

**PORTER  
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January 28, 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:

- Memorandum of Third Amendment to Lease Agreement dated as of January 27, 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 Memorandum of Third Amendment to Lease Agreement 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 MHCBA (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: 1,383 coalporter cars numbered OGEX 2001-3585, inclusive (excluding cars numbered OGEX 2003, 2007, 2013, 2016, 2024, 2025, 2030, 2042, 2054, 2081, 2085, 2099, 2109, 2116, 2150, 2153, 2161, 2164, 2165, 2167, 2169, 2178, 2180, 2183, 2198, 2215, 2219, 2221, 2226, 2245, 2254, 2257, 2258, 2269, 2299, 2253, 2303, 2307, 2319, 2335, 2336, 2345, 2346, 2363, 2364, 2366, 2385, 2394, 2399, 2405, 2406, 2412, 2422, 2426, 2433, 2434, 2435, 2446, 2462, 2469, 2471, 2478, 2480, 2489, 2490, 2492, 2496, 2503, 2504, 2510, 2512, 2517, 2523, 2528, 2535, 2537, 2558, 2597, 2564, 2581, 2592, 2593, 2606, 2614, 2622, 2625, 2647, 2650, 2656, 2667, 2694, 2703, 2718, 2732, 2737, 2773, 2774, 2786, 2800, 2802, 2805, 2807, 2809, 2814, 2836, 2837, 2843, 2865, 2871, 2876, 2880, 2883, 2893, 2894, 2897, 2908, 2910, 2913, 2938, 2945, 2950, 2953, 2961, 2967, 2968, 2977, 2978, 2981, 2986, 2993, 3027, 3033, 3034, 3054, 3066, 3068, 3070, 3088, 3089, 3091, 3122, 3123, 3125, 3146, 3160, 3174, 3175, 3178, 3187, 3194, 3195, 3198, 3199, 3207, 3225, 3232, 3239, 3240, 3241,

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
January 28, 2016  
Page 2

3250, 3257, 3258, 3259, 3261, 3270, 3277, 3284, 3290, 3291, 3307,  
3310, 3314, 3318, 3325, 3327, 3329, 3332, 3343, 3351, 3352, 3355,  
3360, 3366, 3384, 3389, 3398, 3403, 3409, 3411, 3420, 3425, 3432,  
3464, 3475, 3485, 3492, 3493, 3520, 3548, 3562, 3570, and 3579)

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 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).

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,

Alice Nguyen  
Paralegal



MEMORANDUM OF THIRD AMENDMENT TO LEASE AGREEMENT

This Memorandum of Third Amendment to Lease Agreement, made and entered into as of January 27, 2016, is by and between MHBK (USA) Leasing & Finance LLC, a New York limited liability company (successor by merger to MHCBC (USA) Leasing & Finance Corporation, "**Lessor**"), 1251 Avenue of the Americas, New York, NY 10020, and Oklahoma Gas and Electric Company ("**Lessee**"), 321 North Harvey, Oklahoma City, OK 73102.

WITNESSETH:

1. Lessor and Lessee entered into a Lease Agreement dated as of December 29, 2005 (as amended by that First Amendment dated April 17, 2008, and that Second Amendment dated December 15, 2010, the "**Lease Agreement**"), wherein Lessee agreed to lease from Lessor, 1,383 Aluminum High Side Gondola Railcars described on the Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A (the "**Equipment**"). A Memorandum of Lease was recorded at the Surface Transportation Board on February 1, 2006 under Recordation No. 26163. A Memorandum of First Amendment to Lease Agreement was recorded at the Surface Transportation Board on April 17, 2008 under Recordation No. 26163-D. A Memorandum of Second Amendment to Lease Agreement was recorded at the Surface Transportation Board on January 28, 2011 under Recordation No. 26163-E.

2. Lessor and Lessee have agreed to amend the Lease Agreement pursuant to that certain Third Amendment to Lease Agreement dated December 17, 2015 ("**Third Amendment**").

3. The lease of the Equipment shall be effective as of December 29, 2005, and shall be subject to the lease term as described in the Lease Agreement, as amended by the Third Amendment.

4. The parties hereto wish to show the Third Amendment in the public record and accordingly have caused this Memorandum of Third Amendment to Lease Agreement, to be executed by their duly authorized officers, as of the date first written above.

5. This Memorandum of Third Amendment to Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one Memorandum of Third Amendment to Lease Agreement.

*[Remainder of page intentionally left blank; Signature pages follow]*

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

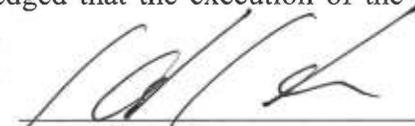
**MHBK (USA) Leasing & Finance LLC**  
as Lessor



By: \_\_\_\_\_  
Victor Mora  
President

State of New York            )  
  )  
County of New York        )

On this 27 day of January 2016, before me personally appeared Victor Mora, to me personally known, who, being by me duly sworn, says that he is the President of MHBK (USA) Leasing & Finance LLC, and that he is duly authorized to sign the foregoing instrument on behalf of such company, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such company.

  
\_\_\_\_\_  
Notary Public

My commission expires:

HIROMI HIRAYAMA  
Notary Public, State of New York  
No. 02HI6118460  
Qualified in New York County  
Commission Expires November 8, 2016

Executed as of the date first written above:

**Oklahoma Gas and Electric Company**  
as Lessee

By:   
Charles B. Walworth  
Treasurer

State of Oklahoma            )  
  )  
County of Oklahoma        )

On this 27 day of January, 2016 before me personally appeared Charles B. Walworth, to me personally known, who, being by me duly sworn, says that he is the Treasurer of Oklahoma Gas and Electric Company and that he is duly authorized to sign the foregoing instrument on behalf of Oklahoma Gas and Electric Company, and he acknowledged that the execution of the foregoing instrument was the free act and deed of Oklahoma Gas and Electric Company.

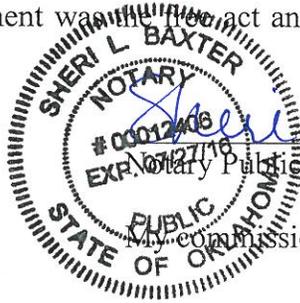
  
  
My commission expires: 7/27/16

EXHIBIT A  
to  
Memorandum of Lease Agreement between  
MHBK (USA) Leasing & Finance LLC and  
Oklahoma Gas and Electric Company

1,383 coalporter cars numbered OGEX 2001-3585, inclusive (excluding cars numbered OGEX 2003, 2007, 2013, 2016, 2024, 2025, 2030, 2042, 2054, 2081, 2085, 2099, 2109, 2116, 2150, 2153, 2161, 2164, 2165, 2167, 2169, 2178, 2180, 2183, 2198, 2215, 2219, 2221, 2226, 2245, 2254, 2257, 2258, 2269, 2299, 2253, 2303, 2307, 2319, 2335, 2336, 2345, 2346, 2363, 2364, 2366, 2385, 2394, 2399, 2405, 2406, 2412, 2422, 2426, 2433, 2434, 2435, 2446, 2462, 2469, 2471, 2478, 2480, 2489, 2490, 2492, 2496, 2503, 2504, 2510, 2512, 2517, 2523, 2528, 2535, 2537, 2558, 2597, 2564, 2581, 2592, 2593, 2606, 2614, 2622, 2625, 2647, 2650, 2656, 2667, 2694, 2703, 2718, 2732, 2737, 2773, 2774, 2786, 2800, 2802, 2805, 2807, 2809, 2814, 2836, 2837, 2843, 2865, 2871, 2876, 2880, 2883, 2893, 2894, 2897, 2908, 2910, 2913, 2938, 2945, 2950, 2953, 2961, 2967, 2968, 2977, 2978, 2981, 2986, 2993, 3027, 3033, 3034, 3054, 3066, 3068, 3070, 3088, 3089, 3091, 3122, 3123, 3125, 3146, 3160, 3174, 3175, 3178, 3187, 3194, 3195, 3198, 3199, 3207, 3225, 3232, 3239, 3240, 3241, 3250, 3257, 3258, 3259, 3261, 3270, 3277, 3284, 3290, 3291, 3307, 3310, 3314, 3318, 3325, 3327, 3329, 3332, 3343, 3351, 3352, 3355, 3360, 3366, 3384, 3389, 3398, 3403, 3409, 3411, 3420, 3425, 3432, 3464, 3475, 3485, 3492, 3493, 3520, 3548, 3562, 3570, and 3579)