

RECORDATION NO. 26054-E FILED

JUN 04 '09 -3 00 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 (1984)

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 26054-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
Page 2

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

Lease covering 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
Enclos

JUN 04 '09 -3 0 0 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

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-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]

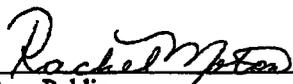
THE CIT GROUP/EQUIPMENT FINANCING, INC.


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	IFRX	Surge Num	AR 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

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	Code
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	786	IFRX	786	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	787	IFRX	787	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	788	IFRX	788	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	789	IFRX	789	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	790	IFRX	790	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	791	IFRX	791	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	792	IFRX	792	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	793	IFRX	793	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	794	IFRX	794	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	796	IFRX	796	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	797	IFRX	797	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	798	IFRX	798	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	799	IFRX	799	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	800	IFRX	800	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	801	IFRX	801	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	802	IFRX	802	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	803	IFRX	803	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	804	IFRX	804	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	805	IFRX	805	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	806	IFRX	806	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	807	IFRX	807	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	808	IFRX	808	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	809	IFRX	809	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	810	IFRX	810	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	811	IFRX	811	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	812	IFRX	812	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	813	IFRX	813	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	814	IFRX	814	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	815	IFRX	815	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	816	IFRX	816	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	817	IFRX	817	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	818	IFRX	818	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	819	IFRX	819	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	820	IFRX	820	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	821	IFRX	821	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	822	IFRX	822	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	823	IFRX	823	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	824	IFRX	824	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	825	IFRX	825	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	826	IFRX	826	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	827	IFRX	827	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	828	IFRX	828	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	829	IFRX	829	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	830	IFRX	830	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	831	IFRX	831	J311

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AT Code
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	833	IFRX	833	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	834	IFRX	834	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	835	IFRX	835	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	836	IFRX	836	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	837	IFRX	837	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	838	IFRX	838	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	839	IFRX	839	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	840	IFRX	840	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	841	IFRX	841	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	842	IFRX	842	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	843	IFRX	843	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	844	IFRX	844	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	845	IFRX	845	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	846	IFRX	846	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	847	IFRX	847	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	848	IFRX	848	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	849	IFRX	849	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	850	IFRX	850	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	851	IFRX	851	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	852	IFRX	852	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	853	IFRX	853	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	854	IFRX	854	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	855	IFRX	855	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	856	IFRX	856	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	857	IFRX	857	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	858	IFRX	858	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	859	IFRX	859	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	860	IFRX	860	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	861	IFRX	861	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	862	IFRX	862	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	863	IFRX	863	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	864	IFRX	864	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	865	IFRX	865	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	866	IFRX	866	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	867	IFRX	867	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	868	IFRX	868	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	869	IFRX	869	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	870	IFRX	870	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	871	IFRX	871	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	872	IFRX	872	J311
CSX Transportation, Inc.	January 1, 2008	Gondola	PSCX	873	IFRX	873	J311

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