inc	October 1, 2006	Covered Hopper	NAHX	800056	IFRX	800056	C113
ConAgra Food Ingredients Company, Inc	October 1, 2006	Covered Hopper	NAHX	56048	IFRX	56048	C113
ConAgra Food Ingredients Company, Inc	October 1, 2006	Covered Hopper	NAHX	489331	IFRX	489331	C113
Off Lease	N/A	Covered Hopper	NAHX	46130	IFRX	46130	C113
Off Lease	N/A	Covered Hopper	NAHX	49485	IFRX	49485	C113
Off Lease	N/A	Covered Hopper	NAHX	800478	IFRX	800478	C113
Off Lease	N/A	Covered Hopper	NAHX	800518	IFRX	800518	C113
Off Lease	N/A	Covered Hopper	NAHX	55502	NAHX	55502	C113
Off Lease	N/A	Covered Hopper	NAHX	55236	IFRX	55236	C113
Off Lease	N/A	Covered Hopper	NAHX	56045	IFRX	56045	C113
Off Lease	N/A	Covered Hopper	NAHX	800399	IFRX	800399	C113
Off Lease	N/A	Covered Hopper	NAHX	56028	NAHX	56028	C113
Off Lease	N/A	Covered Hopper	NAHX	800577	NAHX	800577	C113

**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