

RECORDATION NO 26273-E

FILED

November 02, 2012 08:00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
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November 2, 2012

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 Notice of Lease Termination, dated as of November 1, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Numbers 26273.

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

Lessor:                   Infinity Rail, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

[Lessee:                   Public Service Company of Oklahoma  
155 West Nationwide Blvd.  
Columbus, OH 43216]

Section Chief  
November 2, 2012  
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A description of the railroad equipment covered by the enclosed document is:

57 gondola cars TERMINATED: AEPX 88001 - AEPX 88018 (except AEPX 88004) and AEPX 88101 - AEPX 88140 (formerly SEMX 1005 - SEMX 92421) (including 1 casualty).

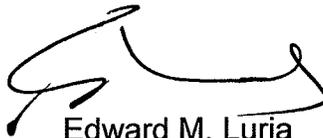
A short summary of the document to appear in the index is:

Notice of Lease Termination.

Also enclosed is a check in the amount of \$42.00 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**NOTICE OF  
LEASE TERMINATION**

This Notice of Lease Termination is effective as of November 1, 2012 by Infinity Rail, LLC, a Georgia limited liability company (the "Lessor").

**W I T N E S S E T H:**

Lessor and Public Service Company of Oklahoma (the "Lessee") are parties to that certain Master Lease Agreement, dated as of August 15, 2005, whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars pursuant to Schedule No. 1, dated as of August 15, 2005 (as may be amended, modified and assigned, the "Lease").

A Memorandum of Lease was filed with the Surface Transportation Board on March 30, 2006 at 4:33 p.m. under Recordation Number 26273.

Notice is hereby given that the Lease is terminated with respect to the railroad cars listed on Exhibit A hereto.

This Notice of Lease Termination shall not impair nor terminate any of the rights and obligations of the parties under the Lease which, by their terms, expressly survive its termination.

[Signature Page Follows]

[Notice of Lease Termination]

IN WITNESS WHEREOF, the undersigned has caused this notice to be duly executed by its officer duly authorized as of the date hereof.

**INFINITY RAIL, LLC**

By Infinity Asset Management, LLC as Manager

By: *[Signature]*  
Jeffrey E. Edelman, President

STATE OF GEORGIA        )  
  ) SS:  
COUNTY OF FULTON     )

On this, the 1<sup>st</sup> day of November 2012, before a Notary Public in and for said State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, that said instrument was signed on November 1, 2012 on behalf of said limited liability company and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

*Stephanie M. Cassamas*  
Name:  
Notary Public  
My Commission Expires



**EXHIBIT A**  
**EQUIPMENT**

Fifty six (56) gondolas having the following reporting marks and road numbers:

Count	Car Mark	Car Num	Prev Mark	Prev Num	Count	Car Mark	Car Num	Prev Mark	Prev Num
1	AEPX	88001	SEM X	85000	29	AEPX	88112	SEM X	89319
2	AEPX	88002	SEM X	1005	30	AEPX	88113	SEM X	89320
3	AEPX	88003	SEM X	1018	31	AEPX	88114	SEM X	89321
4	AEPX	88005	SEM X	1020	32	AEPX	88115	SEM X	89322
5	AEPX	88006	SEM X	1021	33	AEPX	88116	SEM X	89323
6	AEPX	88007	SEM X	1022	34	AEPX	88117	SEM X	89324
7	AEPX	88008	SEM X	1023	35	AEPX	88118	SEM X	89325
8	AEPX	88009	SEM X	1024	36	AEPX	88119	SEM X	89326
9	AEPX	88010	SEM X	1025	37	AEPX	88120	SEM X	89327
10	AEPX	88011	SEM X	1026	38	AEPX	88121	SEM X	89328
11	AEPX	88012	SEM X	1027	39	AEPX	88122	SEM X	89329
12	AEPX	88013	SEM X	1028	40	AEPX	88124	SEM X	89332
13	AEPX	88014	SEM X	1029	41	AEPX	88125	SEM X	92401
14	AEPX	88015	SEM X	1030	42	AEPX	88126	SEM X	92402
15	AEPX	88016	SEM X	1031	43	AEPX	88127	SEM X	92403
16	AEPX	88017	SEM X	1032	44	AEPX	88128	SEM X	92404
17	AEPX	88018	SEM X	1033	45	AEPX	88129	SEM X	92406
18	AEPX	88101	SEM X	89301	46	AEPX	88130	SEM X	92407
19	AEPX	88102	SEM X	89304	47	AEPX	88131	SEM X	92408
20	AEPX	88103	SEM X	89305	48	AEPX	88132	SEM X	92410
21	AEPX	88104	SEM X	89306	49	AEPX	88133	SEM X	92413
22	AEPX	88105	SEM X	89307	50	AEPX	88134	SEM X	92414
23	AEPX	88106	SEM X	89308	51	AEPX	88135	SEM X	92415
24	AEPX	88107	SEM X	89309	52	AEPX	88136	SEM X	92416
25	AEPX	88108	SEM X	89310	53	AEPX	88137	SEM X	92417
26	AEPX	88109	SEM X	89311	54	AEPX	88138	SEM X	92418
27	AEPX	88110	SEM X	89314	55	AEPX	88139	SEM X	92420
28	AEPX	88111	SEM X	89316	56	AEPX	88140	SEM X	92421

And casualty AEPX 88123.

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: 11/2/12

Edward M Luria  
Edward M. Luria