

27286-C
RECORDATION NO. _____ FILED

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SURFACE TRANSPORTATION BOARD

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June 1, 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 27286-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 II, 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:

47 flatcars within the series ATW 164002 - ATW 164094 and IFRX 164007 - IFRX 164097 (previously marked within the series TOE 4002 - TOE 4097) as more particularly set forth in the schedule attached 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
Enclosures

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated December 20, 2007, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail II, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on December 21, 2007 and given recordation number 27286-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 29, 2006, 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.

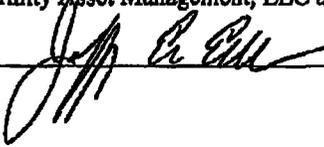
4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference 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 II, 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 II, 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	Current Mark	Current Number	AAR Code
Mittal Steel	September 1, 2008	Flatcar	TOE	4002	ATW	164002	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4018	ATW	164018	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4019	ATW	164019	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4024	ATW	164024	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4034	ATW	164034	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4037	ATW	164037	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4045	ATW	164045	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4049	ATW	164049	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4052	ATW	164052	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4057	ATW	164057	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4058	ATW	164058	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4063	ATW	164063	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4066	ATW	164066	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4068	ATW	164068	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4070	ATW	164070	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4072	ATW	164072	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4073	ATW	164073	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4074	ATW	164074	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4076	ATW	164076	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4079	ATW	164079	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4081	ATW	164081	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4082	ATW	164082	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4090	ATW	164090	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4091	ATW	164091	F243
Mittal Steel	September 1, 2008	Flatcar	TOE	4094	ATW	164094	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4007	IFRX	164007	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4008	IFRX	164008	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4012	IFRX	164012	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4014	IFRX	164014	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4017	IFRX	164017	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4021	IFRX	164021	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4023	IFRX	164023	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4026	IFRX	164026	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4027	IFRX	164027	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4036	IFRX	164036	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4038	IFRX	164038	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4041	IFRX	164041	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4047	IFRX	164047	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4050	IFRX	164050	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4051	IFRX	164051	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4059	IFRX	164059	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4064	IFRX	164064	F243

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4078	IFRX	164078	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4080	IFRX	164080	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4085	IFRX	164085	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4087	IFRX	164087	F243
CertainTeed Gypsum	not yet commenced	Flatcar	TOE	4097	IFRX	164097	F243

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: 6/1/09



Robert W. Alvord