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A T T O R N E Y S

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September 20, 1996

RECORDATION NO. 17816-A FILED 1425

SEP 20 1996 3 45 PM

INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is **Lease Supplement (D&RGW Trust No. 92-1)**, a secondary document, dated September 16, 1996. The primary document to which this is connected is recorded under Recordation No. 17816. We request that this document be recorded under Recordation No. 17816-A.

The names and addresses of the parties to Lease Supplement (D&RGW Trust No. 92-1) are:

Lessor:

U. S. Trust Company of California, N. A.

Lessee:

The Denver and Rio Grande Railroad Company  
One Market Plaza  
San Francisco, CA 94105

A description of the equipment covered by Lease Supplement D&RGW Trust No. 92-1) consists of two cars numbered DRGW 5348 and 5370 which have been destroyed, and two cars numbered DRGW 5347 and 5372 which are substituted under the Lease.

A fee of \$22.00 is enclosed. Please return three originals of the document to:

*Counters parts - [Signature]*

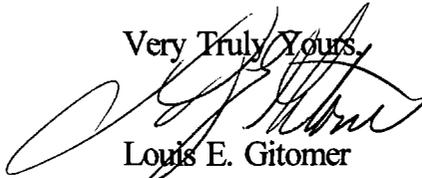
BALL JANIK LLP

Honorable Vernon A. Williams  
September 20, 1996  
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Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: Lease Supplement (D&RGW Trust No. 92-1) between U. S. Trust Company of California, N. A., and The Denver and Rio Grande Railroad Company, One Market Plaza, San Francisco, CA 94105, covering two cars numbered DRGW 5348 and 5370 which have been destroyed, and two cars numbered DRGW 5347 and 5372 which are substituted under the Lease.

Very Truly Yours,



Louis E. Gitomer

Enclosures

REGISTRATION NO. 17816-A FILED 1425

**LEASE SUPPLEMENT**  
(D&RGW Trust No. 92-1)

SEP 20 1996 - 3 45 PM

FEDERAL COMMERCE COMMISSION

This LEASE SUPPLEMENT dated September 16, 1996, between U.S. Trust Company of California, N.A., not in its individual capacity but solely as Owner Trustee (the "Lessor") and The Denver and Rio Grande Western Railroad Company, a Delaware corporation (the "Lessee");

**WITNESSETH:**

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease dated as of June 1, 1992 (the "Lease"). The terms used herein have the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement for the purpose of evidencing that substitute equipment for a Casualty Occurrence is subject to the Lease.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and the Lessee hereby agree as follows:

1. Lessee has had a Casualty Occurrence for DRGW 5348 and DRGW 5370 and has elected to substitute DRGW 5347 and DRGW 5372 under Section 11.7 of the Lease.

2. Effective as of the date hereof, DRGW 5347 and DRGW 5372 are subject to the Lease.

IN WITNESS WHEREOF, the Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year written below.

U.S. TRUST COMPANY OF CALIFORNIA, N.A.  
not in its individual capacity but solely as  
Owner Trustee under the Trust Agreement

By [Signature]  
Its Authorized Signatory

Executed this 16 day of September, 1996 in  
\_\_\_\_\_



(D&RGW Trust No. 92-1)

STATE OF CALIFORNIA )  
 ) ss:  
CITY AND COUNTY OF SAN FRANCISCO )

On September 13, 1996, before me, Virginia Fraire-Fong, Notary Public, personally appeared L. C. Yarberry, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Virginia Fraire-Fong  
Notary Public



(D&RGW Trust No. 92-1)

STATE OF NEW YORK                    )  
  ) ss.  
COUNTY OF NEW YORK                )

On this 16 day of September \_\_, 1996, before me personally appeared Louis P Young, to me personally known, who, by me being duly sworn, says that he is an Authorized Officer of U.S. TRUST COMPANY OF CALIFORNIA, N.A., and that the foregoing instrument was signed on such day on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Christine C Collins

**CHRISTINE C. COLLINS**  
Notary Public, State of New York  
No. 03-4624736  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires March 30, 1998