

RECORDATION NO. 23430-B FILED

BALL JANIK LLP

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FEB 01 '06 3-23 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
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February 1, 2006

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

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 Termination of Lease, a secondary document, dated February 1, 2006. 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-B.

The names and addresses of the parties to the Termination of Lease are:

Lessor:

Chase Equipment Leasing, Inc., formerly known as Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

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

A description of the equipment covered by the Termination of Lease consists of 1,464 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2030, 2054, 2081, 2085, 2116, 2165, 2178, 2180, 2198, 2245, 2254, 2258, 2303, 2319, 2335, 2366, 2385, 2399, 2412, 2422, 2433, 2469, 2480, 2489, 2510, 2558, 2597, 2625, 2656, 2694, 2703, 2732, 2737, 2773, 2836, 2880, 2908, 2913, 2945, 2950, 3066, 3070, 3091, 3175, 3194, 3195, 3198, 3207, 3240, 3250, 3258, 3270, 3284, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3403, 3411, 3425, and 3475).

BALL JANIK LLP

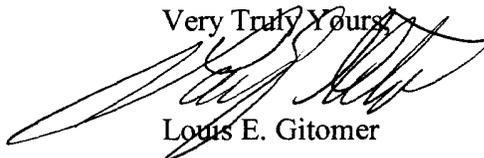
Honorable Vernon A. Williams
February 1, 2006
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A fee of \$ 33.00 is enclosed. Please return the original to:

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: Termination of Lease between Chase Equipment Leasing, Inc., formerly known as Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and Oklahoma Gas and Electric Company, 321 North Harvey Street, Oklahoma City, OK 73102, covering 1,464 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2030, 2054, 2081, 2085, 2116, 2165, 2178, 2180, 2198, 2245, 2254, 2258, 2303, 2319, 2335, 2366, 2385, 2399, 2412, 2422, 2433, 2469, 2480, 2489, 2510, 2558, 2597, 2625, 2656, 2694, 2703, 2732, 2737, 2773, 2836, 2880, 2908, 2913, 2945, 2950, 3066, 3070, 3091, 3175, 3194, 3195, 3198, 3207, 3240, 3250, 3258, 3270, 3284, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3403, 3411, 3425, and 3475).

Very Truly Yours,



Louis E. Gitomer

Enclosures

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TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of February 1, 2006 by Chase Equipment Leasing Inc., formerly known as Banc One Leasing Corporation ("**Chase**"), as lessor, and Oklahoma Gas and Electric Company ("**OGE**"), as lessee.

WITNESSETH:

WHEREAS, Chase and OGE are parties to that certain Memorandum of Lease Agreement dated as of March 27, 2001 (the "**Lease**") which was recorded at 9:40 a.m. on March 27, 2001 with the Surface Transportation Board (the "**Board**") under Recordation No. 23430 for 1,481 coalporter cars numbered OGEX 2001-3502, inclusive (excluding cars numbered OGEX 2081, 2116, 2178, 2180, 2245, 2254, 2258, 2303, 2385, 2433, 2694, 2703, 2945, 2950, 3207, 3250, 3258, 3270, 3310, 3351, and 3352); and

WHEREAS, Chase and OGE are parties to that certain Lease Supplement No. 1 dated December 2, 2002 (the "**Supplement**") which was recorded at 1:45 p.m. on December 3, 2002 with the Board under Recordation No. 23430-A for 28 coalporter cars numbered OGEX 3503-3530, inclusive; and

WHEREAS, the duties and obligations of the parties to the Lease and Supplement have been satisfied and discharged;

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease and Supplement in the files of the Board, Chase and OGE hereby terminate and cancel the Lease and Supplement as of the date herein first written above; provided that this termination does not apply to provisions of the Lease and Supplement stated to survive such termination.

This Termination of Lease may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Lease to be duly executed as of the date hereinabove first written.

Chase Equipment Leasing Inc.
as Lessor
By: Michael Oker
Title: Senior Vice President

Oklahoma Gas and Electric Company
as Lessee
By: Deborah D. Fleming
Title: Treasurer

STATE OF OHIO)
) ss.
County of Delaware)

On this 31st day of Jan, 2006, before me, Laura A Noble (Michael O'Hern), the undersigned Notary Public, personally appeared Michael O'Hern personally known to me to be the person who executed the within instrument as SVP on behalf of Chase Equipment Leasing Inc., and acknowledged to me that the corporation executed it.

Laura A Noble
Notary Public for the State of Ohio
My Commission expires 10-06



LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10-15-06

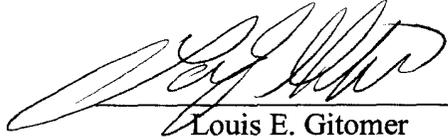
STATE OF OKLAHOMA)
) ss.
County of Oklahoma)

On this 24 day of January, 2006, before me, Kelly Hamilton-Coye, the undersigned Notary Public, personally appeared Deborah S Fleming personally known to me to be the person who executed the within instrument as Treasurer on behalf of Oklahoma Gas and Electric Company, and acknowledged to me that the corporation executed it.

Kelly Hamilton-Coye
Notary Public for the State of Oklahoma
My Commission expires July 6, 2009

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Termination of Lease, dated as of February 1, 2006, 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.

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over a horizontal line.

Louis E. Gitomer

February 1, 2006