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Southern Pacific Lines

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Lenona Young
Paralegal

RECORDATION NO. 11478-C Law Department

July 12, 1995 JUL 17 1995 - 11 00 AM FILED 1425

G 4137-348

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECEIVED THE
OFFICE OF THE
SECRETARY
JUL 17 10 55 AM '95
LICENSING BRANCH

RE: I.C.C. Finance Docket No. 29225F --
Denver and Rio Grande Western Railroad
Equipment Trust Agreement, Series RR

Dear Mr. Strickland:

Enclosed are an original and four counterparts of a document described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The document is a Release and Assignment dated May 22, 1995. The document is a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which the document is in connection with is recorded under Recordation No. 11478. We request that this document be recorded under Recordation No. 11478-C.

The names and addresses of the parties to the Release and Assignment are as follows:

Trustee: First Interstate Bank of Denver, N.A.
(formerly The First National Bank of Denver)
633 17th Street
Denver, Colorado 80270

Lessee: The Denver and Rio Grande Western Railroad Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

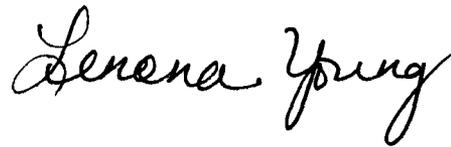
Mr. Sidney L. Strickland, Jr.
July 12, 1995
Page Two

A fee of \$21 is enclosed. Please return the four counterparts of the Release and Assignment evidencing the recordation data thereon to the undersigned.

A short summary of the enclosed document to appear in the Commission's index is:

Release and Assignment dated May 22, 1995, from First Interstate Bank of Denver, N.A., as Trustee, 633 17th Street, Denver, CO 80270, to The Denver and Rio Grande Western Railroad Company, as Lessee, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, covering all railroad equipment described in or covered by the Lease of Railroad Equipment dated as of March 1, 1980, as supplemented.

Very truly yours,

A handwritten signature in cursive script that reads "Lenora Young". The signature is written in black ink and is positioned to the right of the typed name "Lenora Young".

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/17/95

Office Of The Secretary

Lenona Young
Southern Pacific Lines
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/95 at 11:00AM , and assigned recordation number(s). 11478-C and 12050-H.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

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(0100694009)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

100 Copy

11478-C

RECORDATION NO. 11478-C FILED 1425

JUL 17 1995 - 11 00 AM

RELEASE AND ASSIGNMENT INTERSTATE COMMERCE COMMISSION

RELEASE AND ASSIGNMENT, dated May 22, 1995, between FIRST INTERSTATE 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;

WITNESSETH:

RECITALS

1. Under date of March 1, 1980, the Denver and Rio Grande Western Railroad Equipment Trust, Series RR, 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 Charles W. Smedly, Jr. and James R. Cowgill, 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 RR, 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 March 1, 1995. This Lease and Agreement were recorded with the Interstate Commerce Commission on February 11, 1980 and given Recordation No. 11478.

2. 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;

3. 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 March 1, 1995, 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

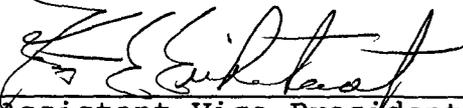
In consideration of the foregoing, Trustee aforesaid, Party of the First Part, hereby assigns and transfers to the Party of the Second Part all of its right, title and interest in and to all railroad equipment described in or covered by said Lease of Railroad Equipment; and acknowledges full satisfaction 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 
Vice President and Trust Officer

ATTEST:


Assistant Vice President

[SEAL]

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

On this 19th day of June, 1995, before me personally appeared Richard J. Sullivan and Kent E. Eckstadt, to me personally known, who being by me duly sworn as Vice President and Trust Officer and as an Assistant Vice President, respectively, of FIRST INTERSTATE BANK OF DENVER, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


My Commission Expires 8/2/97

