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OF COUNSEL  
URBAN A LESTER

June 4, 2009

RECORDATION NO. 26054-D 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 26054-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:

128 gondolas within the series IFRX 744 - IFRX 873 (previously marked PSCX) as more particularly set forth in the attachment to the document.

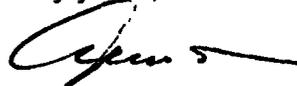
A short summary of the document to appear in the index is:

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  
Enclosures

JUN 04 '09 -3 00 PM

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated April 18, 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 April 21, 2006 and given recordation number 26054-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 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.

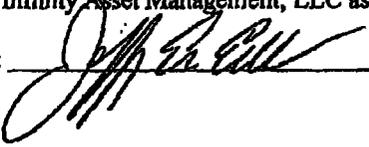
4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference 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]

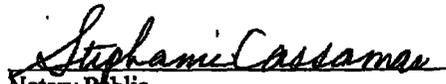
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia     )  
                                  ) ss:  
County of Fulton    )

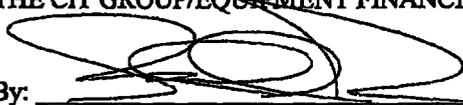
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority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

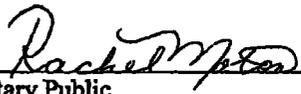
[Execution continued on next page; remainder of this page intentionally left blank]

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	Current Mark	Current Number	VAR Code
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	744	IFRX	744	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	745	IFRX	745	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	746	IFRX	746	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	747	IFRX	747	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	748	IFRX	748	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	749	IFRX	749	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	750	IFRX	750	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	751	IFRX	751	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	752	IFRX	752	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	753	IFRX	753	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	754	IFRX	754	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	755	IFRX	755	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	756	IFRX	756	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	757	IFRX	757	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	758	IFRX	758	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	759	IFRX	759	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	760	IFRX	760	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	761	IFRX	761	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	762	IFRX	762	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	763	IFRX	763	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	764	IFRX	764	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	765	IFRX	765	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	766	IFRX	766	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	767	IFRX	767	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	768	IFRX	768	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	769	IFRX	769	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	770	IFRX	770	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	771	IFRX	771	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	772	IFRX	772	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	773	IFRX	773	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	774	IFRX	774	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	775	IFRX	775	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	776	IFRX	776	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	777	IFRX	777	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	778	IFRX	778	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	779	IFRX	779	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	780	IFRX	780	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	781	IFRX	781	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	782	IFRX	782	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	783	IFRX	783	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	784	IFRX	784	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	785	IFRX	785	J311