

RECORDATION NO 26033-E FILED

JUN 04 '09

3-00 PM

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 26033-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

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

Lease covering 40 covered hopper railcars have been remarked NAHX 82291 (previously marked NAHX 82255) and within the series IFRX 63450 - IFRX 800949 (previously marked NAHX) 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

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 26033-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.

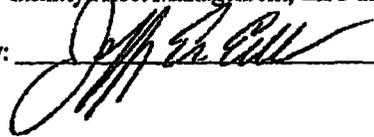
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

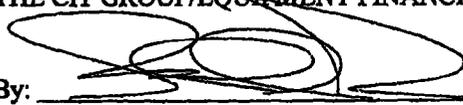
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority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

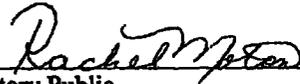
THE CIT GROUP/EQUIPMENT FINANCING, INC.



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	AM Code
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	63450			IFRX	63450	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82050			IFRX	82050	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82053			IFRX	82053	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82102			IFRX	82102	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82104			IFRX	82104	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82113			IFRX	82113	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82124			IFRX	82124	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82142			IFRX	82142	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82149			IFRX	82149	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82179			IFRX	82179	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82205			IFRX	82205	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82211			IFRX	82211	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82235			IFRX	82235	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82237			IFRX	82237	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82243			IFRX	82243	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82255			NAHX	82291	#N/A
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82273			IFRX	82273	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82303			IFRX	82303	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82341			IFRX	82341	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82348			IFRX	82348	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82412			IFRX	82412	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82428			IFRX	82428	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82435			IFRX	82435	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82438			IFRX	82438	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82458			IFRX	82458	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82501			IFRX	82501	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82519			IFRX	82519	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	82521			IFRX	82521	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800744			IFRX	800744	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800767			IFRX	800767	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800808			IFRX	800808	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800809			IFRX	800809	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800810			IFRX	800810	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800824			IFRX	800824	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800936			IFRX	800936	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800941			IFRX	800941	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800942			IFRX	800942	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800946			IFRX	800946	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800948			IFRX	800948	C113
Mosaic USA LLC	1/1/2000	Covered Hopper	NAHX	800949			IFRX	800949	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