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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

May 2, 2011

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 May 2, 2011. 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-F.

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 16 coalporter cars numbered OGEX 2253, 2405, 2492, 2504, 2528, 2800, 2961, 2977, 2978, 3068, 3125, 3232, 3241, 3332, 3409, and 3492.

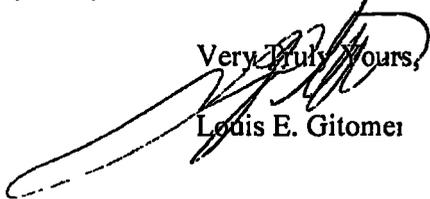
Ms. Cynthia T. Brown
May 2, 2011
Page 2

A fee of \$41.00 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 16 coalporter cars numbered OGEX 2253, 2405, 2492, 2504, 2528, 2800, 2961, 2977, 2978, 3068, 3125, 3232, 3241, 3332, 3409, and 3492.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MAY 02 '11 -1 39 PM

PARTIAL RELEASE AND TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

By this Partial Release and Termination of Lease (the "*Partial Release*"), dated as of May 2, 2011, MHC B (USA) Leasing & Finance Corporation ("*MHC B*"), 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 MHC B, 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 1,462 coalporter cars numbered OGEX 2001-3585, 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, and 3520)

B. A derailment on March 10, 2011 resulted in the destruction of 16 coalporter cars numbered OGEX 3332, 3125, 2405, 2528, 3232, 2504, 2492, 3409, 2961, 3241, 2978, 2253, 3068, 2977, 3492, and 2800 (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. MHC B 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

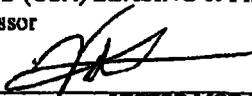
2 This Partial Release does not apply to the Equipment and provisions of the Lease stated to survive such termination.

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 May 2, 2011.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

By: 
Name: VICTOR MORA
Title: VICE PRESIDENT

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

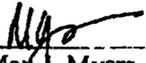
By: _____
Max J. Myers
Treasurer

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 May 2, 2011.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

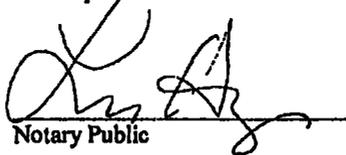
By: _____
Name: _____
Title: _____

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By:  _____
Max Myers
Treasurer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 26th day of April, 2011, before me personally appeared Victor Mera, to me personally known, who being duly sworn, says that he is Vice President 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: _____

LISA HAYES
Notary Public, State of New York
No. 02HA6118481
Qualified in New York County
Commission Expires November 8, 2012

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

On this ___ day of _____, 2011, 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 _____, 2011, 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 21st day of April, 2011, 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.

Kelly M & Jamelle Boyd
Notary Public # 01009409

My Commission expires on: July 6, 2013 _____