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July 1, 2016

001889-0047

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

Dear Section Chief,

Please find enclosed for recordation with the Surface Transportation Board pursuant to the provisions of 49 U.S. Code Section 11301 the following document:

- Partial Release and Termination of Lease dated as of July 1, 2016.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under STB Recordation No. 26163. Therefore, please file the enclosed Partial Release and Termination of Lease as a secondary document to STB Recordation No. 26163.

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

Lessor: MHBK (USA) Leasing & Finance LLC, a New York limited liability company (successor by merger to MHCB (USA) Leasing & Finance Corporation)  
1251 Avenue of the Americas  
New York, NY 10020

Lessee: Oklahoma Gas and Electric Company  
321 North Harvey Street  
Oklahoma City, OK 73102

Equipment: Three (3) Coalporter Railcar - OGEX 2571, OGEX 2982 and OGEX 2994

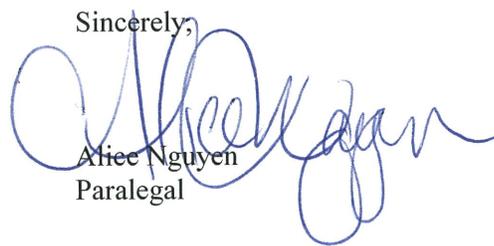
All filing fees should be charged as stated in the enclosed Payment Form. **Please provide an e-mail confirmation of receipt of this filing.**

After filing the Partial Release and Termination of Lease, kindly return stamped copies of same to the undersigned by e-mail to [anguyen@porterhedges.com](mailto:anguyen@porterhedges.com).

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
July 1, 2016  
Page 2

Thank you in advance for your assistance with this matter and if you need any further information, please feel free to contact me by telephone to 713.226.6518.

Sincerely,

A handwritten signature in blue ink, appearing to read "Alice Nguyen". The signature is stylized and cursive, with a large initial "A" and "N".

Alice Nguyen  
Paralegal

PARTIAL RELEASE AND TERMINATION OF LEASE

By this Partial Release and Termination of Lease (the “*Partial Release*”), dated as of July 1, 2016, MHBK (USA) LEASING & FINANCE LLC, a New York limited liability company, as lessor (and successor by merger to MHCBA (USA) Leasing & Finance Corporation, “*MHBK*”), and Oklahoma Gas and Electric Company (“*OGE*”), as lessee, do agree as follows.

A. A Memorandum of Lease Agreement dated as of February 1, 2006 between MHBK, as lessor, and OGE, as lessee, was recorded at the Surface Transportation Board on February 1, 2006 under Recordation No. 26163, as amended by that certain Memorandum of First Amendment to Lease Agreement dated April 17, 2008, and recorded at the Surface Transportation Board on April 17, 2008 under Recordation No. 26163-D, as further amended by that certain Memorandum of Second Amendment to Lease Agreement dated December 15, 2010 and recorded at the Surface Transportation Board on January 28, 2011, under Recordation No. 26163-E, and as further amended by that certain Memorandum of Third Amendment to Lease Agreement dated January 27, 2016 and recorded at the Surface Transportation Board on January 28, 2016, under Recordation No. 26163-L (collectively, the “*Lease*”) for 1,253 coalporter cars numbered OGEX 2001-3585, inclusive (excluding cars numbered OGEX 2003, 2007, 2008, 2013, 2016, 2024, 2025, 2027, 2030, 2036, 2042, 2049, 2054, 2060, 2064, 2072, 2081, 2085, 2097, 2099, 2108, 2109, 2110, 2116, 2127, 2128, 2130, 2150, 2153, 2154, 2161, 2164, 2165, 2167, 2168, 2169, 2170, 2178, 2179, 2180, 2183, 2193, 2197, 2198, 2201, 2202, 2213, 2215, 2216, 2219, 2221, 2226, 2235, 2243, 2245, 2254, 2257, 2258, 2269, 2273, 2277, 2278, 2282, 2286, 2287, 2288, 2299, 2253, 2295, 2303, 2305, 2307, 2319, 2335, 2336, 2345, 2346, 2360, 2363, 2364, 2366, 2368, 2381, 2385, 2393, 2394, 2399, 2405, 2406, 2412, 2422, 2423, 2426, 2428, 2432, 2433, 2434, 2435, 2446, 2447, 2454, 2462, 2464, 2469, 2471, 2474, 2478, 2480, 2489, 2490, 2491, 2492, 2496, 2503, 2504, 2506, 2510, 2511, 2512, 2517, 2518, 2519, 2522, 2523, 2528, 2535, 2537, 2548, 2558, 2597, 2564, 2581, 2592, 2593, 2594, 2601, 2606, 2614, 2622, 2623, 2625, 2642, 2645, 2647, 2650, 2656, 2663, 2667, 2682, 2685, 2694, 2696, 2701, 2703, 2706, 2717, 2718, 2731, 2732, 2734, 2737, 2739, 2754, 2759, 2761, 2773, 2774, 2776, 2783, 2784, 2786, 2800, 2802, 2805, 2807, 2809, 2811, 2814, 2820, 2821, 2828, 2836, 2837, 2843, 2850, 2856, 2865, 2871, 2872, 2876, 2880, 2883, 2893, 2894, 2897, 2904, 2908, 2910, 2913, 2914, 2926, 2930, 2931, 2938, 2943, 2945, 2950, 2953, 2961, 2962, 2967, 2968, 2972, 2977, 2978, 2981, 2984, 2986, 2993, 3006, 3016, 3020, 3027, 3033, 3034, 3054, 3061, 3066, 3068, 3070, 3088, 3089, 3091, 3102, 3109, 3117, 3122, 3123, 3125, 3146, 3157, 3160, 3165, 3173, 3174, 3175, 3178, 3185, 3187, 3194, 3195, 3196, 3198, 3199, 3207, 3208, 3220, 3225, 3232, 3234, 3237, 3239, 3240, 3241, 3249, 3250, 3257, 3258, 3259, 3261, 3270, 3277, 3281, 3283, 3284, 3286, 3289, 3290, 3291, 3299, 3301, 3304, 3305, 3306, 3307, 3310, 3314, 3318, 3325, 3327, 3329, 3332, 3333, 3336, 3339, 3343, 3351, 3352, 3355, 3357, 3360, 3363, 3366, 3373, 3384, 3389, 3393, 3397, 3398, 3403, 3404, 3409, 3411, 3413, 3420, 3425, 3428, 3432, 3441, 3459, 3464, 3470, 3475, 3485, 3492, 3493, 3520, 3548, 3552, 3562, 3570, and 3579).

B. OGE desires to remove three (3) coalporter cars numbered OGEX 2571, OGEX 2982 and OGEX 2994 from under the Lease (the "*Specified Cars*").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. MHBK and OGE do hereby acknowledge and confirm for the public record:
  - (a) that all sums due with respect to the Specified Cars have been fully discharged and satisfied; and
  - (b) the satisfaction and release of their interests to the Specified Cars under the Lease.
2. This Partial Release does not apply to the Equipment and provisions of the Lease stated to survive such termination.
3. This Partial Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Release.

*[Signatures appear on the following pages]*



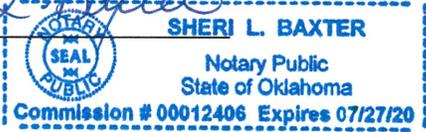
OKLAHOMA GAS AND ELECTRIC COMPANY  
as Lessee

By: *Charles B. Walworth*  
Charles B. Walworth  
Treasurer

STATE OF OKLAHOMA            )  
  )  
COUNTY OF OKLAHOMA        )

On this 30<sup>th</sup> day of June 2016, before me personally appeared Charles B. Walworth, to me personally known, who being duly sworn, says that he is Treasurer of Oklahoma Gas and Electric Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

*Sheri L. Baxter*  
Notary Public



**SHERI L. BAXTER**  
Notary Public  
State of Oklahoma  
Commission # 00012406 Expires 07/27/20

My Commission expires on: 7/27/20