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OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 24637-61

JUN 04 '09 -3 0 0 PM

**SURFACE TRANSPORTATION BOARD**

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 24637-E. 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

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

Lease covering 30 flatcars: HCRY 70000 - HCRY 70028 and HCRY 70029 (formerly DWC 605068).

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 June 8, 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 24637-E (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

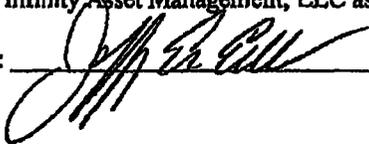
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

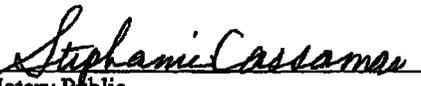
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

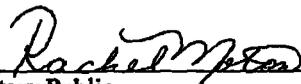
[Execution continued on next page; remainder of this page intentionally left blank]

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	AAR Code
Domtar Incorporated	November 1, 2007	Flatcar	DWC	605068			HCRY	70029	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70000			HCRY	70000	F251
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70001			HCRY	70001	F251
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70002			HCRY	70002	F251
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70003			HCRY	70003	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70004			HCRY	70004	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70005			HCRY	70005	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70006			HCRY	70006	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70007			HCRY	70007	F251
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70008			HCRY	70008	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70009			HCRY	70009	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70010			HCRY	70010	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70011			HCRY	70011	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70012			HCRY	70012	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70013			HCRY	70013	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70014			HCRY	70014	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70015			HCRY	70015	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70016			HCRY	70016	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70017			HCRY	70017	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70018			HCRY	70018	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70019			HCRY	70019	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70020			HCRY	70020	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70021			HCRY	70021	F251
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70022			HCRY	70022	F251
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70023			HCRY	70023	F251
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70024			HCRY	70024	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70025			HCRY	70025	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70026			HCRY	70026	F241
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70027			HCRY	70027	F251
Domtar Incorporated	November 1, 2007	Flatcar	HCRY	70028			HCRY	70028	F241

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: 6/14/09



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Robert W. Alvord