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SURFACE TRANSPORTATION BOARD

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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 26273-A. 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:

57 gondola cars: AEPX 88001 - AEPX 88018 (except AEPX 88004) and AEPX 88101 - AEPX 88140 (formerly SEMX 1005 - SEMX 92421).

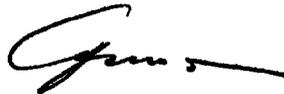
A short summary of the document to appear in the index is:

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated March 30, 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 26273-A (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]

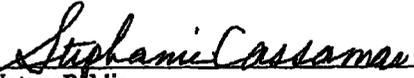
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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

By: 

State of Georgia)
) ss:
County of Fulton)

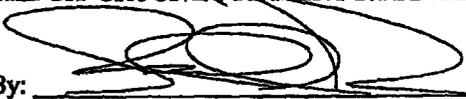
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority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

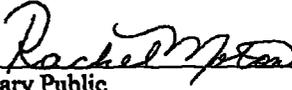
[Execution continued on next page; remainder of this page intentionally left blank]

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	Intermediate Mark	Intermediate Number	Current Mark	Current Number	AAR Code
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1005			AEPX	88002	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1018			AEPX	88003	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1020			AEPX	88005	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1021			AEPX	88006	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1022			AEPX	88007	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1023			AEPX	88008	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1024			AEPX	88009	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1025			AEPX	88010	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1026			AEPX	88011	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1027			AEPX	88012	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1028			AEPX	88013	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1029			AEPX	88014	J301
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1030			AEPX	88015	J301
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1031			AEPX	88016	J301
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1032			AEPX	88017	J301
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	1033			AEPX	88018	J301
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	85000			AEPX	88001	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89301			AEPX	88101	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89304			AEPX	88102	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89305			AEPX	88103	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89306			AEPX	88104	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89307			AEPX	88105	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89308			AEPX	88106	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89309			AEPX	88107	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89310			AEPX	88108	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89311			AEPX	88109	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89314			AEPX	88110	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89316			AEPX	88111	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89319			AEPX	88112	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89320			AEPX	88113	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89321			AEPX	88114	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89322			AEPX	88115	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89323			AEPX	88116	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89324			AEPX	88117	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89325			AEPX	88118	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89326			AEPX	88119	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89327			AEPX	88120	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89328			AEPX	88121	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89329			AEPX	88122	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89330			AEPX	88123	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	89332			AEPX	88124	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92401			AEPX	88125	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92402			AEPX	88126	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92403			AEPX	88127	J311

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	AA Code
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92404			AEPX	88128	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92406			AEPX	88129	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92407			AEPX	88130	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92408			AEPX	88131	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92410			AEPX	88132	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92413			AEPX	88133	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92414			AEPX	88134	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92415			AEPX	88135	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92416			AEPX	88136	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92417			AEPX	88137	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92418			AEPX	88138	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92420			AEPX	88139	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEM X	92421			AEPX	88140	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