

OSTER RESEARCHING SERVICES

12897 Colonial Drive
Mt. Airy, Maryland 21771
(301) 253-6040
www.osterresearchingservices.com
maryannoster@comcast.net

July 3, 2014

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

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

PARTIAL RELEASE AND TERMINATION OF LEASE dated as of 7/1/14

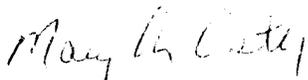
Lessor: MHCB (USA) Leasing & Finance Corporation
1251 Avenue of the Americas
New York, NY 10020

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

Equipment: 2, Coalporter Railcars
OGEX 3027, 3160

Please file this agreement as a secondary document to STB Recordation #26163. The filing fee of \$44 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

PARTIAL RELEASE AND TERMINATION OF LEASE

By this Partial Release and Termination of Lease (the "**Partial Release**"), dated as of July 1, 2014, MHCBC (USA) Leasing & Finance Corporation ("**MHCBC**"), 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 MHCBC, 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 1,391 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, 3033, 3034, 3054, 3066, 3068, 3070, 3088, 3089, 3091, 3122, 3123, 3125, 3146, 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. A derailment on or before May 27, 2014 subsequently resulted in the destruction of 2 coalporter cars numbered OGEX 3027 and 3160 (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. MHCBC 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.

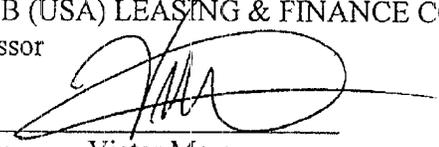
2. This Partial Release does not apply to the Equipment and provisions of the Lease stated to survive such termination.

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 July 1, 2014.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

By: 
Name: Victor Mora
Title: President

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By: _____
Chuck Walworth
Treasurer

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 July 1, 2014.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

By: _____
Name: _____
Title: _____

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By: 
Chuck Walworth
Treasurer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 13th day of June, 2014, before me personally appeared Viktor Mora, to me personally known, who being duly sworn, says that he is President of MHC B (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. 02116206657
Qualified in Suffolk County
Commission Expires May 26, 2017



STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

On this ___ day of _____, 2014, before me personally appeared Chuck 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: _____

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this ___ day of _____ 2014, before me personally appeared _____, to me personally known, who being duly sworn, says that he is _____ 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.

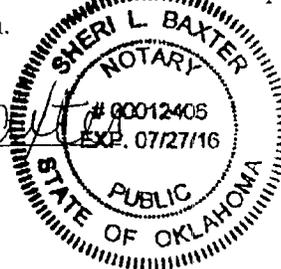
Notary Public

My Commission expires on: _____

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

On this 18 day of June, 2014, before me personally appeared Chuck 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



My Commission expires on: 7/27/16