

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lelgrailaw.com

MELANIE B. YASBIN
Melanie@lelgrailaw.com
410-295-2225

November 1, 2011

600 BALTIMORE AVENUE SUITE 301
TOWSON MARYLAND 21204-4022
(410) 296-2250 • (707) 466-6532
FAX (410) 332-0885

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

RECORDATION NO. 26163-9 FILED

NOV 1 2011 11 34 AM

Dear Ms Brown:

SURFACE TRANSPORTATION BOARD

I have enclosed for 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 November 1, 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-G.

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 54 coalporter cars numbered OGEX 2016, 2099, 2109, 2161, 2164, 2169, 2226, 2269, 2336, 2364, 2426, 2434, 2435, 2446, 2471, 2478, 2496, 2517, 2564, 2581, 2592, 2593, 2650, 2774, 2786, 2807, 2837, 2871, 2876, 2883, 2893, 2910, 2938, 3054, 3088, 3089, 3122, 3146, 3187, 3239, 3257, 3259, 3261, 3318, 3360, 3420, 3432, 3464, 3485, 3493, 3548, 3562, 3570, and 3579.

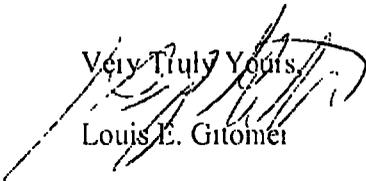
Ms Cynthia T Brown
November 1, 2011
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Lanham, 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 (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 54 coalpiper cars numbered OGEX 2016, 2099, 2109, 2161, 2164, 2169, 2226, 2269, 2336, 2364, 2426, 2434, 2435, 2446, 2471, 2478, 2496, 2517, 2564, 2581, 2592, 2593, 2650, 2774, 2786, 2807, 2837, 2871, 2876, 2883, 2893, 2910, 2938, 3054, 3088, 3089, 3122, 3146, 3187, 3239, 3257, 3259, 3261, 3318, 3360, 3420, 3432, 3464, 3485, 3493, 3548, 3562, 3570, and 3579.

Very Truly Yours,


Louis E. Gitomer

Enclosure

NOV 01 '11 -- 12 34 PM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE AND TERMINATION OF LEASE

By this Partial Release and Termination of Lease (the "*Partial Release*"), dated as of November 1, 2011, 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 1,446 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, 2253, 2303, 2307, 2319, 2335, 2346, 2363, 2366, 2385, 2394, 2399, 2405, 2412, 2422, 2433, 2462, 2469, 2480, 2489, 2490, 2492, 2503, 2504, 2510, 2512, 2523, 2528, 2535, 2537, 2558, 2597, 2606, 2614, 2625, 2647, 2656, 2667, 2694, 2703, 2718, 2732, 2737, 2773, 2800, 2802, 2805, 2809, 2814, 2836, 2843, 2865, 2880, 2894, 2908, 2913, 2945, 2950, 2953, 2961, 2967, 2968, 2977, 2978, 2981, 2986, 2993, 3033, 3034, 3066, 3068, 3070, 3091, 3123, 3125, 3174, 3175, 3178, 3194, 3195, 3198, 3199, 3207, 3232, 3240, 3241, 3250, 3258, 3270, 3277, 3284, 3290, 3291, 3310, 3314, 3327, 3329, 3332, 3343, 3351, 3352, 3355, 3366, 3384, 3389, 3398, 3403, 3409, 3411, 3425, 3475, 3492 and 3520).

B. A derailment on September 5, 2011 resulted in the destruction of 54 coalporter cars numbered OGEX 2016, 2099, 2109, 2161, 2164, 2169, 2226, 2269, 2336, 2364, 2426, 2434, 2435, 2446, 2471, 2478, 2496, 2517, 2564, 2581, 2592, 2593, 2650, 2774, 2786, 2807, 2837, 2871, 2876, 2883, 2893, 2910, 2938, 3054, 3088, 3089, 3122, 3146, 3187, 3239, 3257, 3259, 3261, 3318, 3360, 3420, 3432, 3464, 3485, 3493, 3548, 3562, 3570, and 3579 (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 November 1, 2011.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

By. 
Name. Victor Mora
Title: VP

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

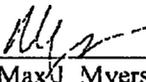
By _____
Max J Myers
Treasurer

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 November 1, 2011.

MHCB (USA) LEASING & FINANCE CORPORATION
as Lessor

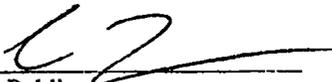
By _____
Name _____
Title _____

OKLAHOMA GAS AND ELECTRIC COMPANY
as Lessee

By  _____
Max J. Myers
Treasurer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 24th day of October 2011, before me personally appeared Victor Man, to me personally known, who being duly sworn, says that he is VP 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 _____

CHRISTOPHER R. TIZZANO
Notary Public, State of New York
No. 0216206657
Qualified in New York County
Commission Expires May 26, 2013

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 MHCB (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 24 day of October, 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

Sherril Y. Baxter
Notary Public



My Commission expires on 7/27/12