

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A LESTER

RECORDATION NO.

25685-E
FILED

June 4, 2009

JUN 04 '09

-3 0 0 PM

SURFACE TRANSPORTATION BOARD

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 25685-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
Page 2

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

Lease covering 25 railcars: 8 within the series PIOX 311341 - PIOX 322558 and 17 within the series PIOX 521526 - PIOX 522906 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 flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclos

JUN 04 '09 -3 00 PM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated July 10, 2006, 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 July 14, 2006 and given recordation number 25685-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.

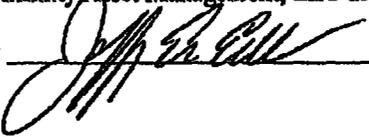
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

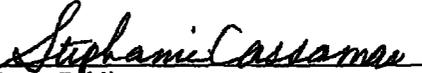
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia)
) ss:
County of Fulton)

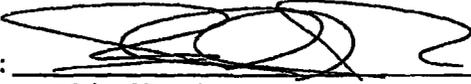
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority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

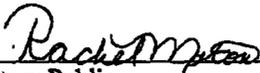
[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

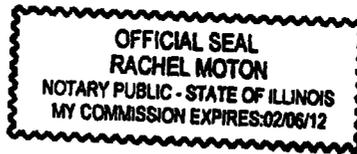
By: 
Name: Richard Rossi
Title: Senior Director

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	Intermediate Mark	Intermediate Number	Current Mark	Current Number	VAR Code
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	311341			PIOX	311341	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	311799			PIOX	311799	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	311903			PIOX	311903	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	312003			PIOX	312003	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	312116			PIOX	312116	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	312135			PIOX	312135	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	312597			PIOX	312597	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	322558			PIOX	322558	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	521526			PIOX	521526	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	521687			PIOX	521687	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	521903			PIOX	521903	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	521981			PIOX	521981	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522094			PIOX	522094	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522241			PIOX	522241	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522260			PIOX	522260	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522496			PIOX	522496	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522528			PIOX	522528	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522628			PIOX	522628	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522648			PIOX	522648	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522695			PIOX	522695	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522727			PIOX	522727	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522742			PIOX	522742	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522845			PIOX	522845	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522861			PIOX	522861	H250
Olin Corp	July 1, 2005	Small Cube Open Top Hopper	PIOX	522906			PIOX	522906	H250

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