

APR 17 '08

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LAW OFFICES OF  
LOUIS E. GITOMERLOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

## SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21284-4032  
(202) 466-6532  
FAX (410) 332-0885

April 17, 2008

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of First Amendment to Lease Agreement, a secondary document, dated as of April 17, 2008. The primary document to which this is connected is recorded under Recordation No. 26163. We request that one copy of this document be recorded under Recordation No. 26163-D.

The names and addresses of the parties to the Memorandum of First Amendment to Lease Agreement are:

Lessor:

MHCB (USA) Leasing & Finance Corporation  
1251 Avenue of the Americas  
New York, NY 10020

Lessee:

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

A description of the equipment covered by the Memorandum of First Amendment to Lease Agreement consists of 1,407 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2013, 2024, 2025, 2030, 2042, 2054, 2081, 2085, 2116, 2150, 2153, 2165, 2167, 2178, 2180, 2183, 2198, 2215, 2219, 2221, 2245, 2254, 2257, 2258, 2299, 2303, 2307, 2319, 2335, 2346, 2363, 2366, 2385, 2394, 2399, 2412, 2422, 2433, 2462, 2469, 2480, 2489, 2490, 2503, 2510, 2512, 2523, 2535, 2537, 2558, 2597, 2606, 2614, 2625, 2647, 2656, 2667, 2694, 2703, 2718, 2732, 2737, 2773, 2802, 2805, 2809, 2814, 2836, 2843, 2865, 2880, 2894, 2908, 2913, 2945, 2950, 2953, 2967, 2968, 2981, 2986, 2993, 3033, 3034, 3066, 3070, 3091, 3123, 3174, 3175, 3178, 3194, 3195, 3198, 3199, 3207, 3240, 3250, 3258, 3270, 3277, 3284, 3290,

Honorable Anne K. Quinlan  
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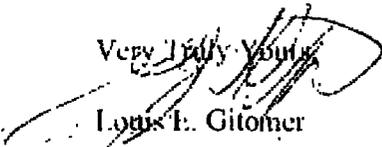
3291, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3355, 3366, 3384, 3389, 3398, 3403, 3411, 3425, 3475, 3520); and 55 Maxgon coal cars numbered OGEX 3531-3585, inclusive.

A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of First Amendment to Lease Agreement between MHCB (USA) Leasing & Finance Corporation, 1251 Avenue of the Americas, New York, NY 10020, and Oklahoma Gas and Electric Company, 321 North Harvey Street, Oklahoma City, OK 73102, covering 1,407 coalporter cars numbered OGEX 2001-3530, inclusive (excluding cars numbered OGEX 2003, 2007, 2013, 2024, 2025, 2030, 2042, 2054, 2081, 2085, 2116, 2150, 2153, 2165, 2167, 2178, 2180, 2183, 2198, 2215, 2219, 2221, 2245, 2254, 2257, 2258, 2299, 2303, 2307, 2319, 2335, 2346, 2363, 2366, 2385, 2394, 2399, 2412, 2422, 2433, 2462, 2469, 2480, 2489, 2490, 2503, 2510, 2512, 2523, 2535, 2537, 2558, 2597, 2606, 2614, 2625, 2647, 2656, 2667, 2694, 2703, 2718, 2732, 2737, 2773, 2802, 2805, 2809, 2814, 2836, 2843, 2865, 2880, 2894, 2908, 2913, 2945, 2950, 2953, 2967, 2968, 2981, 2986, 2993, 3033, 3034, 3066, 3070, 3091, 3123, 3174, 3175, 3178, 3194, 3195, 3198, 3199, 3207, 3240, 3250, 3258, 3270, 3277, 3284, 3290, 3291, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3355, 3366, 3384, 3389, 3398, 3403, 3411, 3425, 3475, 3520); and 55 Maxgon coal cars numbered OGEX 3531-3585, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

RECORDATION NO 26163-D FILED

APR 17 '08

4-48 PM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF FIRST AMENDMENT TO LEASE AGREEMENT**

dated as of April 17, 2008

between

**MHCB (USA) LEASING & FINANCE CORPORATION,**  
as Lessor,

and

**OKLAHOMA GAS AND ELECTRIC COMPANY,**  
as Lessee

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## MEMORANDUM OF FIRST AMENDMENT TO LEASE AGREEMENT

THIS MEMORANDUM OF FIRST AMENDMENT TO LEASE AGREEMENT is made and entered into as of April 17, 2008, by and between MHC B (USA) LEASING & FINANCE CORPORATION, 1251 Avenue of the Americas, New York, NY 10020 ("*Lessor*"), and OKLAHOMA GAS AND ELECTRIC COMPANY, 321 North Harvey Street, Oklahoma City, OK 73102 ("*Lessee*") with reference to the following:

1. Lessor and Lessee entered a Lease Agreement dated as of December 29, 2005 (the "*Lease Agreement*"), wherein Lessee agreed to lease from Lessor and Lessor agreed to lease to Lessee 1,464 Aluminum High Side Gondola Railcars described in Exhibit A to the Lease Agreement (the "*Equipment*"). A Memorandum of Lease Agreement was recorded at the Surface Transportation Board on February 1, 2006 under Recordation No. 26163.

2. The Lease Agreement has been terminated with respect to 57 Aluminum High Side Gondola Railcars that have been destroyed since the date of the Lease Agreement through the date hereof.

3. Lessor and Lessee have agreed to amend the Lease Agreement to include the railroad equipment described in Exhibit A and in Exhibit A-1 attached hereto, whereby Lessor will lease an additional 55 Maxgon coalcars to Lessee under the Lease Agreement.

4. The parties hereto wish to show the amendment of the Lease Agreement in the public record and accordingly have caused this Memorandum of First Amendment to Lease Agreement to be executed by their duly authorized officers, as of the date first above written.

5. This Memorandum of First Amendment to Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of First Amendment to Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of First Amendment to Lease Agreement to be executed as of the day and year first above written.

**OKLAHOMA GAS AND ELECTRIC  
COMPANY**

By: Deborah S. Fleming  
Deborah S. Fleming  
Vice President & Treasurer

**MHCB (USA) LEASING & FINANCE  
CORPORATION**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of First Amendment to Lease Agreement to be executed as of the day and year first above written.

**OKLAHOMA GAS AND ELECTRIC  
COMPANY**

By: \_\_\_\_\_  
Deborah S. Fleming  
Vice President & Treasurer

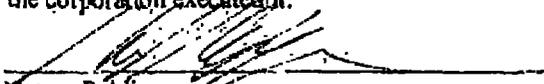
**MHCB (USA) LEASING & FINANCE  
CORPORATION**

By:  \_\_\_\_\_  
Name: Victor Mora  
Title: Vice President

STATE OF NEW YORK            )  
  ) ss.  
COUNTY OF NEW YORK        )

On this 16<sup>th</sup> day of April 2008, before me, Hironi Hirayama<sup>WIC</sup>, the undersigned Notary Public, personally appeared Victor Mero personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

  
\_\_\_\_\_  
Notary Public

**HIROMI HIRAYAMA**  
Notary Public, State of New York  
No. 02H16118460  
Qualified in New York County  
Commission Expires November 8, 2008

My commission expires:

\_\_\_\_\_

STATE OF OKLAHOMA            )  
  ) ss.  
COUNTY OF OKLAHOMA        )

On this 16<sup>th</sup> day of April 2008, before me, Kelly G. Hamilton Coyer, the undersigned Notary Public, personally appeared Deborah S. Fleming personally known to me to be the person who executed the within instrument as Vice President and Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Kelly G. Hamilton Coyer  
Notary Public

My commission expires:

July 6, 2009 .....

**EXHIBIT A**

To

**Memorandum of First Amendment to Lease Agreement between MFCB (USA) Leasing & Finance Corporation and Oklahoma Gas and Electric Company**

1,407 coalporker cars numbered OGLEX 2001-3530, inclusive (excluding cars numbered OGLEX 2003, 2007, 2013, 2024, 2025, 2030, 2042, 2054, 2081, 2085, 2116, 2150, 2153, 2165, 2167, 2178, 2180, 2183, 2198, 2215, 2219, 2221, 2245, 2254, 2257, 2258, 2299, 2303, 2307, 2319, 2335, 2346, 2463, 2366, 2385, 2394, 2399, 2412, 2422, 2433, 2462, 2469, 2480, 2489, 2490, 2503, 2510, 2512, 2523, 2535, 2537, 2558, 2597, 2606, 2614, 2625, 2647, 2656, 2667, 2694, 2703, 2718, 2732, 2737, 2773, 2802, 2805, 2809, 2814, 2836, 2843, 2865, 2880, 2894, 2908, 2913, 2945, 2950, 2953, 2967, 2968, 2981, 2986, 2993, 3033, 3034, 3066, 3070, 3091, 3123, 3174, 3175, 3178, 3194, 3195, 3198, 3199, 3207, 3240, 3250, 3258, 3270, 3277, 3284, 3290, 3291, 3310, 3314, 3327, 3329, 3343, 3351, 3352, 3355, 3366, 3384, 3389, 3398, 3403, 3411, 3425, 3475, 3520).

**EXHIBIT A-1**

To

**Memorandum of First Amendment to Lease Agreement between MHC (USA) Leasing &  
Finance Corporation and Oklahoma Gas and Electric Company**

**55 Maxgon coal cars numbered OGEX 3531-3585, inclusive.**