

RECORDATION NO. 20216-F

JUN 04 '09 3:00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 4, 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 20216-D. 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 51 covered covered hoppers have been remarked within the series IFRX 153001 - IFRX 153166 (previously within the series MBLX 53001 - MBLX 53166) 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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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated June 7, 2005, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on June 8, 2005 and given recordation number 20216-D (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 7, 2005, 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.

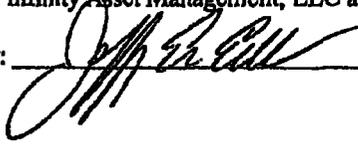
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

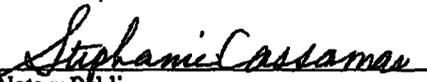
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia)
) ss:
County of Fulton)

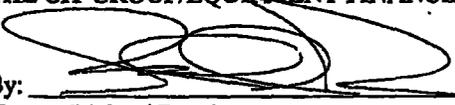
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority 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

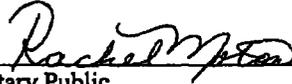
[Execution continued on next page; remainder of this page intentionally left blank]

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	Intermediate Mark	Intermediate Number	Current Mark	Current Number	CAR Code
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53003			IFRX	153003	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53012			IFRX	153012	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53014			IFRX	153014	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53078			IFRX	153078	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53085			IFRX	153085	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53099			IFRX	153099	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53102			IFRX	153102	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53105			IFRX	153105	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53110			IFRX	153110	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53128			IFRX	153128	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53130			IFRX	153130	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53131			IFRX	153131	C214
Commercial Metals	12/1/2006	Jumbo Covered Hopper	MBLX	53156			IFRX	153156	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53004	IFRX	153004	ATW	153004	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53083	IFRX	153083	ATW	153083	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53112	IFRX	153112	ATW	153112	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53113			IFRX	153113	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53116			IFRX	153116	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53117			IFRX	153117	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53119	IFRX	153119	ATW	153119	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53120			IFRX	153120	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53121			IFRX	153121	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53122			IFRX	153122	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53123			IFRX	153123	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53125			IFRX	153125	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53135	IFRX	53135	ATW	153135	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53139			IFRX	153139	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53161			IFRX	153161	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53163			IFRX	153163	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53164			IFRX	153164	C214
Off Lease	#N/A	Jumbo Covered Hopper	MBLX	53166			IFRX	153166	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53001			IFRX	153001	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53002			IFRX	153002	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53005			IFRX	153005	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53011			IFRX	153011	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53013			IFRX	153013	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53016			IFRX	153016	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53018			IFRX	153018	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53019			IFRX	153019	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53020			IFRX	153020	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53086			IFRX	153086	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53087			IFRX	153087	C214

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	AAR Code
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53088			IFRX	153088	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53097			IFRX	153097	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53098			IFRX	153098	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53104			IFRX	153104	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53109			IFRX	153109	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53111			IFRX	153111	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53129			IFRX	153129	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53132			IFRX	153132	C214
Pavestone Company	12/1/2006	Jumbo Covered Hopper	MBLX	53134			IFRX	153134	C214

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: 6/4/09



Robert W. Alvord