

RECORDATION NO. 22758-F FILED

JUN 04 '09 -3 00 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

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 22758-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, 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  
June 4, 2009  
Page 2

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

Lease covering 74 covered hoppers have been re-marked within the series IFRX 70903 - IFRX 70972 (previously marked DJTX) and DJTX 70900 - DJTX 70974 (previously marked ENDX 49600 - ENDX 49719).

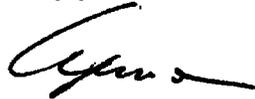
A short summary of the document to appear in the index is:

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

JUN 04 '09 -3 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated June 22, 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 23, 2005 and given recordation number 22758-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]

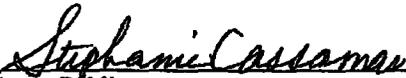
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia        )  
                                  ) ss:  
County of Fulton        )

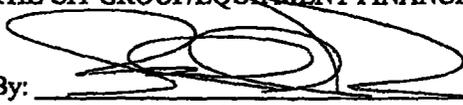
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority 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, District County, Georgia  
My Commission Expires Aug. 2, 2009

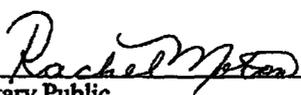
[Execution continued on next page; remainder of this page intentionally left blank]

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	APR Code
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70903	IFRX	70903	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70905	IFRX	70905	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70909	IFRX	70909	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70911	IFRX	70911	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70912	IFRX	70912	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70913	IFRX	70913	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70915	IFRX	70915	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70916	IFRX	70916	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70917	IFRX	70917	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70929	IFRX	70929	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70930	IFRX	70930	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70931	IFRX	70931	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70934	IFRX	70934	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70935	IFRX	70935	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70940	IFRX	70940	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70941	IFRX	70941	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70947	IFRX	70947	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70949	IFRX	70949	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70952	IFRX	70952	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70955	IFRX	70955	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70956	IFRX	70956	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70957	IFRX	70957	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70964	IFRX	70964	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70971	IFRX	70971	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	DJTX	70972	IFRX	70972	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49600	DJTX	70900	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49602	DJTX	70965	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49605	DJTX	70936	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49608	DJTX	70901	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49609	DJTX	70966	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49612	DJTX	70958	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49614	DJTX	70902	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49615	DJTX	70959	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49616	DJTX	70967	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49621	DJTX	70960	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49626	DJTX	70968	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49627	DJTX	70904	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49635	DJTX	70961	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49639	DJTX	70969	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49641	DJTX	70962	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49643	DJTX	70937	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49644	DJTX	70906	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49647	DJTX	70963	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49649	DJTX	70970	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49650	DJTX	70938	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	VAR Code
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49651	DJTX	70908	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49652	DJTX	70939	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49657	DJTX	70973	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49658	DJTX	70974	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49659	DJTX	70910	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49667	DJTX	70942	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49672	DJTX	70943	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49673	DJTX	70944	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49676	DJTX	70914	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49679	DJTX	70945	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49680	DJTX	70946	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49686	DJTX	70918	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49689	DJTX	70926	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49691	DJTX	70927	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49692	DJTX	70919	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49693	DJTX	70920	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49694	DJTX	70948	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49696	DJTX	70921	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49699	DJTX	70932	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49701	DJTX	70950	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49702	DJTX	70922	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49703	DJTX	70928	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49706	DJTX	70951	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49710	DJTX	70923	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49714	DJTX	70953	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49716	DJTX	70924	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49717	DJTX	70925	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49718	DJTX	70933	C113
Chemical Lime Company of Arizona	7/1/2004	Covered Hopper	ENDX	49719	DJTX	70954	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: \_\_\_\_\_

6/4/09



\_\_\_\_\_  
Robert W. Alvord