

2-346A002

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE
SUITE 500 — 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004-2901
202-628-2838
FAX: 202-347-3419

513-381-2838
CABLE: FAFTHOL TWX: 810-461-2823
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE
21 EAST STATE STREET
COLUMBUS, OHIO 43215-4221
614-221-2838
FAX: 614-221-2007

November 24, 1992

NORTHERN KENTUCKY OFFICE
THOMAS MORE CENTRE
2670 CHANCELLOR DRIVE
CRESTVIEW HILLS, KENTUCKY 41017-3491
606-331-2838
513-381-2838
FAX: 513-381-8813

CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
Attn: Mildred Lee
Room 2303

RECORDATION NO. 17967-A FILED 125

DEC 11 1992 - 11 32 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Partial Termination of Lease Agreement, a secondary document, dated October 12, 1992. The primary document to which it relates is a Coal Car Lease Agreement dated July 31, 1992 and bearing recordation number 17967. We request that this document be cross-indexed.

The names and addresses of the parties to the document are as follows:

- LESSOR: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202
- LESSEE: Oklahoma Gas and Electric Company
P.O. Box 321
Oklahoma City, Oklahoma 73101
Attn: Mr. Darrell Allen

The equipment covered by the enclosed document is one hundred and seven (107) 100 ton, 4,000 cubic foot, rotary dump gondola railcars currently bearing the reporting marks set forth in Exhibit A hereto.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

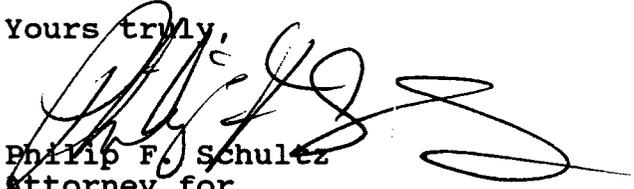
Ms. Mildred Lee
November 24, 1992
Page 2

A short summary of the document to appear in the index follows:

Partial Termination of Lease Agreement between Oklahoma Gas and Electric Company, P.O. Box 321, Oklahoma City, Oklahoma 73101 and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated October 12, 1992 and covering one hundred and seven (107) 100 ton, 4,000 cubic foot capacity rotary dump gondola railcars.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultze
Attorney for
The David J. Joseph Company

PFS/taj
Enclosure

iccf1a8.djj

EXHIBIT A

One hundred seven (107) 100 ton, 4000 cubic foot capacity rotary dump gondola railroad cars bearing reporting marks as follows:

| | | | |
|------|-------|-------|-------|
| OGEX | 1184- | 1250- | 1311- |
| | 1185- | 1253- | 1313- |
| | 1187- | 1254- | 1318- |
| | 1189- | 1256- | 1321- |
| | 1190- | 1258- | 1323- |
| | 1191- | 1259- | 1327- |
| | 1193- | 1260- | 1328- |
| | 1196- | 1261- | 1329- |
| | 1198- | 1263- | 1330- |
| | 1199- | 1264- | 1331- |
| | 1202- | 1266- | 1333- |
| | 1203- | 1268- | 1334- |
| | 1204- | 1271- | 1335- |
| | 1205- | 1273- | 1336- |
| | 1206- | 1274- | 1338- |
| | 1209- | 1275- | 1339- |
| | 1210- | 1279- | 1340- |
| | 1212- | 1280- | 1345- |
| | 1215- | 1281- | 1346- |
| | 1219- | 1282- | 1347- |
| | 1220- | 1283- | 1348- |
| | 1222- | 1284- | 1349- |
| | 1225- | 1286- | 1350- |
| | 1226- | 1288- | 1351- |
| | 1228- | 1290- | 1353- |
| | 1230- | 1292- | 1355- |
| | 1232- | 1296- | 1356- |
| | 1236- | 1297- | 1357- |
| | 1238- | 1299- | 1360- |
| | 1239- | 1300- | 1363- |
| | 1241- | 1303- | 1365- |
| | 1244- | 1304- | 1366- |
| | 1246- | 1305- | 1367- |
| | 1247- | 1308- | 1368- |
| | 1248- | 1309- | 1369- |
| | 1249- | 1310- | |

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INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

DEC 11 1992 - 10 32 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF LEASE AGREEMENT

This Partial Termination of Lease Agreement (the "Agreement") terminates that certain Coal Car Lease Agreement, dated July 31, 1992 (the "Lease") between The David J. Joseph Company, as lessor (the "Lessor") and Oklahoma Gas and Electric Company, as lessee (the "Lessee"), with respect to those certain railroad cars listed in Exhibit A hereto (hereinafter referred to as the "Terminated Equipment"). (Recordation No. 17967)

WHEREAS, Lessor and Lessee executed the Lease relating to certain equipment, including the Terminated Equipment described in Exhibit A hereto;

WHEREAS, all interest, including, but not limited to possessory, ownership, or leasehold interest, of the Lessee, its successors and assigns in the Terminated Equipment has been terminated effective September 20, 1992;

WHEREAS, Lessor and Lessee desire to terminate and cancel the Lease with respect to the Terminated Equipment and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee agree as follows:

1. All interest, including, but not limited to possessory, ownership, or leasehold interest, of the Lessee, its successors, and assigns in the Terminated Equipment has been terminated, effective September 20, 1992.
2. Lessor and Lessee hereby terminate and cancel the Lease, with respect to the Terminated Equipment.
3. Notwithstanding the execution of this Agreement, all other terms and conditions of the Lease shall remain in full and effect.
4. The parties hereto agree to record this Agreement with the ICC so as to record the release of the lien against the Terminated Equipment constituted by the Lease.
5. This Agreement may be executed by the parties hereto in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Agreement to be duly executed by their authorized officers as of the 12th day of October, 1992.

WITNESS:

Susan L. Henderson

Steven E. Ward

THE DAVID J. JOSEPH COMPANY (LESSOR)

BY:

[Signature]

TITLE:

Pres COO

WITNESS:

Wama Bellotti

OKLAHOMA GAS & ELECTRIC COMPANY (LESSEE)

BY:

[Signature]

Executive Vice President
and Chief Operating Officer

TITLE:

[Signature]
etc

PARTIAL TERMINATION OF LEASE AGREEMENT

EXHIBIT A

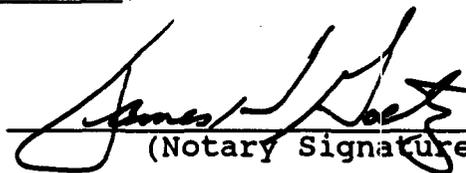
One hundred seven (107) 100 ton, 4000 cubic foot capacity rotary dump gondola railroad cars bearing reporting marks as follows:

| | | | |
|------|-------|-------|-------|
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| | 1241- | 1303- | 1365- |
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| | 1246- | 1305- | 1367- |
| | 1247- | 1308- | 1368- |
| | 1248- | 1309- | 1369- |
| | 1249- | 1310- | |

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 5th day of NOVEMBER, 1992, before me the subscriber, JAMES H. GOETZ, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan to me personally known, who stated and acknowledged that he is the VICE PRESIDENT of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 5th day of NOVEMBER, 1992.


(Notary Signature)

My commission expires:
JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995