

RECORDATION NO. 25618-D FILED

JUN 04 '09 -3 C 0 PM

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SURFACE TRANSPORTATION BOARD

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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 25618-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, 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:

23 gondola railcars within the series AMGX 2504 - AMGX 2527 as more particularly set forth in the attachment 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
Enclosures

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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 25618-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 certain railroad equipment 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 the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.

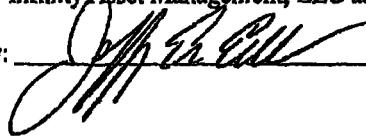
4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference 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	Guarantee Mark	Guarantee Number	AVAX Code
AMG Resources	February 1, 2005	Gondola	BCLR	3001			AMGX	2517	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3002			AMGX	2518	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3003			AMGX	2519	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3004			AMGX	2520	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3005			AMGX	2521	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3006			AMGX	2522	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3007			AMGX	2523	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3008			AMGX	2524	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3016			AMGX	2525	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3028			AMGX	2526	E530
AMG Resources	February 1, 2005	Gondola	BCLR	3029			AMGX	2527	E530
AMG Resources	February 1, 2005	Gondola	GSOR	2003			AMGX	2504	G516
AMG Resources	February 1, 2005	Gondola	GSOR	2015			AMGX	2511	G516
AMG Resources	February 1, 2005	Gondola	INRD	2011			AMGX	2507	G516
AMG Resources	February 1, 2005	Gondola	INRD	2014			AMGX	2510	G516
AMG Resources	February 1, 2005	Gondola	INRD	2040			AMGX	2512	G516
AMG Resources	February 1, 2005	Gondola	INRD	2044			AMGX	2513	G516
AMG Resources	February 1, 2005	Gondola	INRD	2045			AMGX	2514	G516
AMG Resources	February 1, 2005	Gondola	RJCM	2004			AMGX	2505	G516
AMG Resources	February 1, 2005	Gondola	RJCM	2008			AMGX	2506	G516
AMG Resources	February 1, 2005	Gondola	RJCM	2012			AMGX	2508	G516
AMG Resources	February 1, 2005	Gondola	RJCM	2013			AMGX	2509	G516
AMG Resources	February 1, 2005	Gondola	RJCM	12037			AMGX	2516	G516

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



Robert W. Alvord