

RECORDATION NO. 26040 <sup>J</sup>  
FILED

JUN 4 '09 -3 0 0 PM

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**SURFACE TRANSPORTATION BOARD**

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

OF COUNSEL  
URBAN A LESTER

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 Numbers 26040-G. 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:

72 flat cars have been remarked NWSX 5000 - NWSX 5071 (previously marked REGX 5000 - REGX 5071).

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  
Enclosures

**SURFACE TRANSPORTATION BOARD**

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

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 26040-G (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 certain railroad equipment 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 the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.
4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto 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: *[Signature]*

State of Georgia        )  
                                  ) ss:  
County of Fulton        )

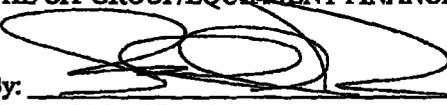
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority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

*Stephanie Cassaman*  
Notary Public  
My commission expires:

[NOTARIAL SEAL]  
Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

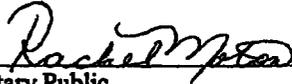
[Execution continued on next page; remainder of this page intentionally left blank]

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	AA#
NeverWaste	3/1/2009	Flatcar	FEC	4201	REGX	5038	NWSX	5038	P882
NeverWaste	3/1/2009	Flatcar	FEC	4217	REGX	5001	NWSX	5001	P882
NeverWaste	3/1/2009	Flatcar	FEC	4218	REGX	5037	NWSX	5037	P882
NeverWaste	3/1/2009	Flatcar	FEC	4221	REGX	5043	NWSX	5043	P882
NeverWaste	3/1/2009	Flatcar	FEC	4224	REGX	5019	NWSX	5019	P882
NeverWaste	3/1/2009	Flatcar	FEC	4227	REGX	5034	NWSX	5034	P882
NeverWaste	3/1/2009	Flatcar	FEC	4228	REGX	5003	NWSX	5003	P882
NeverWaste	3/1/2009	Flatcar	FEC	4230	REGX	5027	NWSX	5027	P882
NeverWaste	3/1/2009	Flatcar	FEC	4233	REGX	5028	NWSX	5028	P882
NeverWaste	3/1/2009	Flatcar	FEC	4235	REGX	5023	NWSX	5023	P882
NeverWaste	3/1/2009	Flatcar	FEC	4245	REGX	5044	NWSX	5044	P882
NeverWaste	3/1/2009	Flatcar	FEC	4247	REGX	5045	NWSX	5045	P882
NeverWaste	3/1/2009	Flatcar	FEC	4248	REGX	5017	NWSX	5017	P882
NeverWaste	3/1/2009	Flatcar	FEC	4249	REGX	5020	NWSX	5020	P882
NeverWaste	3/1/2009	Flatcar	FEC	4268	REGX	5033	NWSX	5033	P882
NeverWaste	3/1/2009	Flatcar	FEC	4271	REGX	5010	NWSX	5010	P882
NeverWaste	3/1/2009	Flatcar	FEC	4272	REGX	5035	NWSX	5035	P882
NeverWaste	3/1/2009	Flatcar	FEC	4276	REGX	5005	NWSX	5005	P882
NeverWaste	3/1/2009	Flatcar	FEC	4277	REGX	5030	NWSX	5030	P882
NeverWaste	3/1/2009	Flatcar	FEC	4287	REGX	5029	NWSX	5029	P882
NeverWaste	3/1/2009	Flatcar	FEC	4292	REGX	5055	NWSX	5055	P882
NeverWaste	3/1/2009	Flatcar	FEC	4301	REGX	5007	NWSX	5007	P882
NeverWaste	3/1/2009	Flatcar	FEC	4303	REGX	5002	NWSX	5002	P882
NeverWaste	3/1/2009	Flatcar	FEC	4311	REGX	5006	NWSX	5006	P882
NeverWaste	3/1/2009	Flatcar	FEC	4313	REGX	5025	NWSX	5025	P882
NeverWaste	3/1/2009	Flatcar	FEC	4316	REGX	5018	NWSX	5018	P882
NeverWaste	3/1/2009	Flatcar	FEC	4324	REGX	5036	NWSX	5036	P882
NeverWaste	3/1/2009	Flatcar	FEC	4325	REGX	5009	NWSX	5009	P882
NeverWaste	3/1/2009	Flatcar	FEC	4328	REGX	5024	NWSX	5024	P882
NeverWaste	3/1/2009	Flatcar	FEC	4331	REGX	5039	NWSX	5039	P882
NeverWaste	3/1/2009	Flatcar	FEC	4333	REGX	5004	NWSX	5004	P882
NeverWaste	3/1/2009	Flatcar	FEC	4335	REGX	5040	NWSX	5040	P882
NeverWaste	3/1/2009	Flatcar	FEC	4358	REGX	5021	NWSX	5021	P882
NeverWaste	3/1/2009	Flatcar	FEC	4365	REGX	5032	NWSX	5032	P882
NeverWaste	3/1/2009	Flatcar	FEC	4387	REGX	5041	NWSX	5041	P882
NeverWaste	3/1/2009	Flatcar	FEC	4389	REGX	5000	NWSX	5000	P882
NeverWaste	3/1/2009	Flatcar	FEC	4390	REGX	5042	NWSX	5042	P882
NeverWaste	3/1/2009	Flatcar	FEC	4393	REGX	5031	NWSX	5031	P882
NeverWaste	3/1/2009	Flatcar	FEC	4396	REGX	5022	NWSX	5022	P882

**SCHEDULE I**

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Green Mark	Green Number	VA Code
NeverWaste	March 1, 2009	Flatcar	FEC	4202	REGX	5063	NWSX	5063	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4231	REGX	5046	NWSX	5046	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4234	REGX	5058	NWSX	5058	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4243	REGX	5013	NWSX	5013	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4244	REGX	5014	NWSX	5014	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4250	REGX	5067	NWSX	5067	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4251	REGX	5061	NWSX	5061	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4262	REGX	5062	NWSX	5062	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4263	REGX	5057	NWSX	5057	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4267	REGX	5052	NWSX	5052	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4275	REGX	5068	NWSX	5068	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4283	REGX	5059	NWSX	5059	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4290	REGX	5016	NWSX	5016	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4317	REGX	5060	NWSX	5060	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4323	REGX	5048	NWSX	5048	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4332	REGX	5049	NWSX	5049	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4341	REGX	5053	NWSX	5053	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4348	REGX	5064	NWSX	5064	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4349	REGX	5015	NWSX	5015	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4353	REGX	5047	NWSX	5047	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4359	REGX	5011	NWSX	5011	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4361	REGX	5050	NWSX	5050	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4363	REGX	5051	NWSX	5051	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4382	REGX	5012	NWSX	5012	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4399	REGX	5056	NWSX	5056	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4400	REGX	5008	NWSX	5008	P882

**SCHEDULE I**

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	VAR Code
NeverWaste	March 1, 2009	Flatcar	FEC	4225	REGX	5069	NWSX	5069	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4252	REGX	5071	NWSX	5071	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4296	REGX	5026	NWSX	5026	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4298	REGX	5070	NWSX	5070	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4327	REGX	5065	NWSX	5065	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4344	REGX	5054	NWSX	5054	P882
NeverWaste	March 1, 2009	Flatcar	FEC	4381	REGX	5066	NWSX	5066	P882

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