

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

45 CARDINAL DRIVE

WESTFIELD, N. J. 07090-1099 U.S.A.

TELEPHONE
(908) 233-0700

TELEFAX (908) 233-1070

TELEX 219258

February 5, 1996

VIA FEDERAL EXPRESS

Surface Transportation Board
Department of Transportation
12th Street and Constitution Avenue
Washington, D.C. 20423

RECORDATION NO. **8757-D+E**
FEB 7 1996 - 10 23 AM
INTERSTATE COMMERCE COMMISSION

FEB 7 10 21 AM '96
INTERSTATE COMMERCE
COMMISSION
RECEIVED

Gentlemen:

I have enclosed one original and one certified true copy of the Release defined below, and one original and one counterpart of the Termination of Lease defined below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

The enclosed documents are (i) a **Release and Satisfaction and Bill of Sale**, dated December 29, 1995 (the *Release*) by Boatmen's First National Bank of Oklahoma, successor-in-interest to First National Bank Of Oklahoma City, as Agent (*Agent*), a secondary document; and (ii) a **Termination of Lease of Railroad Equipment**, dated as of December 20, 1995 (the *Termination of Lease*), between Connell Finance Company, Inc., a New Jersey corporation, successor in interest to Connell Leasing, Inc., as Lessor (*Lessor*) and Oklahoma Gas and Electric Company, as Lessee (*Lessee*), a secondary document.

The primary documents to which the Release and the Termination of Lease are connected are (1) the Lease of Railroad Equipment dated as of February 1, 1977 (the *Lease*), entered into between Lessor and Lessee, pursuant to which Lessor leased certain steel gondola cars to Lessee; (2) the Conditional Sale Agreement dated as of February 1, 1977 (the *Conditional Sale Agreement*) entered into among Agent, Thrall Car Manufacturing Company (*Builder*), Lessor; and Lessee; (3) an Agreement and Assignment dated as of February 1, 1977 (the *Agreement and Assignment*), pursuant to which Builder assigned its interests in the Equipment to Agent; and (4) an Assignment of Lease dated as of February 1, 1977 (the *Assignment of Lease*), between Lessor and Agent, pursuant to which Lessor assigned a collateral security interest in the Lease to Agent, securing the obligations owed under the Conditional Sale Agreement.

The Conditional Sale Agreement, the Agreement and Assignment, the Lease, and the Assignment of Lease were each recorded with the Interstate Commerce Commission on March 23, 1977 at 10:23 AM, recordation numbers 8757, 8757-A, 8757-B and 8757-C, respectively.

The Release cancels of record and releases the Conditional Sale Agreement, and releases any interest in the railroad equipment. The Termination of Lease provides public notice of the termination of the Lease.

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

Lessor: Connell Finance Company, Inc.
(successor-in-interest to Connell Leasing, Inc.)
45 Cardinal Drive
Westfield, New Jersey 07090-1099

Lessee: Oklahoma Gas and Electric Company
101 North Robinson
P.O. Box 321
Oklahoma City, OK 73102

Agent: Boatmen's First National Bank of Oklahoma
(successor in interest to First National
Bank of Oklahoma City)
211 North Robinson
P.O. Box 25189
Oklahoma City, OK 73125-0189

A description of the equipment covered by the documents follows:

341 one hundred-ton steel gondola cars, with identification marks OGEX 243-580 (both inclusive) and OGEX 5006, 5007 and 5008.

A check in the amount of \$42.00 (i.e., \$21.00 per document to be recorded) is enclosed to cover the fee for filing the Release and the Termination of Lease. Please return to me in the self-addressed Federal Express envelope provided herein a counterpart of each of the documents and the extra copy of this letter, time and date stamped as to filing.

A short summary of the documents follow:

1. A **Release and Satisfaction and Bill of Sale** dated December 29, 1995, by Boatmen's First National Bank of Oklahoma, as Agent, 211 North Robinson, P.O. Box 25189, Oklahoma City, OK 73125-0189, canceling of record Agent's security interest in the Lease and in the railroad equipment; and
2. A **Termination of Lease of Railroad Equipment** dated as of December 20, 1995, between Connell Finance Company, Inc., as Lessor, 45 Cardinal Drive, Westfield, NJ 07090-1099, and Oklahoma Gas and Electric Company, 101 North Robinson, P.O.

Box 321, Oklahoma City, OK 73102, terminating of record the lease of railroad equipment.

If you have any questions please do not hesitate to call the undersigned.

Sincerely,

CONNELL FINANCE COMPANY, INC.

A handwritten signature in black ink, appearing to read 'Mark R. Decker', written in a cursive style.

Mark R. Decker
Vice President & General Counsel

Enc.

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

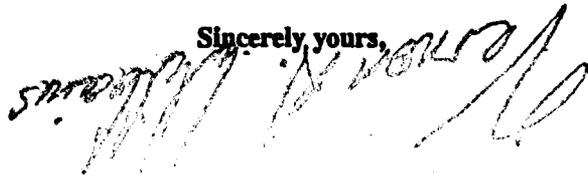
2/7/96

Mark R. Decker
Connell Finance Company
45 Cardinal Drive
Westfield, New Jersey 07090-1099USA

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/7/96 at 10:25AM , and assigned recordation number(s). 8757-D and E.

Sincerely yours,

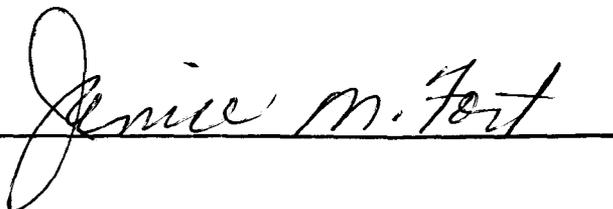


**Vernon A. Williams
Secretary**

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



FEB 7 1996 10:25 AM

RELEASE AND SATISFACTION AND BILL OF SALE

This Release and Satisfaction and Bill of Sale dated December 29th, 1995, by Boatmen's First National Bank of Oklahoma, as Agent (*Boatmen's*).

WHEREAS, a Conditional Sale Agreement dated as of February 1, 1977 (the *Conditional Sale Agreement*) was entered into among First National Bank of Oklahoma City, as Agent (*Agent*), Thrall Car Manufacturing Company (*Builder*), Connell Leasing, Inc. (*Vendee or Lessor*) and Oklahoma Gas and Electric Company (*Lessee*), pursuant to which Vendee granted a security interest in 341 gondola cars (the *Equipment*) manufactured by Builder and identified on Schedule I annexed hereto;

WHEREAS, an Agreement and Assignment dated as of February 1, 1977 (the *Agreement and Assignment*) was entered into between Builder and Agent, pursuant to which Builder assigned its interests in the Equipment to Agent;

WHEREAS, a Lease of Railroad Equipment dated as of February 1, 1977 (the *Lease*) was entered into between Vendee and Lessee, pursuant to which Lessor leased the Equipment to Lessee;

WHEREAS, an Assignment of Lease dated as of February 1, 1977 (the *Assignment of Lease*) was entered into between Lessor and Agent, pursuant to which Lessor assigned a collateral security interest in the Lease to Agent, securing the obligations owed under the Conditional Sale Agreement;

WHEREAS, the Conditional Sale Agreement, the Agreement and Assignment, the Lease and the Assignment of Lease were each recorded with the Interstate Commerce Commission (the *ICC*) on March 23, 1977 at 10:23 AM, recordation numbers 8757, 8757-A, 8757-B and 8757-C, respectively;

WHEREAS, Boatmen's has now become successor-in-interest to Agent; and Connell Finance Company, Inc. (*Connell*) has become successor-in-interest to Vendee/Lessor; and

WHEREAS, the *Conditional Sale Indebtedness*, as defined in the Conditional Sale Agreement, with interest thereon, has been fully paid and all of the obligations under the Conditional Sale Agreement have been fully complied with and performed, and Connell has duly requested that Boatmen's provide for public recordation evidence of the release and transfer to Connell of all interest held by Boatmen's in the Equipment;

NOW THEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

Boatmen's First National Bank of Oklahoma, as Agent, does hereby declare the Conditional Sale Agreement to be satisfied and canceled and does consent that the same

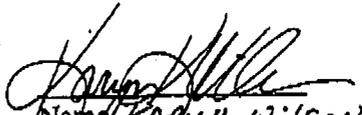
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be discharged of record, and further does hereby sell, assign, convey, transfer, set over, and release, unto Connell Finance Company, Inc. all of its right, title and interest in and to (a) all of the railroad equipment of every character included in the Conditional Sale Agreement and now held by Boatmen's First National Bank of Oklahoma, as Agent, free of all liens, security interests and other encumbrances created or retained under the Conditional Sale Agreement or which result from claims against Boatmen's First National Bank of Oklahoma, not related to the subject security interest in the railroad equipment; and (b) the Lease.

IN WITNESS WHEREOF, Boatmen's First National Bank of Oklahoma, as Agent, has caused these presents to be executed in its name by its officer thereunto duly authorized and its corporate seal to be hereunto affixed and attested as of this 29th day of December, 1995.

ATTEST:

**BOATMEN'S FIRST NATIONAL BANK
OF OKLAHOMA, As Agent**

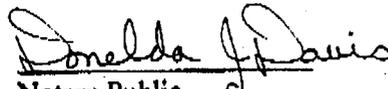

Name: KARYN WILSON
Title: vice President

By: 
Name: SUE SHIPMAN
Title: vice President

STATE OF OKLAHOMA)

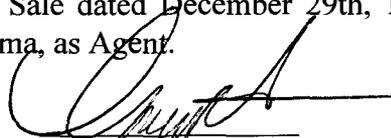
) ss:
COUNTY OF Oklahoma

On this 29th day of December, 1995, before me personally appeared Sue Shipman, to me personally known, who, being by me duly sworn, says that she is a vice President of Boatmen's First National Bank of Oklahoma, that the corporate seal affixed to this instrument was signed and sealed on behalf of said corporation by authority of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
My commission expires 6-19-96

VERIFICATION

This is to certify that the document to which this Verification is annexed is a true copy of the Release and Satisfaction and Bill of Sale dated December 29th, 1995 executed by Boatmen's First National Bank of Oklahoma, as Agent.



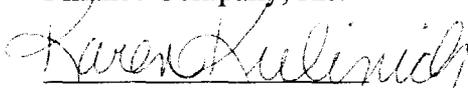
Mark R. Decker
Vice President & General Counsel
CONNELL FINANCE COMPANY, INC.

STATE OF NEW JERSEY)

) ss:

COUNTY OF UNION)

Sworn to and subscribed before me on this 6th day of February, 1996, by Mark R. Decker, to me personally known to be Vice President & General Counsel of Connell Finance Company, Inc.


Notary Public

KAREN KULINIICH
NOTARY PUBLIC OF NEW JERSEY
Registered in Middlesex & Union Counties
My Commission Expires Sept. 30, 1997