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Southern Pacific Lines

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1757 • Facsimile (415) 495-5436

Lenona Young
Paralegal

RECORDATION NO. 10267 FILED 1425

June 1, 1994 JUN 7 1994-9 35 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
JUN 7 9 41 AM '94
Law Department
4137-347
SAN FRANCISCO BRANCH

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

RE: I.C.C. Finance Docket No. 28978F --
Denver and Rio Grande Western Railroad
Equipment Trust Agreement, Series QQ

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 as of May 20, 1994. 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. 10267. We request that this document be recorded under Recordation No. 10267.

The names and addresses of the parties to the Release 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.
June 1, 1994
Page Two

A fee of \$18 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 20, 1994, between The Denver and Rio Grande Western Railroad Company, as Lessee, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, and First Interstate Bank, N.A., as Trustee, 633 17th Street, Denver, CO 80270, covering all railroad equipment described in or covered by the Lease of Railroad Equipment dated May 1, 1979.

Very truly yours,

Gerena Young

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/7/94

OFFICE OF THE SECRETARY

Lenora Young
Paralegal

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

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 6/7/94 at 9:55am, and assigned
recording number(s). 10267-B & 10265-R

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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RELEASE AND ASSIGNMENT

RECORDATION NO. 102671B FILED 1425
JUN 7 1994 - 9 15 AM
INTERSTATE COMMERCE COMMISSION

RELEASE AND ASSIGNMENT, dated May 20, 1994, 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 May 1, 1979, the Denver and Rio Grande Western Railroad Equipment Trust, Series QQ, 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. Smedley, Jr. and Richard C. Dice, 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 QQ, 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 May 1, 1994. This Lease and Agreement were recorded with the Interstate Commerce Commission on April 9, 1979 and given Recordation No. 10267.

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

