

JUN 04 '09

3-00 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

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

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

**SURFACE TRANSPORTATION BOARD**

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 26272-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 111 covered hopper railcars have been re-marked and re-numbered within the series IFRX 21500 - IFRX 21640 (previously marked within the series RVPR 1500 - RVPR 1640) and RVPR 1501 - RVPR 1588 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

3-00 PM

## SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated March 27, 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 March 30, 2006 and given recordation number 26272-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.

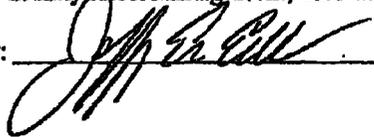
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

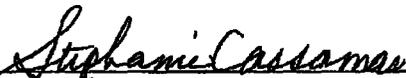
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia        )  
                                  ) ss:  
County of Fulton        )

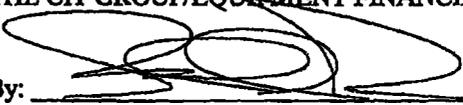
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority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

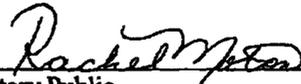
[Execution continued on next page; remainder of this page intentionally left blank]

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	AAR Code
Union Pacific Railroad	12/1/2005	Covered Hopper	DRGW	10898			RVPR	1565	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	DRGW	10916			RVPR	1560	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	DRGW	10928			RVPR	1530	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	NAHX	56074			RVPR	1588	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	NAHX	476397			RVPR	1575	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	NAHX	476412			RVPR	1585	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	NAHX	481851			RVPR	1501	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1500			IFRX	21500	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1504			IFRX	21504	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1508			IFRX	21508	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1509			IFRX	21509	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1510			IFRX	21510	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1511			IFRX	21511	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1512			IFRX	21512	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1513			IFRX	21513	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1514			IFRX	21514	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1515			IFRX	21515	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1516			IFRX	21516	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1517			IFRX	21517	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1518			IFRX	21518	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1519			IFRX	21519	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1520			IFRX	21520	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1521			IFRX	21521	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1522			IFRX	21522	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1523			IFRX	21523	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1524			IFRX	21524	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1525			IFRX	21525	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1526			IFRX	21526	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1527			IFRX	21527	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1528			IFRX	21528	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1531			IFRX	21531	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1537			IFRX	21537	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1538			IFRX	21538	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1540			IFRX	21540	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1541			IFRX	21541	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1542			IFRX	21542	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1544			IFRX	21544	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1545			IFRX	21545	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1546			IFRX	21546	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1547			IFRX	21547	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1548			IFRX	21548	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1549			IFRX	21549	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1550			IFRX	21550	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1551			IFRX	21551	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	AAR Code
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1552			IFRX	21552	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1553			IFRX	21553	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1554			IFRX	21554	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1555			IFRX	21555	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1556			IFRX	21556	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1557			IFRX	21557	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1558			IFRX	21558	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1559			IFRX	21559	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1561			IFRX	21561	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1562			IFRX	21562	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1564			IFRX	21564	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1566			IFRX	21566	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1567			IFRX	21567	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1568			IFRX	21568	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1569			IFRX	21569	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1576			IFRX	21576	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1578			IFRX	21578	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1580			IFRX	21580	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1581			IFRX	21581	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1583			IFRX	21583	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1584			IFRX	21584	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1587			IFRX	21587	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1589			IFRX	21589	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1590			IFRX	21590	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1591			IFRX	21591	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1592			IFRX	21592	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1593			IFRX	21593	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1595			IFRX	21595	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1596			IFRX	21596	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1597			IFRX	21597	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1598			IFRX	21598	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1599			IFRX	21599	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1600			IFRX	21600	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1601			IFRX	21601	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1603			IFRX	21603	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1604			IFRX	21604	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1605			IFRX	21605	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1606			IFRX	21606	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1607			IFRX	21607	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1608			IFRX	21608	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1609			IFRX	21609	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1610			IFRX	21610	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1611			IFRX	21611	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1612			IFRX	21612	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1613			IFRX	21613	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1614			IFRX	21614	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1615			IFRX	21615	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	AAR Code
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1616			IFRX	21616	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1617			IFRX	21617	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1619			IFRX	21619	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1621			IFRX	21621	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1622			IFRX	21622	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1623			IFRX	21623	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1624			IFRX	21624	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1625			IFRX	21625	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1626			IFRX	21626	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1627			IFRX	21627	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1628			IFRX	21628	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1629			IFRX	21629	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1630			IFRX	21630	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1633			IFRX	21633	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1634			IFRX	21634	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1636			IFRX	21636	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1637			IFRX	21637	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1638			IFRX	21638	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1639			IFRX	21639	C113
Union Pacific Railroad	12/1/2005	Covered Hopper	RVPR	1640			IFRX	21640	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