

JUN 04 '09

3-00 PM

SURFACE TRANSPORTATION BOARD

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 (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 27649-E. 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 75 flatcars: IFRX 3000 – IFRX 3074.

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 September 23, 2008, 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 September 23, 2008 and given recordation number 27649-E (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.

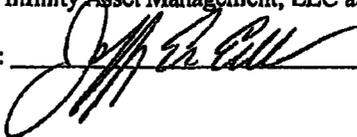
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

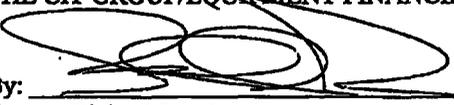
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority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

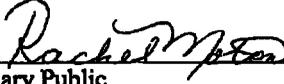
[Execution continued on next page; remainder of this page intentionally left blank]

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	City	State	AA Code
AK Steel Corporation	11/1/2008	Flatcar	KCS	600423	IFRX	600423	IFRX	3000	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600580	IFRX	600580	IFRX	3001	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600628	IFRX	600628	IFRX	3002	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600661	IFRX	600661	IFRX	3003	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600679	IFRX	600679	IFRX	3004	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600687	IFRX	600687	IFRX	3005	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600695	IFRX	600695	IFRX	3006	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600768	IFRX	600768	IFRX	3007	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600776	IFRX	600776	IFRX	3008	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600822	IFRX	600822	IFRX	3009	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600831	IFRX	600831	IFRX	3010	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600873	IFRX	600873	IFRX	3011	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600920	IFRX	600920	IFRX	3012	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	600938	IFRX	600938	IFRX	3013	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601012	IFRX	601012	IFRX	3014	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601055	IFRX	601055	IFRX	3015	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601063	IFRX	601063	IFRX	3016	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601071	IFRX	601071	IFRX	3017	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601101	IFRX	601101	IFRX	3018	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601128	IFRX	601128	IFRX	3019	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601161	IFRX	601161	IFRX	3020	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601187	IFRX	601187	IFRX	3021	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601209	IFRX	601209	IFRX	3022	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601225	IFRX	601225	IFRX	3023	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601233	IFRX	601233	IFRX	3024	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601306	IFRX	601306	IFRX	3025	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601349	IFRX	601349	IFRX	3026	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601365	IFRX	601365	IFRX	3027	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601373	IFRX	601373	IFRX	3028	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601411	IFRX	601411	IFRX	3029	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601438	IFRX	601438	IFRX	3030	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601454	IFRX	601454	IFRX	3031	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601471	IFRX	601471	IFRX	3032	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601489	IFRX	601489	IFRX	3033	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601501	IFRX	601501	IFRX	3034	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601527	IFRX	601527	IFRX	3035	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601535	IFRX	601535	IFRX	3036	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601624	IFRX	601624	IFRX	3037	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601675	IFRX	601675	IFRX	3038	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601721	IFRX	601721	IFRX	3039	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601756	IFRX	601756	IFRX	3040	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601799	IFRX	601799	IFRX	3041	F451

Customer Name	Start Date	Car Type	Original Mark	Original Number	Intermediate Mark	Intermediate Number	Current Mark	Current Number	RV Code
AK Steel Corporation	11/1/2008	Flatcar	KCS	601802	IFRX	601802	IFRX	3042	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601837	IFRX	601837	IFRX	3043	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601926	IFRX	601926	IFRX	3044	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601934	IFRX	601934	IFRX	3045	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601942	IFRX	601942	IFRX	3046	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601969	IFRX	601969	IFRX	3047	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	601985	IFRX	601985	IFRX	3048	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602019	IFRX	602019	IFRX	3049	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602027	IFRX	602027	IFRX	3050	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602060	IFRX	602060	IFRX	3051	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602078	IFRX	602078	IFRX	3052	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602094	IFRX	602094	IFRX	3053	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602124	IFRX	602124	IFRX	3054	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602175	IFRX	602175	IFRX	3055	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602264	IFRX	602264	IFRX	3056	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602281	IFRX	602281	IFRX	3057	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602299	IFRX	602299	IFRX	3058	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602329	IFRX	602329	IFRX	3059	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602426	IFRX	602426	IFRX	3060	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602434	IFRX	602434	IFRX	3061	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602451	IFRX	602451	IFRX	3062	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602469	IFRX	602469	IFRX	3063	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602477	IFRX	602477	IFRX	3064	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602493	IFRX	602493	IFRX	3065	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602531	IFRX	602531	IFRX	3066	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602582	IFRX	602582	IFRX	3067	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602744	IFRX	602744	IFRX	3068	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602795	IFRX	602795	IFRX	3069	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602841	IFRX	602841	IFRX	3070	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602850	IFRX	602850	IFRX	3071	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602892	IFRX	602892	IFRX	3072	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602973	IFRX	602973	IFRX	3073	F451
AK Steel Corporation	11/1/2008	Flatcar	KCS	602990	IFRX	602990	IFRX	3074	F451

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