

RECORDATION NO. 27260-D FILED

JUN 04 '09

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SURFACE TRANSPORTATION BOARD

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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 27260-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

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

Lease covering 20 covered hopper cars, 20 within the series IFRX 3457 - IFRX 3497 as more particularly set forth in the schedule attached to the document (formerly within the series RMGX 3457 - RMGX 3497) 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
Enclos

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated December 7, 2007, 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 December 7, 2007 and given recordation number 27260-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.

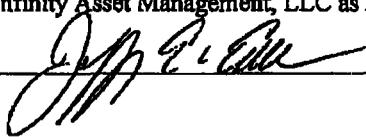
4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall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

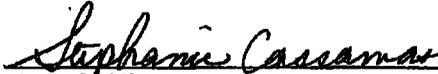
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

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 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]

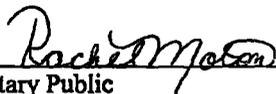
THE CIT GROUP/EQUIPMENT FINANCING, INC.



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	Current Mark	Current Number	BAR Code
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3457	IFRX	3457	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3459	IFRX	3459	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3460	IFRX	3460	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3461	IFRX	3461	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3463	IFRX	3463	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3467	IFRX	3467	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3468	IFRX	3468	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3469	IFRX	3469	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3471	IFRX	3471	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3476	IFRX	3476	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3477	IFRX	3477	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3480	IFRX	3480	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3482	IFRX	3482	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3483	IFRX	3483	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3492	IFRX	3492	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3494	IFRX	3494	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3495	IFRX	3495	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3496	IFRX	3496	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3497	IFRX	3497	C111
Oglebay Norton	6/1/2006	Small Cube Covered Hopper	RMGX	3466	IFRX	3466	C111

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