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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 Number 26273-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

Anne K. Quinlan, Esquire
June 4, 2009
Page 2

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

Lease covering 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
Enclos

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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-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 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 Edeiman, 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]

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

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	92403			AEPX	88127	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92404			AEPX	88128	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92406			AEPX	88129	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92407			AEPX	88130	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92408			AEPX	88131	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92410			AEPX	88132	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92413			AEPX	88133	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92414			AEPX	88134	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92415			AEPX	88135	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92416			AEPX	88136	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92417			AEPX	88137	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92418			AEPX	88138	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	92420			AEPX	88139	J311
Public Service Company of Oklahoma	3/1/2006	Gondola	SEMX	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