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RECORDATION NO. 26163-O  
FILED JUNE 1, 2016 4:23 PM  
SURFACE TRANSPORTATION BOARD

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June 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 June 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: 127 Coalporter Railcar - OGEX 2008, OGEX 2027, OGEX 2036, OGEX 2049, OGEX 2060, OGEX 2064, OGEX 2072, OGEX 2097, OGEX 2108, OGEX 2110, OGEX 2127, OGEX 2128, OGEX 2130, OGEX 2154, OGEX 2168, OGEX 2170, OGEX 2193, OGEX 2197, OGEX 2201, OGEX 2202, OGEX 2213, OGEX 2216, OGEX 2235, OGEX 2243, OGEX 2273, OGEX 2277, OGEX 2278, OGEX 2282, OGEX 2286, OGEX 2287, OGEX 2288, OGEX 2305, OGEX 2360, OGEX 2368, OGEX 2381, OGEX 2393, OGEX 2423, OGEX 2428, OGEX

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2432, OGEX 2447, OGEX 2454, OGEX 2464, OGEX 2474, OGEX  
2491, OGEX 2511, OGEX 2518, OGEX 2519, OGEX 2522, OGEX  
2548, OGEX 2594, OGEX 2601, OGEX 2623, OGEX 2642, OGEX  
2645, OGEX 2663, OGEX 2682, OGEX 2685, OGEX 2696, OGEX  
2701, OGEX 2706, OGEX 2717, OGEX 2731, OGEX 2734, OGEX  
2739, OGEX 2754, OGEX 2759, OGEX 2761, OGEX 2776, OGEX  
2783, OGEX 2784, OGEX 2811, OGEX 2820, OGEX 2821, OGEX  
2828, OGEX 2850, OGEX 2856, OGEX 2872, OGEX 2904, OGEX  
2914, OGEX 2926, OGEX 2930, OGEX 2931, OGEX 2943, OGEX  
2962, OGEX 2972, OGEX 2984, OGEX 3006, OGEX 3016, OGEX  
3020, OGEX 3061, OGEX 3102, OGEX 3109, OGEX 3117, OGEX  
3157, OGEX 3165, OGEX 3173, OGEX 3185, OGEX 3196, OGEX  
3208, OGEX 3220, OGEX 3234, OGEX 3237, OGEX 3249, OGEX  
3281, OGEX 3283, OGEX 3286, OGEX 3289, OGEX 3299, OGEX  
3301, OGEX 3304, OGEX 3305, OGEX 3306, OGEX 3333, OGEX  
3336, OGEX 3339, OGEX 3357, OGEX 3363, OGEX 3373, OGEX  
3393, OGEX 3397, OGEX 3404, OGEX 3413, OGEX 3428, OGEX  
3441, OGEX 3459, OGEX 3470 and OGEX 3552

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).

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 June 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 1,380 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, 2179, 2180, 2183, 2198, 2215, 2219, 2221, 2226, 2245, 2254, 2257, 2258, 2269, 2299, 2253, 2295, 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, 2506, 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).

B. OGE desires to remove 127 coalporter cars numbered OGEX 2008, OGEX 2027, OGEX 2036, OGEX 2049, OGEX 2060, OGEX 2064, OGEX 2072, OGEX 2097, OGEX 2108, OGEX 2110, OGEX 2127, OGEX 2128, OGEX 2130, OGEX 2154, OGEX 2168, OGEX 2170, OGEX 2193, OGEX 2197, OGEX 2201, OGEX 2202, OGEX 2213, OGEX 2216, OGEX 2235, OGEX 2243, OGEX 2273, OGEX 2277, OGEX 2278, OGEX 2282, OGEX 2286, OGEX 2287, OGEX 2288, OGEX 2305, OGEX 2360, OGEX 2368, OGEX 2381, OGEX 2393, OGEX 2423, OGEX 2428, OGEX 2432, OGEX 2447, OGEX 2454, OGEX 2464, OGEX 2474, OGEX 2491, OGEX 2511, OGEX 2518, OGEX 2519, OGEX 2522, OGEX 2548, OGEX 2594, OGEX 2601, OGEX 2623, OGEX 2642,

OGEX 2645, OGEX 2663, OGEX 2682, OGEX 2685, OGEX 2696, OGEX 2701, OGEX 2706, OGEX 2717, OGEX 2731, OGEX 2734, OGEX 2739, OGEX 2754, OGEX 2759, OGEX 2761, OGEX 2776, OGEX 2783, OGEX 2784, OGEX 2811, OGEX 2820, OGEX 2821, OGEX 2828, OGEX 2850, OGEX 2856, OGEX 2872, OGEX 2904, OGEX 2914, OGEX 2926, OGEX 2930, OGEX 2931, OGEX 2943, OGEX 2962, OGEX 2972, OGEX 2984, OGEX 3006, OGEX 3016, OGEX 3020, OGEX 3061, OGEX 3102, OGEX 3109, OGEX 3117, OGEX 3157, OGEX 3165, OGEX 3173, OGEX 3185, OGEX 3196, OGEX 3208, OGEX 3220, OGEX 3234, OGEX 3237, OGEX 3249, OGEX 3281, OGEX 3283, OGEX 3286, OGEX 3289, OGEX 3299, OGEX 3301, OGEX 3304, OGEX 3305, OGEX 3306, OGEX 3333, OGEX 3336, OGEX 3339, OGEX 3357, OGEX 3363, OGEX 3373, OGEX 3393, OGEX 3397, OGEX 3404, OGEX 3413, OGEX 3428, OGEX 3441, OGEX 3459, OGEX 3470 and OGEX 3552 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]*

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 June 1, 2016.

**MHBK (USA) LEASING & FINANCE LLC**  
as Lessor

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

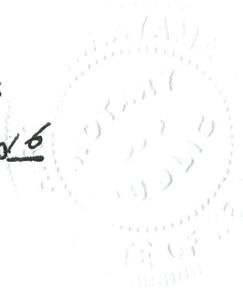
STATE OF NEW YORK                    )  
  )  
COUNTY OF NEW YORK            )

On this 27 day of May 2016, before me personally appeared Victor Mora to me personally known, who being duly sworn, says that he is President of MHBK (USA) Leasing & Finance LLC, that said instrument was signed and sealed on behalf of said company and that said instrument is the free act and deed of said company.

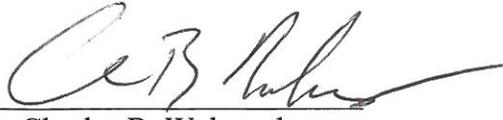
  
\_\_\_\_\_  
Notary Public

My Commission expires on: \_\_\_\_\_

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



OKLAHOMA GAS AND ELECTRIC COMPANY  
as Lessee

By:   
Charles B. Walworth  
Treasurer

STATE OF OKLAHOMA            )  
  )  
COUNTY OF OKLAHOMA        )

On this 31 day of May 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.

  
Notary Public



My Commission expires on: 7/27/16