

THE DENVER AND RIO GRANDE RAILROAD COMPANY

LAW DEPARTMENT

P.O. BOX 5482

DENVER, COLORADO 80217

(303) 595-2336

KENDALL T. SANFORD  
GENERAL COUNSEL

RECORDATION NO. 86191  
FEB 14 1992

DIRECT DIAL  
595-2334

FEB 14 1992 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

January 22, 1992

Interstate Commerce Commission  
ICC Building, Room 2303  
12th & Constitution Avenues, N.W.  
Washington, D.C. 20423

Attn: Mrs. Mildred Lee  
Recordations Unit

Re: Release and Assignment -- Denver and  
Rio Grande Western Railroad Equipment  
Trust, Series 00, Finance Docket No. 28343

Gentlemen:

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 NN, which I would appreciate your accepting for filing. A check for \$15.00 is enclosed to cover the necessary filing fee.

The original Lease and Agreement were recorded with the Commission and assigned Recordation Number 8619, as set out in the enclosed Release and Assignment.

Very truly yours,

*Kendall T. Sanford*

Kendall T. Sanford

KTS:ks  
Enclosures

RECORDATION UNIT  
FEB 14 12 07 PM '92

THE DENVER AND RIO GRANDE RAILROAD COMPANY

2-045A004

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Attn: Mrs. Mildred Lee  
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Re: Release and Assignment -- Denver and  
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EB 14 12 01 PM '92  
MOTOR OPERATING UNIT

Gentlemen:

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 NN, which I would appreciate your accepting for filing. A check for \$15.00 is enclosed to cover the necessary filing fee.

The original Lease and Agreement were recorded with the Commission and assigned Recordation Number 8619, as set out in the enclosed Release and Assignment.

Very truly yours,

*Kendall T. Sanford*  
Kendall T. Sanford

KTS:ks  
Enclosures

EB 14 12 01 PM '92

REGISTRATION NO. 8619A FILED 1443

FEB 14 1992 -12 40 PM

INTERSTATE COMMERCE COMMISSION

RELEASE AND ASSIGNMENT

RELEASE AND ASSIGNMENT, dated January 10, 1992, 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;

W I T N E S S E T H:

RECITALS

(1) Under date of January 1, 1977, The Denver and Rio Grande Western Railroad Equipment Trust, Series OO, 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 OO, 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 January 1, 1992. This Lease and Agreement were recorded with the Interstate Commerce Commission on December 20, 1976 and given Recordation No. 8619.

(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 January 1, 1992, 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 an year first above written.

FIRST INTERSTATE BANK OF DENVER, N.A.  
Trustee

By *D. Beckwith*  
Vice President and Trust Officer

ATTEST:

*Cheryl J. Hanson*  
Assistant Cashier

[SEAL]