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A T T O R N E Y S

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December 3, 2002

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 23430-A FILED

DEC 03 '02

1:45 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Supplement No. 1, a secondary document, dated December 2, 2002. The primary document to which this is connected is recorded under Recordation No. 23430. We request that one copy of this document be recorded under Recordation No. 23430-A.

The names and addresses of the parties to the Lease Supplement No. 1 are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

Oklahoma Gas and Electric Company
101 North Robinson Street
Oklahoma City, OK 73102

A description of the equipment covered by the Lease Supplement No. 1 consists of: (1) equipment removed from the lease of 28 aluminum high side gondola cars numbered OGEX 2003, 2007, 2030, 2054, 2085, 2198, 2319, 2335, 2399, 2412, 2422, 2469, 2489, 2510, 2737, 2908, 2913, 3066, 3070, 3091, 3195, 3198, 3284, 3314, 3329, 3343, 3411, and 3425; and (2) equipment included in the lease of 28 aluminum BethGon cars numbered OGEX, 3503-3530, inclusive.

BALL JANIK LLP

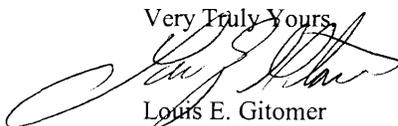
Honorable Vernon A. Williams
December 3, 2002
Page 2

A fee of \$ 30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Lease Supplement No. 1 between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and Oklahoma Gas and Electric Company, 101 North Robinson Street, Oklahoma City, OK 73102, covering (1) equipment removed from the lease consisting of 28 aluminum high side gondola cars numbered OGEX 2003, 2007, 2030, 2054, 2085, 2198, 2319, 2335, 2399, 2412, 2422, 2469, 2489, 2510, 2737, 2908, 2913, 3066, 3070, 3091, 3195, 3198, 3284, 3314, 3329, 3343, 3411, and 3425; and (2) equipment included in the lease consisting of 28 aluminum BethGon cars numbered OGEX, 3503-3530, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 23430-A FILED

LEASE SUPPLEMENT NO. 1

DEC 03 '02

1-45 PM

DECEMBER

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 1 dated ~~November 2~~, 2002 supplements and forms a part of that certain Lease Agreement dated as of March 27, 2001 (the "Lease") by and between Banc One Leasing Corporation, as Lessor, and Oklahoma Gas and Electric Company, as Lessee. Capitalized terms used and not defined herein shall have the meanings specified in the Lease.

RECITALS:

1. Each of the railcars identified on Schedule 1 hereto suffered a Casualty and as a result constitutes Lost Equipment.
2. Pursuant to the terms of Section 9 of the Lease, Lessee has elected to replace the Lost Equipment with similar equipment.
3. The replacement equipment is identified on Schedule 2 hereto.

AGREEMENT:

Lessee hereby confirms and warrants to Lessor that the replacement equipment: (a) was duly delivered to Lessee on or prior to the date hereof; (b) has been received, inspected and determined to be in compliance with all applicable specifications and is hereby accepted for all purposes of the Lease; and (c) is a part of the "Equipment" referred to in the Lease and is taken subject to all terms and conditions therein and herein provided.

Lessor hereby confirms the termination of all of its right, title and interest under the Memorandum of Lease with respect to the railcars identified on Schedule 1.

DECEMBER

Date of Execution: ~~November 2~~, 2002

Banc One Leasing Corporation

Oklahoma Gas and Electric Company

By: *[Signature]*
Name: MARIE C. HENRICH
Title: FUNDING AUTHORITY

By: *[Signature]*
Name: Eric B. Weekes
Title: Treasurer

STATE OF Ohio)
) ss.
COUNTY OF Delaware)

On this 2 day of December, 2002, before me, Rebecca Moore, the undersigned Notary Public, personally appeared Mary Newbach personally known to me to be the person who executed the within instrument as Funding Agency on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



REBECCA MOORE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10/30/05

Rebecca Moore
Notary Public for Beinc One Learning
My Commission expires 10/30/05

STATE OF Oklahoma)
) ss.
COUNTY OF Cleveland)

On this 25 day of Nov, 2002, before me, Susie White, the undersigned Notary Public, personally appeared Eric B. Weeks personally known to me to be the person who executed the within instrument as Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Susie White
Notary Public for Oklahoma Power & Electric Company
My Commission expires Oct 21, 2003

SCHEDULE 1

LOST EQUIPMENT

<u>Car Number</u>	<u>Description</u>
OGEX2007	Aluminum High Side Gondola Railcar
OGEX2030	Aluminum High Side Gondola Railcar
OGEX2054	Aluminum High Side Gondola Railcar
OGEX2085	Aluminum High Side Gondola Railcar
OGEX2319	Aluminum High Side Gondola Railcar
OGEX2335	Aluminum High Side Gondola Railcar
OGEX2399	Aluminum High Side Gondola Railcar
OGEX2412	Aluminum High Side Gondola Railcar
OGEX2422	Aluminum High Side Gondola Railcar
OGEX2469	Aluminum High Side Gondola Railcar
OGEX2489	Aluminum High Side Gondola Railcar
OGEX2510	Aluminum High Side Gondola Railcar
OGEX2737	Aluminum High Side Gondola Railcar
OGEX2908	Aluminum High Side Gondola Railcar
OGEX2913	Aluminum High Side Gondola Railcar
OGEX3066	Aluminum High Side Gondola Railcar
OGEX3070	Aluminum High Side Gondola Railcar
OGEX3091	Aluminum High Side Gondola Railcar
OGEX3195	Aluminum High Side Gondola Railcar
OGEX3198	Aluminum High Side Gondola Railcar
OGEX3284	Aluminum High Side Gondola Railcar
OGEX3314	Aluminum High Side Gondola Railcar
OGEX3329	Aluminum High Side Gondola Railcar
OGEX3343	Aluminum High Side Gondola Railcar
OGEX3411	Aluminum High Side Gondola Railcar
OGEX3425	Aluminum High Side Gondola Railcar
OGEX2003	Aluminum High Side Gondola Railcar
OGEX2198	Aluminum High Side Gondola Railcar

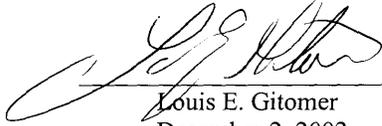
SCHEDULE 2

REPLACEMENT EQUIPMENT

<u>Car Numbers</u>	<u>Description</u>
OGEX3503-3530, inclusive	Aluminum BethGon Car

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Lease Supplement No. 1 dated December 2, 2002, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 2, 2002