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December 2, 2015

001889-0047

VIA E-MAIL – JEFFREY.HERZIG@STB.DOT.GOV

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 December 1, 2015.

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:	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:	Four (4) Coalporter Railcars OGEX 2406,2622, 3225, and 3325

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.

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

PARTIAL RELEASE AND TERMINATION OF LEASE

By this Partial Release and Termination of Lease (the "**Partial Release**"), dated as of December 1, 2015, MHCB (USA) Leasing & Finance Corporation ("**MHCB**"), as lessor, 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 MHCB, 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, and 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 (collectively, the "**Lease**") for 1,387 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, 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, 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, 3232, 3239, 3240, 3241, 3250, 3257, 3258, 3259, 3261, 3270, 3277, 3284, 3290, 3291, 3307, 3310, 3314, 3318, 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).

B. OGE desires to remove 4 coalporter cars numbered OGEX 2406, 2622, 3225, and 3325 from under the Lease (collectively, the "**Destroyed 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. MHCB and OGE do hereby acknowledge and confirm for the public record:

(a) that all sums due with respect to the Destroyed Cars have been fully discharged and satisfied; and

(b) the satisfaction and release of their interests to the Destroyed 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]

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgements below, but this Partial Release is to be effective for all purposes as of December 1, 2015.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

By: 
Name: Victor Mora
Title: President

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgements below, but this Partial Release is to be effective for all purposes as of December 1, 2015.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

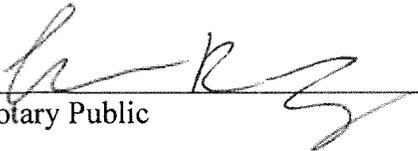
By: _____
Name:
Title:

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By: 
Name: Charles B. Walworth
Title: Treasurer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 30th day of November 2015, before me personally appeared Victor, to me personally known, who being duly sworn, says that he is President of MHCBS (USA) Leasing & Finance Corporation, 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.



Notary Public

My Commission expires on: _____

CHRISTOPHER R. TIZZANO
Notary Public, State of New York
No. 02TI6206657
Qualified in Suffolk County
Commission Expires May 26, 2017

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

On this ___ day of _____, 2015, before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is _____ 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.

Notary Public

My Commission expires on: _____

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this ___ day of _____ 2015, before me personally appeared _____, to me personally known, who being duly sworn, says that he is _____ of MHCB (USA) Leasing & Finance Corporation, 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.

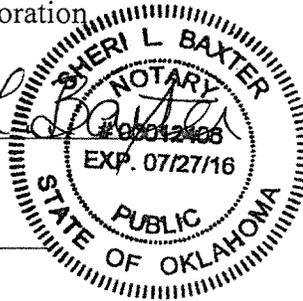
Notary Public

My Commission expires on: _____

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

On this 1 day of December, 2015, before me personally appeared Charles B. Walworth, to me personally known, who being duly sworn, says that he/she 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



My Commission expires on: 7/27/16