

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** FILED 1/25

FEB 7 1996 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE
COMMISSION
RECEIVED
FEB 7 10 21 AM '96

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:

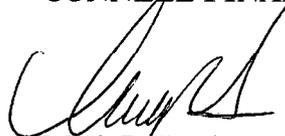
1. A **Release and Satisfaction and Bill of Sale** dated December 29, 1995, by Boatmen's First National Bank of Oklahoma, as Agent, 211 North Robinson, P.O. Box 25189, Oklahoma City, OK 73125-0189, canceling of record Agent's security interest in the Lease and in the railroad equipment; and
2. A **Termination 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 over the printed name.

Mark R. Decker
Vice President & General Counsel

Enc.

8757-E

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

This Termination of Lease of Railroad Equipment dated as of this 20 day of December, 1995 (the *Termination*), by Connell Finance Company, Inc., a New Jersey corporation, as successor-in-interest to The Connell Company, itself successor-by-merger to Connell Leasing, Inc. (*Connell*) and Oklahoma Gas and Electric Company (*OG&E* or *Lessee*.)

7 10 21

RECITALS

WHEREAS, Connell Leasing, Inc. (*Lessor*) and Lessee entered into a Lease of Railroad Equipment dated as of February 1, 1977 (the *Lease*) pursuant to which Lessor leased to Lessee certain equipment consisting of 341 one hundred-ton steel gondola cars, with identification marks OGEX 243-580 (both inclusive) and OGEX 5006, 5007 and 5008 (collectively, the *Equipment*, and individually a *Unit of Equipment*);

WHEREAS, the Lease was filed with the Interstate Commerce Commission on March 23, 1977 at 10:23 AM and assigned Recordation No. 8757B;

WHEREAS, following the entry into the lease, Connell Leasing, Inc. was merged into The Connell Company; and on a date thereafter Connell Finance Company, Inc. became successor in interest to all right, title and interest in the Equipment and the Lease;

WHEREAS, the Lease was amended by Letter Amendment to Lease of Railroad Equipment dated July 6, 1992 (the *First Letter Amendment*), was further amended by letter between the Lessor and Lessee dated October 28, 1992 (the *Second Letter Amendment*), and was finally amended by the Third Letter Amendment to Lease of Railroad Equipment dated November 13, 1992 (the *Third Letter Amendment*), which, by its terms expressly superseded the First Letter Amendment and the Second Letter Amendment (the *First Letter Amendment*, the *Second Letter Amendment* and the *Third Letter Amendment* being hereinafter collectively referred to as the *Amendments*).

WHEREAS, the Amendments were not filed with the Interstate Commerce Commission;

WHEREAS, the Lease, as amended by the Amendments, was terminated on April 30, 1993 and has not been renewed; and

WHEREAS, the undersigned wish to provide notice for the public record that the Lease has been terminated;

NOW THEREFORE, the undersigned do hereby acknowledge the termination of Lease as of this 20 day of December, 1995; *provided, however*, that this Termination

shall not affect unfulfilled obligations of Lessee, if any, incurred prior to said expiration and termination.

IN WITNESS WHEREOF, each of the undersigned has caused this Termination of Lease of Railroad Equipment to be executed by its duly authorized officer and the corporate seals to be hereto affixed as of the day and year first above written.

Attest: [Signature]
Name: Wendell R. Decker
Title: Asst Secretary

CONNELL FINANCE COMPANY, INC.

By: [Signature]
Name: Joseph E. Marioni
Title: Executive Vice President

Attest: [Signature]
Name: Irma B Elliott
Title: Secretary

OKLAHOMA GAS & ELECTRIC COMPANY

By: [Signature]
Name: Jack T. Coffman
Title: Vice President of Power Supply

STATE OF NEW JERSEY)
)
COUNTY OF UNION)

SS.:

On this 27 day of December, 1995, before me personally appeared Joseph E. Marioni to me personally known, who, being by me duly sworn, says that he is Exec Vice President of Connell Finance Company, Inc., that the foregoing instrument was signed on behalf of said company by due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Signature]
Notary Public **ROSALIE M. FLEMING**
NOTARY PUBLIC OF NEW JERSEY
Registered in Somerset & Union Counties
My Commission Expires March 13, 2000

STATE OF OKLAHOMA)
)
COUNTY OF Garvin)

SS.:

On this 20th day of December, 1995, before me personally appeared Jack T. Coffman, to me personally known, who, being by me duly sworn, says that he is Vice President of Oklahoma Gas & Electric Company, that the foregoing instrument was signed on behalf of said company by due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Signature]
Notary Public