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OF COUNSEL
URBAN A. LESTER

June 4, 2009

26032-E
RECORDATION NO. _____ FILED

JUN 04 '09 -3 00 PM

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

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 26032-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 95 covered hopper railcars have been remarked within the series IFRX 12168 - IFRX 800608 (previously marked NAHX) and NAHX 11019 - NAHX 800172 as more particularly set forth in the attachment to the document.

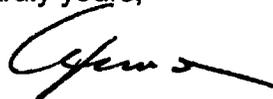
A short summary of the document to appear in the index is:

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 -3 0 0 PM

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 26032-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.

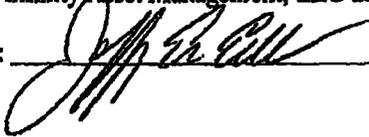
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

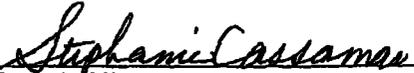
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia)
) ss:
County of Fulton)

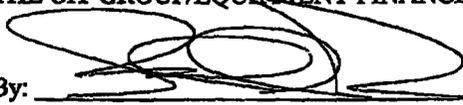
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority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

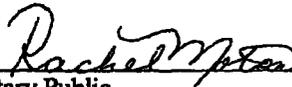
THE CIT GROUP/EQUIPMENT FINANCING, INC.


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	AK Code
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	AGLF	10029			NAHX	487948	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	AGLF	10039			NAHX	488523	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	AGLF	10130			NAHX	481081	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	AGLF	10131			NAHX	481091	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	AGLF	10137			NAHX	482173	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	AGLF	10154			NAHX	485068	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	AGLF	10178			NAHX	487870	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	AGLF	10184			NAHX	488507	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5007			NAHX	477705	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5008			NAHX	477706	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5023			NAHX	477719	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5032			NAHX	477728	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5038			NAHX	477733	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5039			NAHX	477734	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5049			NAHX	477742	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5057			NAHX	477749	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5323			NAHX	480968	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CC	5396			NAHX	477615	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	CPAA	389695			NAHX	483199	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15717			NAHX	15717	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15729			NAHX	15729	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15735			NAHX	15735	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15739			NAHX	15739	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15759			NAHX	15759	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15778			NAHX	15778	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15792			NAHX	15792	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15794			NAHX	15794	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	DRGW	15814			NAHX	15814	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	965178			NAHX	11019	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	967069			NAHX	56164	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	967081			NAHX	56179	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	967197			NAHX	57336	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	968194			NAHX	64085	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	968200			NAHX	64105	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	968217			NAHX	64289	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	968225			NAHX	65059	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	971894			NAHX	475397	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972304			NAHX	477432	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972309			NAHX	477525	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972680			NAHX	479631	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972726			NAHX	479762	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972795			NAHX	480056	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	CAR Code
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972875			NAHX	480362	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972887			NAHX	480383	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972967			NAHX	481083	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	972991			NAHX	482071	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	973030			NAHX	482522	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	973049			NAHX	482606	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	973085			NAHX	483540	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	973111			NAHX	484478	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	973152			NAHX	485074	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	973310			NAHX	487355	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	973315			NAHX	487848	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	EEC	975386			NAHX	800172	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	ESHR	64124			NAHX	64124	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	IRRC	64038			NAHX	64038	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	ITC	2041			NAHX	490260	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	ITC	2053			NAHX	490289	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	ITC	2060			NAHX	490235	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	KBSR	478415			NAHX	478415	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	MNVA	63730			NAHX	63730	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	MNVA	485346			NAHX	485346	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	MNVA	485405			NAHX	485405	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	MNVA	486445			NAHX	486445	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	MNVA	488653			NAHX	488653	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	12168			IFRX	12168	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	15688			IFRX	15688	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	15738			IFRX	15738	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	15775			IFRX	15775	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	15808			IFRX	15808	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	49498			IFRX	49498	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	52889			IFRX	52889	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	53089			IFRX	53089	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	53097			IFRX	53097	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	53179			IFRX	53179	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	53326			IFRX	53326	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	53358			IFRX	53358	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	55306			IFRX	55306	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	56161			IFRX	56161	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	63470			IFRX	63470	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	63607			IFRX	63607	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	477756			IFRX	477756	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	481061			IFRX	481061	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	481073			IFRX	481073	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	484967			IFRX	484967	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	487431			IFRX	487431	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	488464			IFRX	488464	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	AAR Code
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	488621			IFRX	488621	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	488709			IFRX	488709	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	NAHX	800608			IFRX	800608	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	OKKT	57472			NAHX	57472	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	OKKT	77966			NAHX	477966	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	OKKT	78499			NAHX	478499	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	OKKT	87418			NAHX	487418	C113
Mosaic Fertilizer, LLC	11/1/2006	Covered Hopper	OKKT	87932			NAHX	487932	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