

RECORDATION NO 26163-I  
FILED  
October 02, 2012 09:56 AM  
LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**  
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

MELANIE B. YASBIN  
Melanie@lgrailaw.com  
410-296-2225

October 2, 2012

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
Washington, DC 20423

Dear Ms. Brown:

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

The document is a Partial Release and Termination of Lease, a secondary document, dated as of October 1, 2012. 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-I.

The names and addresses of the parties to the Partial Release and Termination of Lease 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 Partial Release and Termination of Lease consists of two coalporter cars numbered OGEX 2897 and 3307.

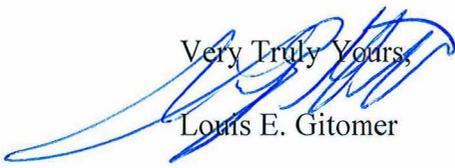
Ms. Cynthia T. Brown  
October 2, 2012  
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Partial Release and Termination of Lease between MHC B (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 two coalporter cars numbered OGEX 2897 and 3307.

Very Truly Yours,



Louis E. Gitomer

Enclosure

PARTIAL RELEASE AND TERMINATION OF LEASE

By this Partial Release and Termination of Lease (the "*Partial Release*"), dated as of October 1, 2012, MHCBS (USA) Leasing & Finance Corporation ("*MHCBS*"), as lessor, and Oklahoma Gas and Electric Company ("*OGE*"), as lessee, do agree as follows.

A. A Memorandum of Lease Agreement dated as of February 1, 2006 between MHCBS, as lessor, and OGE, as lessee, was recorded at the Surface Transportation Board on February 1, 2006 under Recordation No. 26163, as amended by that certain Memorandum of First Amendment to Lease Agreement dated April 17, 2008, and recorded at the Surface Transportation Board on April 17, 2008 under Recordation No. 26163-D, and as further amended by that certain Memorandum of Second Amendment to Lease Agreement dated December 15, 2010 and recorded at the Surface Transportation Board on January 28, 2011, under Recordation No. 26163-E (collectively, the "*Lease*") for 1,391 coalporter cars numbered OGEX 2001-3585, inclusive (excluding cars numbered OGEX 2003, 2007, 2013, 2016, 2024, 2025, 2030, 2042, 2054, 2081, 2085, 2099, 2109, 2116, 2150, 2153, 2161, 2164, 2165, 2167, 2169, 2178, 2180, 2183, 2198, 2215, 2219, 2221, 2226, 2245, 2254, 2257, 2258, 2269, 2299, 2253, 2303, 2307, 2319, 2335, 2336, 2345, 2346, 2363, 2364, 2366, 2385, 2394, 2399, 2405, 2412, 2422, 2426, 2433, 2434, 2435, 2446, 2462, 2469, 2471, 2478, 2480, 2489, 2490, 2492, 2496, 2503, 2504, 2510, 2512, 2517, 2523, 2528, 2535, 2537, 2558, 2597, 2564, 2581, 2592, 2593, 2606, 2614, 2625, 2647, 2650, 2656, 2667, 2694, 2703, 2718, 2732, 2737, 2773, 2774, 2786, 2800, 2802, 2805, 2807, 2809, 2814, 2836, 2837, 2843, 2865, 2871, 2876, 2880, 2883, 2893, 2894, 2908, 2910, 2913, 2938, 2945, 2950, 2953, 2961, 2967, 2968, 2977, 2978, 2981, 2986, 2993, 3033, 3034, 3054, 3066, 3068, 3070, 3088, 3089, 3091, 3122, 3123, 3125, 3146, 3174, 3175, 3178, 3187, 3194, 3195, 3198, 3199, 3207, 3232, 3239, 3240, 3241, 3250, 3257, 3258, 3259, 3261, 3270, 3277, 3284, 3290, 3291, 3310, 3314, 3318, 3327, 3329, 3332, 3343, 3351, 3352, 3355, 3360, 3366, 3384, 3389, 3398, 3403, 3409, 3411, 3420, 3425, 3432, 3464, 3475, 3485, 3492, 3493, 3520, 3548, 3562, 3570, and 3579).

B. A derailment on September 5, 2011 subsequently resulted in the destruction of 1 coalporter car numbered OGEX 3307 and a derailment on August 9, 2012, resulted in the destruction of 1 coalporter car number OGEX 2897 (collectively, the "*Destroyed Cars*").

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. MHCBS and OGE do hereby acknowledge and confirm for the public record:

(a) that all sums due with respect to the Destroyed Cars have been fully discharged and satisfied; and

(b) the satisfaction and release of their interests to the Destroyed Cars under the Lease.

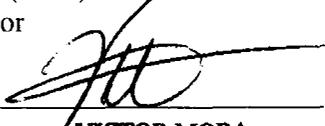
2. This Partial Release does not apply to the Equipment and provisions of the Lease stated to survive such termination.

3. This Partial Release may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Partial Release.

*[Signatures appear on the following pages]*

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgements below, but this Partial Release is to be effective for all purposes as of October 1, 2012.

MHCB (USA) LEASING & FINANCE CORPORATION  
as Lessor

By:   
Name: VICTOR MORA  
Title: VICE PRESIDENT

OKLAHOMA GAS AND ELECTRIC COMPANY  
as Lessee

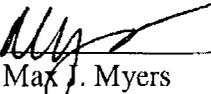
By: \_\_\_\_\_  
Max J. Myers  
Treasurer

IN WITNESS WHEREOF, the parties hereto have executed this Partial Release on the dates set forth in the notary acknowledgements below, but this Partial Release is to be effective for all purposes as of October 1, 2012.

MHCB (USA) LEASING & FINANCE CORPORATION  
as Lessor

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

OKLAHOMA GAS AND ELECTRIC COMPANY  
as Lessee

By:  \_\_\_\_\_  
Max J. Myers  
Treasurer

STATE OF NEW YORK )

COUNTY OF NEW YORK )

On this 26<sup>th</sup> day of September 2012, before me personally appeared Vivian Nara, to me personally known, who being duly sworn, says that he is Vice President of MHCBS (USA) Leasing & Finance Corporation, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.



Notary Public

My Commission expires on: \_\_\_\_\_

**CHRISTOPHER R. TIZZANO**  
Notary Public, State of New York  
No. 02TI6206657 *Suffolk*  
Qualified in New York County  
Commission Expires May 26, 2012

STATE OF OKLAHOMA )

COUNTY OF OKLAHOMA )

On this \_\_\_ day of \_\_\_\_\_, 2012, before me personally appeared Max J. Myers, to me personally known, who being duly sworn, says that he is Treasurer of Oklahoma Gas and Electric Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

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

My Commission expires on: \_\_\_\_\_

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

On this \_\_\_ day of \_\_\_\_\_ 2012, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he is \_\_\_\_\_ of MHC B (USA) Leasing & Finance Corporation, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

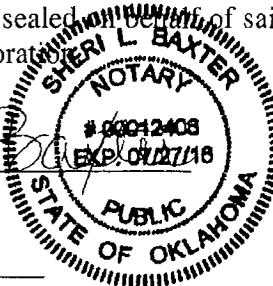
\_\_\_\_\_  
Notary Public

My Commission expires on: \_\_\_\_\_

STATE OF OKLAHOMA )  
 )  
COUNTY OF OKLAHOMA )

On this 19 day of September, 2012, before me personally appeared Max J. Myers, to me personally known, who being duly sworn, says that he is Treasurer of Oklahoma Gas and Electric Company, that said instrument was signed and sealed \_\_\_\_\_ of said corporation and that said instrument is the free act and deed of said corporation.

Sheri L. Baxter  
Notary Public



My Commission expires on: 07/27/16