

RECORDATION NO. **25643-E** FILED

JUN 04 '09 - 3 0 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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 25643-C. 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
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A description of the railroad equipment covered by the enclosed document is:

Lease covering 105 covered hoppers have been re-marked within the series IFRX 46113 - IFRX 801268 (previously bearing NAHX reporting marks) 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclos

JUN 04 '09 -3 0 0 PM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

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 25643-C (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]

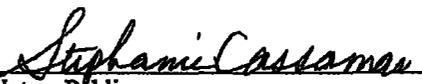
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

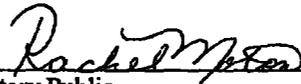
[Execution continued on next page; remainder of this page intentionally left blank]

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	Current Mark	Current Number	AP Code
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46113	IFRX	46113	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46276	IFRX	46276	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46284	IFRX	46284	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46285	IFRX	46285	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46727	IFRX	46727	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46746	IFRX	46746	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46750	IFRX	46750	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46780	IFRX	46780	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	46962	IFRX	46962	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	52965	IFRX	52965	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	52999	IFRX	52999	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53547	IFRX	53547	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53553	IFRX	53553	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53565	IFRX	53565	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53581	IFRX	53581	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53584	IFRX	53584	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53593	IFRX	53593	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53658	IFRX	53658	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53764	IFRX	53764	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53818	IFRX	53818	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53839	IFRX	53839	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	53962	IFRX	53962	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	54101	IFRX	54101	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	54162	IFRX	54162	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	54407	IFRX	54407	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	54409	IFRX	54409	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	54425	IFRX	54425	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	54426	IFRX	54426	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55251	IFRX	55251	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55272	IFRX	55272	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55324	IFRX	55324	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55404	IFRX	55404	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55456	IFRX	55456	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55465	IFRX	55465	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55490	IFRX	55490	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55499	IFRX	55499	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55543	IFRX	55543	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55544	IFRX	55544	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55548	IFRX	55548	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55557	IFRX	55557	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55566	IFRX	55566	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55596	IFRX	55596	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	55637	IFRX	55637	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	56148	IFRX	56148	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	56237	IFRX	56237	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	56238	IFRX	56238	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Old Mark	Old Number	Alt Code
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	56247	IFRX	56247	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	56274	IFRX	56274	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	56280	IFRX	56280	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	56286	IFRX	56286	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	56713	IFRX	56713	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	57346	IFRX	57346	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	57351	IFRX	57351	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475037	IFRX	475037	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475109	IFRX	475109	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475124	IFRX	475124	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475142	IFRX	475142	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475143	IFRX	475143	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475147	IFRX	475147	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475148	IFRX	475148	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475154	IFRX	475154	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475162	IFRX	475162	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475208	IFRX	475208	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475209	IFRX	475209	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475249	IFRX	475249	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475348	IFRX	475348	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475375	IFRX	475375	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475459	IFRX	475459	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475707	IFRX	475707	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475733	IFRX	475733	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475745	IFRX	475745	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475856	IFRX	475856	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475857	IFRX	475857	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475858	IFRX	475858	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	475881	IFRX	475881	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476023	IFRX	476023	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476109	IFRX	476109	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476111	IFRX	476111	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476190	IFRX	476190	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476215	IFRX	476215	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476225	IFRX	476225	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476362	IFRX	476362	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476367	IFRX	476367	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476377	IFRX	476377	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	476378	IFRX	476378	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	477226	IFRX	477226	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	477227	IFRX	477227	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	478428	IFRX	478428	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	478457	IFRX	478457	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	478462	IFRX	478462	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	478522	IFRX	478522	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	478524	IFRX	478524	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	478527	IFRX	478527	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	478528	IFRX	478528	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	478531	IFRX	478531	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	479044	IFRX	479044	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	479210	IFRX	479210	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	481054	IFRX	481054	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	800096	IFRX	800096	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	800126	IFRX	800126	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	800392	IFRX	800392	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	800637	IFRX	800637	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	800673	IFRX	800673	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	801225	IFRX	801225	C113
Union Pacific Railroad	August 1, 2004	Covered Hopper	NAHX	801268	IFRX	801268	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