

THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

LAW DEPARTMENT

P. O. Box 5482

DENVER, COLORADO 80217

SAMUEL R. FREEMAN  
VICE PRESIDENT AND GENERAL COUNSEL

January 4, 1988

Recordations Unit  
Office of the Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Re: Denver and Rio Grande Western Railroad  
Equipment Trust, Series LL

Dear Sir:

I enclose herewith two copies of Release and Assignment executed by the Trustee, First Interstate Bank of Denver, N.A., covering this Railroad Company's Equipment Trust, Series LL, which I would appreciate your accepting for filing. A check for \$10.00 is enclosed to cover the necessary filing fee.

The original Lease and Agreement were recorded with the Commission and assigned Recordation Number 6473, as set out in the enclosed Release and Assignment.

Very truly yours,

  
Samuel R. Freeman

SRF:ks  
Enclosure

FILE NO. 6473-C  
JAN 11 1988  
INTERSTATE COMMERCE COMMISSION  
Date 1-11-88  
Rec'd  
100 Washington, D.C.

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY  
Samuel R. Freeman  
P.O. Box 5482  
Denver, CO 80217

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/11/88 at 4:45PM, and assigned recordation number(s). 6473-C

Sincerely yours,

*Narta L. McEe*  
Secretary

Enclosure(s)

JAN 11 1988

RELEASE AND ASSIGNMENT INTERSTATE COMMERCE COMMISSION

RELEASE AND ASSIGNMENT, dated November 1, 1987, between FIRST INTER-STATE BANK OF DENVER, N.A. (formerly known as The First National Bank of Denver), a national banking association organized and existing under and by virtue of the laws of the United States of America, Trustee (hereinafter called the "Trustee"), Party of the First Part and THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY, a corporation organized and existing under the laws of the State of Delaware (hereinafter called the "Railroad Company"), Party of the Second Part;

W I T N E S S E T H:

RECITALS

(1) Under date of November 1, 1972, The Denver and Rio Grande Western Railroad Equipment Trust, Series LL, was created, consisting of a Lease of Railroad Equipment (hereinafter called the "Lease") from The First National Bank of Denver to The Denver and Rio Grande Western Railroad Company, and an Agreement between John R. Liggitt and Robert J. Sullivan, Vendors, with the above-mentioned parties. Under the Lease, the Trustee leased to the Railroad Company certain railroad equipment therein described and the Railroad Company agreed to pay rental thereunder sufficient to discharge, among other things, the principal and dividend warrants guaranteed by them upon Equipment Trust Certificates, Series LL, more fully described in the Agreement constituting a part of such Equipment Trust, payable in installments, the last of which installments of principal became payable on November 1, 1987. This Lease and Agreement were recorded with the Interstate Commerce Commission on October 16, 1972, and given Recordation No. 6771.

(2) Under date of July 1, 1978, The Denver and Rio Grande Western Railroad Company and The First National Bank of Denver entered into a supplemental lease of railroad equipment to said lease of railroad equipment of November 1, 1972, substituting One (1) new 100-ton, 60-foot high roof box car for Three (3) 70-ton box cars, which box car thereupon became and was subject to the agreement and lease of railroad equipment dated as of November 1, 1972. The Supplemental Lease was recorded with the Interstate Commerce Commission on June 16, 1978, and given Recordation No. 6771-A.

(3) In and by Article Second of the Lease it was provided:

"\* \* At the termination of this Lease and after all payments due or to become due from the Company hereunder and under said Agreement shall have been completed and fully made to the Trustee, title to all of the Trust Equipment shall vest in the Company, and thereupon the Trustee shall execute for filing and recording with the Interstate Commerce Commission pursuant to Section 20(c) of the Interstate Commerce Act and otherwise as may be required by law such instrument or instruments in writing as reasonably shall be requested by the Company in order to transfer to the Company all of the right, title and interest of the Trustee in and to all of the Trust Equipment;\* \*".

(4) The Railroad Company has fully complied with all of its obligations under said Lease including all payments of principal or dividend warrants secured thereby, including all payments thereunder up to and including November 1, 1987, and the Railroad Company is entitled to the execution of this Release and Assignment by the Party of the First Part herein.

RELEASE AND ASSIGNMENT

In consideration of the foregoing, Trustee aforesaid, Party of the First Part, hereby assigns and transfers to the Party of the Second Part all of its right, title and interest in and to all railroad equipment described in or covered by said lease of Railroad Equipment; and acknowledges full satisfaction of the obligations thereunder of the Railroad Company, Party of the Second Part hereto.

IN WITNESS WHEREOF, the Party of the First Part, Trustee, has caused these presents to be duly executed by its officers thereunto duly authorized, and its corporate seal to be hereunto affixed as of the day and year first above written.

FIRST INTERSTATE BANK OF DENVER, N.A.  
Trustee

By *O. Breckenridge*  
Vice President and Trust Officer

ATTEST:

*Marjorie E. Henderson*  
Trust Officer

[SEAL]