

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)
ROBERT W. ALVORD (2011)

July 23, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of July 23, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 22936.

The names and addresses of the parties to the enclosed document are:

Assignor: PNC Equipment Finance, LLC (f/k/a PNC Leasing,
LLC)
One PNC Plaza
249 Fifth Avenue, P1-POPP-10-1
Pittsburgh, PA 15222

Assignee: Infinity Transportation III LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Chief
Section of Administration
July 23, 2014
Page 2

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

128 railcars: OGSX 2261 – OGSX 2269 and OGSX 2271 - OGSX 2389 (note: railcars OGSX 2270 and OGSX 2390 covered under prior filings have been casualtyed).

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of July 23, 2014

between

INFINITY TRANSPORTATION III LLC
as Assignee

and

PNC EQUIPMENT FINANCE, LLC (F/K/A PNC LEASING, LLC)
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO

49 U.S.C. §11301 ON JULY ____, 2014 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of July 23, 2014, by and between INFINITY TRANSPORTATION III LLC (the "Assignee") and PNC EQUIPMENT FINANCE, LLC (F/K/A PNC LEASING, LLC) (the "Assignor"), with reference to the following:

Assignor, as successor to PNC Leasing, LLC, as successor to ICX Corporation, as Lessor, and Interstate Power and Light Company as successor to IES Utilities Inc., as Lessee, have heretofore executed that certain Master Rail Lease Agreement No. 1051 dated as of April 10, 2000, as amended by that certain Amendment to Lease dated January 1, 2002 (collectively, the "Agreement"), and, pursuant thereto, that certain Equipment Schedule No. 003, dated May 24, 2000 (the "Equipment Schedule No. 003," together with the Agreement and all documents and instruments executed in connection therewith, collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

A Memorandum of Lease as to Equipment Schedule No. 003 was recorded with the Surface Transportation Board on May 30, 2000, under Recordation No. 22936.

Upon the execution of the Master Assignment Agreement, dated September 24, 2001, between ICX Corporation, as assignor, and PNC Leasing, LLC, as assignee, a Memorandum of Assignment of Lease as to Equipment Schedule No. 003 was recorded with the Surface Transportation Board on September 25, 2001, under Recordation No. 22936-A.

Assignor and Assignee have executed that certain Purchase Agreement (railcars and leases) dated as of the date hereof, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars.

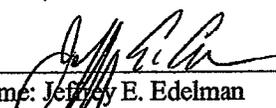
The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

INFINITY TRANSPORTATION III LLC

By: 
Name: Jeffrey E. Edelman
Title: President

PNC EQUIPMENT FINANCE, LLC (F/K/A PNC LEASING, LLC)

By: _____
Name:
Title:

[signature page STB Memo – Schedule # 3]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

INFINITY TRANSPORTATION III LLC

By: _____
Name: Jeffrey E. Edelman
Title: President

PNC EQUIPMENT FINANCE, LLC (F/K/A PNC LEASING, LLC)

By: _____
Name: *Thomas J. McBoL*
Title: *S.V.P.*

[signature page STB Memo – Schedule # 3]

STATE OF Georgia)
) ss.
COUNTY OF Fulton)

I HEREBY CERTIFY, that on this 22nd day of July, 2014, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Jeffrey E. Edelman, who acknowledged himself to be the President of INFINITY TRANSPORTATION III LLC known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as the President.



AS WITNESS my hand and notarial seal.

Stephanie M. Cassamar
Notary Public

My commission expires: 08/13/2017.

STATE OF _____)
) ss.
COUNTY OF _____)

I HEREBY CERTIFY, that on this _____ day of July, 2014, before me, the undersigned, a Notary Public of the State of _____, personally appeared _____, who acknowledged himself to be the _____ of PNC EQUIPMENT FINANCE, LLC (F/K/A PNC LEASING, LLC), known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized _____ of said company by signing the name of the company by himself as the _____.

AS WITNESS my hand and notarial seal.

Notary Public

My commission expires: _____.

STATE OF _____)
) ss.
COUNTY OF _____)

I HEREBY CERTIFY, that on this _____ day of July, 2014, before me, the undersigned, a Notary Public of the State of _____, personally appeared Jeffrey E. Edelman, who acknowledged himself to be the President of INFINITY TRANSPORTATION III LLC known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as the President.

AS WITNESS my hand and notarial seal.

Notary Public

My commission expires: _____.

STATE OF Pennsylvania)
) ss.
COUNTY OF Allegheny)

I HEREBY CERTIFY, that on this 22 day of July, 2014, before me, the undersigned, a Notary Public of the State of Pennsylvania, personally appeared Thomas J. McCool, who acknowledged himself to be the Sr. Vice President of PNC EQUIPMENT FINANCE, LLC (F/K/A PNC LEASING, LLC), known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Sr. Vice President of said company by signing the name of the company by himself as the Sr. Vice President.

AS WITNESS my hand and notarial seal.

R. Carol Hallberg

Notary Public

My commission expires: April 7, 2018.

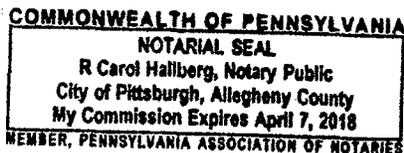


EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

One Hundred and Twenty-Eight (128) 4,480 cubic feet Aluminum Bethgon Coalporter Coal Cars, manufactured by Johnstown America Corporation, bearing the following reporting marks and numbers: OGSX 2261 through 2269, inclusive and OGSX 2271 through 2389, inclusive.

Cars OGSX 2270 and OGSX 2390 have suffered casualties

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 7/23/14

Edward M Luria
Edward M. Luria