

RECORDATION NO. 26039-D 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 (1864)

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 26039-B. 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 76 open top hopper cars: IFRX 100 (previously marked IFRX 433574) and 75 railcars within the series IFRX 592041 - IFRX 592978 as more particularly set forth in the equipment schedule attached 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

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated December 15, 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 26039-B (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]

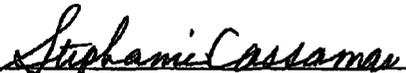
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

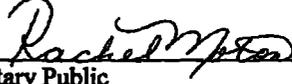
[Execution continued on next page; remainder of this page intentionally left blank]

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	CAF Code
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592057			IFRX	592057	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592100			IFRX	592100	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592432			IFRX	592432	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592439			IFRX	592439	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592442			IFRX	592442	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592480			IFRX	592480	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592538			IFRX	592538	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592546			IFRX	592546	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592553			IFRX	592553	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592604			IFRX	592604	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592618			IFRX	592618	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592623			IFRX	592623	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592651			IFRX	592651	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592655			IFRX	592655	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592699			IFRX	592699	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592722			IFRX	592722	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592723			IFRX	592723	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592748			IFRX	592748	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592773			IFRX	592773	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592790			IFRX	592790	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592799			IFRX	592799	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592802			IFRX	592802	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592815			IFRX	592815	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592819			IFRX	592819	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592834			IFRX	592834	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592846			IFRX	592846	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592957			IFRX	592957	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	MP	592978			IFRX	592978	K247
ABC Coke Div - Drummond Co Inc	6/1/2006	Woodchip Hopper	PRSX	433574	IFRX	433574	IFRX	100	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592041			IFRX	592041	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592053			IFRX	592053	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592059			IFRX	592059	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592145			IFRX	592145	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592193			IFRX	592193	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592235			IFRX	592235	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592243			IFRX	592243	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592251			IFRX	592251	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592254			IFRX	592254	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592261			IFRX	592261	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592272			IFRX	592272	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592275			IFRX	592275	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592317			IFRX	592317	K247

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Class	Code	Country
International Paper	3/1/2009	Woodchip Hopper	MP	592346			IFRX	592346	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592354			IFRX	592354	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592436			IFRX	592436	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592454			IFRX	592454	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592495			IFRX	592495	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592522			IFRX	592522	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592542			IFRX	592542	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592550			IFRX	592550	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592564			IFRX	592564	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592573			IFRX	592573	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592591			IFRX	592591	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592597			IFRX	592597	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592607			IFRX	592607	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592616			IFRX	592616	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592621			IFRX	592621	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592641			IFRX	592641	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592647			IFRX	592647	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592682			IFRX	592682	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592692			IFRX	592692	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592715			IFRX	592715	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592729			IFRX	592729	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592749			IFRX	592749	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592751			IFRX	592751	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592763			IFRX	592763	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592764			IFRX	592764	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592820			IFRX	592820	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592867			IFRX	592867	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592884			IFRX	592884	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592903			IFRX	592903	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592914			IFRX	592914	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592923			IFRX	592923	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592944			IFRX	592944	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592953			IFRX	592953	K247
International Paper	3/1/2009	Woodchip Hopper	MP	592965			IFRX	592965	K247

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