

RECORDATION NO.

26030-E

JUN 04 10

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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

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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 26030-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 108 boxcars have been remarked ATW 93623, IFRX 93505 and within the series ATW 3501 - ATW 3624, IFRX 3503 - IFRX 3625 and TOE 3506 - TOE 3622 (previously within the series TOE 3501 - TOE 3625) 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
Enclos

JUN 04 '09

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MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated December 19, 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 December 19, 2005 and given recordation number 26030-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.

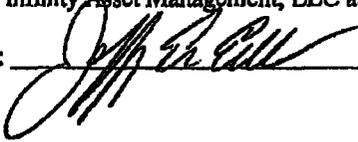
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

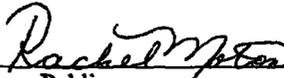
[Execution continued on next page; remainder of this page intentionally left blank]

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			
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3565			TOE	3565	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3510			ATW	3510	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3511			ATW	3511	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3518	IFRX	93518	ATW	3518	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3523			ATW	3523	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3524			ATW	3524	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3525			ATW	3525	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3530			ATW	3530	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3538			ATW	3538	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3546			ATW	3546	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3550			ATW	3550	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3557			ATW	3557	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3558			ATW	3558	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3561			ATW	3561	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3568			ATW	3568	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3569			ATW	3569	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3583			ATW	3583	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3584			ATW	3584	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3591	IFRX	93591	ATW	3591	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3596	IFRX	93596	ATW	3596	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3601			ATW	3601	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3603	IFRX	93603	ATW	3603	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3610	IFRX	93610	ATW	3610	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3615	IFRX	93615	ATW	3615	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3623	IFRX	93623	ATW	93623	A406
New Orleans Public Belt Railroad	not commenced	70-ton Boxcar	TOE	3624			ATW	3624	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3503			IFRX	3503	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3504			IFRX	3504	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3513			IFRX	3513	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3520			IFRX	3520	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3540			IFRX	3540	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3548			IFRX	3548	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3551			IFRX	3551	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3560			IFRX	3560	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3562			IFRX	3562	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3564			IFRX	3564	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3566			IFRX	3566	A406
RSR Corporation	not commenced	70-ton Boxcar	TOE	3594			IFRX	3594	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3506			TOE	3506	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3509			TOE	3509	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3515			TOE	3515	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3528			TOE	3528	A406

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number			
Off Lease	#N/A	70-ton Boxcar	TOE	3541			TOE	3541	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3549			TOE	3549	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3559			TOE	3559	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3575			TOE	3575	A302
Off Lease	#N/A	70-ton Boxcar	TOE	3600			TOE	3600	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3609			TOE	3609	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3619			TOE	3619	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3620			TOE	3620	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3622			TOE	3622	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3501			ATW	3501	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3505			IFRX	93505	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3507			IFRX	3507	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3512			IFRX	3512	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3514			ATW	3514	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3516			IFRX	3516	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3517			IFRX	3517	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3519			IFRX	3519	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3522			ATW	3522	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3526			IFRX	3526	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3527			ATW	3527	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3529			IFRX	3529	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3534			IFRX	3534	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3535			ATW	3535	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3536			IFRX	3536	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3537			IFRX	3537	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3542			ATW	3542	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3543			ATW	3543	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3544			ATW	3544	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3545			IFRX	3545	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3547			IFRX	3547	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3552			IFRX	3552	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3553			ATW	3553	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3554			IFRX	3554	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3555			IFRX	3555	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3556			ATW	3556	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3563			IFRX	3563	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3567			ATW	3567	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3570			IFRX	3570	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3571			IFRX	3571	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3572			IFRX	3572	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3573			IFRX	3573	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3576			ATW	3576	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3577			ATW	3577	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3578			IFRX	3578	A406
Off Lease	#N/A	70-ton Boxcar	TOE	3579			IFRX	3579	A406

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Original Mark	Original Number
Off Lease	#N/A	70-ton Boxcar	TOE	3582			ATW	3582 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3585			IFRX	3585 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3586			ATW	3586 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3588			IFRX	3588 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3589			ATW	3589 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3590			IFRX	3590 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3593			IFRX	3593 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3595			IFRX	3595 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3597			IFRX	3597 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3599			IFRX	3599 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3602			ATW	3602 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3604			ATW	3604 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3607			IFRX	3607 H351
Off Lease	#N/A	70-ton Boxcar	TOE	3608			IFRX	3608 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3611			IFRX	3611 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3612			IFRX	3612 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3614			IFRX	3614 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3616			IFRX	3616 H351
Off Lease	#N/A	70-ton Boxcar	TOE	3617			IFRX	3617 H351
Off Lease	#N/A	70-ton Boxcar	TOE	3621			IFRX	3621 A406
Off Lease	#N/A	70-ton Boxcar	TOE	3625			IFRX	3625 A406

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