



KAPLAN KIRSCH ROCKWELL

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Honorable Vernon A. Williams
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

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TRANSPORTATION BOARD

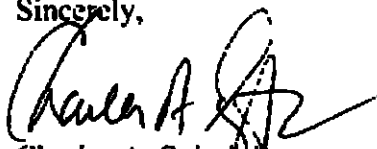
Re: *Denver Regional Transportation District – Abandonment Exemption in Denver and Jefferson Counties, CO, Docket No. AB-1229-X*

Dear Sir:

I am enclosing an original and ten (10) copies of the Denver Regional Transportation District Verified Notice of Exemption in the above referenced proceeding. An extra copy is enclosed for date stamp and return to our messenger. Please note that a 3.5 inch diskette is enclosed with this document, along with a check for the filing fee in the amount of \$3100.

RTD is hereby requesting waiver of the associated filing fee pursuant to 49 C.F.R. §1002.2. Specifically, 49 C.F.R. 1002.2(e)(1) states that "filing fees are waived for application and other proceedings which is filed by...a state or local government agency." RTD is a state government agency, and the line was acquired solely for the purpose of operating a transit system. No freight rail service will operate on the line that is the subject of this proceeding.

Sincerely,


Charles A. Spitulnik

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Enclosure

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ATTORNEYS AT LAW
Denver • New York • San Diego •

Kaplan Kirsch & Associates LLP
910 - 1001 16th St, Suite 900
St. Louis, MO 63102
(314) 221-9555
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**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, DC**

Docket No. AB-1229-X

**REGIONAL TRANSPORTATION DISTRICT --
ABANDONMENT EXEMPTION
IN DENVER AND JEFFERSON COUNTIES, CO**

VERIFIED NOTICE OF EXEMPTION

Communications with respect to this document
should be addressed to:

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Allison I. Fultz
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Suite 905
Washington, DC 20036
Phone: (202) 955-5600
csputulnik@kaplankirsch.com
afultz@kaplankirsch.com

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SURFACE
TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, DC**

Docket No. AB-1229-X

**DENVER REGIONAL TRANSPORTATION DISTRICT
ABANDONMENT EXEMPTION IN DENVER AND JEFFERSON COUNTIES, CO**

VERIFIED NOTICE OF EXEMPTION

The Denver Regional Transportation District ("RTD") hereby submits this Verified Notice of Exemption with respect to abandonment of a 5.7 mile line of railroad in Denver and Jefferson Counties, Colorado. RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the "Associated Railroads"), in December 1988 (the "Line").

Prior to RTD's acquisition of the Line, described more fully below, three railroads that jointly owned the Line received authorization from the Interstate Commerce Commission ("ICC") to abandon the Line. Docket Nos. AB-6 (Sub-No. 291), *et al*, *Burlington Northern RR Co*, *et al*. - - *Abandonment - - In Denver and Jefferson Counties, CO* (Service Date July 30, 1987). In a subsequent decision in those proceedings, the ICC delayed the implementation of the abandonment pending resolution of issues relating to an Offer of Financial Assistance ("OFA") by Siegel Oil Company. *E.g.*, Docket Nos. AB-6 (Sub-No. 291), *et al*, *Burlington Northern RR Co* *et al* - - *Abandonment - - In Denver and Jefferson Counties, CO* (Service Date September 17, 1987). Then, when Siegel withdrew its OFA, the ICC issued a decision authorizing the abandonment to go

forward but not "until a new route is in operation or until December 31, 1990, whichever occurs first." Docket Nos. AB-6 (Sub-No 291), *et al.*, *Burlington Northern RR Co , et al - - Abandonment - - In Denver and Jefferson Counties, CO* (Service Date December 11, 1987) Then, in a decision related to another Burlington Northern line (the "East Side Line") in Denver, the ICC noted the following:

The abandonment of this line, the BN's Denver East Side Line, is the final railroad action in the cooperative railroad reorganization in downtown Denver. Previously, we authorized the abandonment of the nearby jointly-owned REMACO line [footnote omitted] and a relocation of DRGW's lines. [footnote omitted] The REMACO abandonment was conditioned on the establishment of a new route to serve Siegel Oil Co. Service to Siegel also depends on the East Side Line. Accordingly, since the new route is not yet in operation, BNS states that it has informed Siegel of the proposed exemption and that it will not exercise this exemption to abandon the East Side Line until it is permitted to terminate service to Siegel over the East Side Line – REMACO line route.

Docket No. AB-6 (Sub-No. 297X), *Burlington Northern R. Co. - - Abandonment Exemption - - Denver County, CO* (Service Date May 19, 1988).

There is no record that the railroads ever satisfied the conditions precedent to fully implementing the abandonment. In addition, there is no record available from the ICC or this Board that the railroads that owned the REMACO line ever consummated that abandonment and filed the requisite notice of consummation. As a result, RTD is now submitting this Notice of Exemption to confirm that the Line is fully abandoned and that no freight service is available on the Line.

The information required by 49 C.F.R. §1152.50(d)(2) follows:

1. Proposed Consummation Date: June 25, 2007
2. Certification required by 49 C.F.R. §1152.50(b): RTD hereby certifies that no local traffic has moved over the Line for at least two (2) years and that, although no overhead traffic has moved over the Line for at least two (2) years, any overhead traffic can be rerouted over other lines and that no formal complaint filed by a user of rail service on the Line (or a state or local government entity

acting on behalf of such a user) regarding cessation of service over the Line either is pending with the Board or any U.S. District Court or has been decided in favor of a complainant within the 2-year period

3. Information required by 49 C.F.R. §1152.22(a)(1):

Exact name of applicant:

The Regional Transportation District
1600 Blake Street
Denver, Colorado 80202

4. Information required by 49 C.F.R. §1152.22(a)(2): Applicant is not a common carrier by railroad subject to 49 U.S.C. Subtitle IV, chapter 105. Applicant did not intend to acquire any of Associated Railroads' common carrier obligations when it purchased real estate, improvements and personalty relating to the Line in 1988. A copy of the purchase and sale agreement by and between Applicant and Associated Railroads ("PSA") is attached hereto as Exhibit A. Pursuant to the terms and conditions of the Purchase and Sale Agreement, Associated Railroads was required to pursue all actions necessary to effect the abandonment of the Line and extinguish all applicable common carrier obligations (PSA Section 9). Applicant acquired all of Associated Railroads' right, title and interest in and to the real estate comprising the Line, in addition to (a) any reversionary interest in roadbeds adjoining or in front of the Line, (b) any rights or privileges relating to the Line, (c) all trackages, bridges, buildings and improvements of every kind then existing or to be built with respect to the Line, (d) all fixtures and articles of personal property attached anticipated to remain with the Line, (e) all improvements, fixtures, furnishings, equipment or items or personal property belonging to tenants of Associated Railroads and which were to become the property of Associated Railroads, (f) all right, title and interest of Associated Railroads in any leases or agreements for lease for space, occupancy or use of the Line or any portion of the Line, and (g) any operation agreements

(PSA Section 1). Because, as far as Applicant has been able to determine, Associated Railroads has not fulfilled its obligation pursuant to the PSA to abandon the Line and extinguish all common carrier obligations. Applicant wishes to complete the abandonment and has filed this exemption accordingly.

5. Information required by 49 C.F.R. §1152.22(a)(3): Applicant seeks abandonment of the Line.

6. Information required by 49 C.F.R. §1152.22(a)(4): A detailed map of the Line and the surrounding area is attached hereto as **Exhibit B**.

7. Information required by 49 C.F.R. §1152.22(a)(7):

Applicant's representative to whom correspondence should be sent is:

Charles A. Spitulnik
Allison I Fultz
Kaplan Kirsch & Rockwell LLP
1001 Connecticut Avenue, NW
Suite 905
Washington, DC 20036

8. Information required by 49 C.F.R. §1152.22(a)(8). The zip codes traversed by the Line are: 80204, 80214 and 80215.

9. Information required by 49 C.F.R. §1152.22(c)(4): Since RTD intends to operate transit passenger service on the Line, the Line will continue to be put to public use. Therefore, the right of way is not suitable for any other further public use. Accordingly, RTD requests that the Board find that the Line should not be subject to OFAs or public use conditions and further requests that the Board also exempt the abandonment transaction from the provisions of 49 U.S.C. §10904 (OFA procedures) and 49 U.S.C. §109045 (public use conditions). RTD is not aware of any restrictions on title that would affect the use of the line for other than rail purposes.

10. The level of labor protection: No rail employees will be adversely affected by this transaction because rail service, including all maintenance of the Line, ceased over 18 years ago. The statute requires the application of the arrangement for the protection of employees set forth in *Oregon Short Line R Co – Abandonment*, 360 I.C.C. 91 (1979).

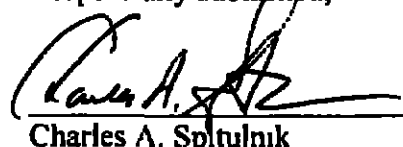
11. A certificate of compliance with the requirements of 49 C.F.R. §§1105.11 and 1152.50(d)(1) is attached hereto as **Exhibit C**. A copy of the Environmental and Historic Report, which was previously distributed to the appropriate federal, state and local agencies in accordance with the Board's regulations, along with copies of transmittal notices to all such agencies and the responses received from the Colorado Historical Society and U.S. Army Corps of Engineers, is attached hereto as **Exhibit D**. As set forth in the Environmental and Historic Report, RTD, the U.S. Department of Transportation and Federal Transit Administration have previously prepared an Environmental Impact Statement evaluating in detail the use of the Line for commuter transit purposes. Because the environmental impacts and effect on historic resources anticipated to result from the use of the Line as part of a public transit project have already been fully analyzed in accordance with federal regulations, as confirmed by the response of the Colorado Historical Society attached as part of **Exhibit D**, RTD requests that the Board impose no environmental or historic preservation process conditions on the consummation of the abandonment of the Line.

12. A draft Federal Register notice is attached as **Exhibit E**.

13. Proof of publication of the newspaper notice required pursuant to 49 C.F.R. §1105.12 is attached as **Exhibit F**.

14. Copies of notices sent pursuant to 49 C.F.R. §1152.50(d)(1) are attached as **Exhibit G**.

Respectfully submitted,

 5/7/07

Charles A. Spitulnik

Allison I Fultz

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1001 Connecticut Avenue, NW

Suite 905

Washington, DC 20036

(202) 955-5600

Email: cspitulnik@kaplankirsch.com

Email: afultz@kaplankirsch.com

City of Denver)

) 55

State of Colorado)

VERIFICATION

I, Clarence W. Marsella, General Manager for the Regional Transportation District ("RTD"), hereby verify under penalty of perjury that I am familiar with the facts stated in the foregoing Notice of Exemption, that I am qualified and authorized to execute this verification, and that the facts stated in that Notice of Exemption are true and correct.

Executed on this 1st day of ^{May}~~April~~, 2007.

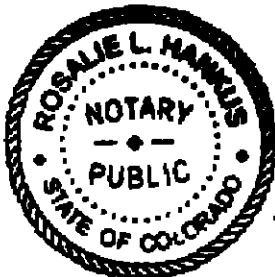


 Clarence W. Marsella
 Print name: General Manager

Subscribed and sworn to before me
this 1 day of April, 2007.

Lasalle J. Hankins
Notary Public

My Commission Expires: 7-31-09



My Commission Expires 7-31-2006

EXHIBIT A

**PURCHASE AND SALE AGREEMENT BY AND BETWEEN APPLICANT AND
ASSOCIATED RAILROADS DATED DECEMBER 22, 1988**

[attached hereto]

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● DUPLICATE ● ORIGINAL

AGREEMENT FOR PURCHASE AND SALE OF REAL ESTATE

THIS AGREEMENT, executed as of the 29th day of December, 1988 by and between the REGIONAL TRANSPORTATION DISTRICT, a political subdivision of the State of Colorado organized and existing under and by virtue of the laws of the State of Colorado, at the date of the execution of this Agreement having its principal offices and post office mailing address located at 1600 Blake Street, Denver, Colorado, 80202 (hereinafter sometimes referred to as "Purchaser"), and A. THE BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware Corporation; B. THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY, a Delaware Corporation; C. THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware Corporation; and D. CHICAGO PACIFIC CORPORATION, a Delaware Corporation, as tenants in common, parties of the second part, (hereinafter sometimes referred to as "Seller");

WITNESSETH:

WHEREAS, Seller is the owner of certain real property, located in the City and County of Denver and Jefferson County and State of Colorado, consisting of a strip of land of varying width between milepost 0.60 (westline of BN R/W) near Denver and milepost 6.3 (eastline of Quail St.) near Lakewood, a distance of 5.7 miles more or less in Denver and Jefferson Counties, Colorado, all as more particularly described on Exhibit "A" attached hereto and incorporated by reference as if fully rewritten herein, but subject to the encumbrances, liens, leases, tenancies, exceptions, conditions, restrictions, easements, covenants, licenses and agreements set forth on Exhibit "B" attached hereto and incorporated by reference as if fully rewritten herein, which property is hereinafter referred to as the "Property"; and

WHEREAS, the Purchaser desires to purchase the Property from the Seller, and the Seller desires to sell the Property to the Purchaser upon the terms and conditions as hereinafter set forth;

IT IS HEREBY AGREED, by and between the Purchaser and the Seller,
that:

1. **Agreement of Purchase and Sale.** The Purchaser agrees to purchase from the Seller and the Seller agrees to sell and convey to the Purchaser all of the right, title and interest of the Seller in and to that certain real property located in the City and County of Denver and Jefferson County, as more particularly described on Exhibit "A" attached hereto and incorporated by reference as if fully rewritten herein;

TOGETHER WITH all of the right, title and interest, if any, of Seller in and to:

a) Any reversion in and to any land lying within the bed of any street, road or avenue, open or proposed, in front of or adjoining the Property, to the center line thereof;

b) All and singular the tenements, hereditaments, easements, appurtenances, vaults, water rights and other rights, liberties and privileges thereof, or in any way now or hereafter appertaining thereto;

c) All trackages, bridges, buildings and improvements of every kind and description now or hereafter erected or placed thereon;

d) All fixtures and articles of personal property attached to, contained in and to remain with the Property;

e) Any and all improvements, fixtures, furnishings, equipment or items of personal property or fixtures installed or placed upon the Property by tenants of the Seller and which are or are to become the property of the Seller;

f) Any and all right, title and interest of the Seller in and to any leases or agreements for lease in existence at the time of the closing, for space, occupancy or use of the Property or any portion thereof;

g) Any and all operation agreements including but not limited to rights granted by Denver Ordinance #75 of 1910.

SUBJECT TO:

Any and all encumbrances, liens, leases, tenancies, exceptions, conditions, restrictions, easements, rights of way and assessments set forth on Exhibit "B" attached hereto and incorporated by reference as if fully rewritten herein.

2. **Price.** The purchase price for the Property shall be Two Million Dollars (\$2,000,000.00) subject to any adjustments and credits as may be hereinafter provided. The Purchasers obligation hereunder is contingent upon approval of the Regional Transportation District Board of Directors which approval shall be obtained no later than the closing date.

3. **Payment of Purchase Price.** The Purchase price of \$2,000,000.00 shall be payable at the closing, at RTD's option, either

a) In one check payable to all parties in the form of a certified check; or

b) Purchaser shall pay to Seller the Purchase Price of Two Million Dollars (\$2,000,000.00) by wire transfer of guaranteed funds immediately available in Denver, Colorado, in that amount to Transamerica Title Insurance Company (TA) as Disbursing Agent for Seller by deposit of said funds to TA Account No. _____ in the National Bank, Denver, Colorado, Telephone No. (303) _____ to be credited to TA as said Disbursing Agent, Notify _____ Telephone No. (303) _____. The net of said funds so received by TA after certain deductions for the account of the respective Seller, as the applicable case may be, shall be disbursed by TA to the respective Seller in accordance with instructions supplied by Seller to TA as follows:

(i) \$400,000 to the Atchison, Topeka and Santa Fe Railway Company, by wire transfer of funds to

Account No. _____ in the _____
National Bank, Chicago, Illinois, Telephone (312) _____
_____ to be credited to the account of
Treasurer ATSF, Notify _____,
Telephone (312) _____;

(ii) \$300,000 to Burlington Northern Railroad Company, by wire transfer of funds to Account No. _____ in the _____ National Bank, Fort Worth, Texas, Telephone (817) _____ to be credited to the account of Treasurer, BNRR, Notify _____, Telephone (817) _____;

(iii) \$400,000 to Chicago Pacific Corporation, by wire transfer of funds to Account No. _____ in the _____ National Bank, Chicago, Illinois, Telephone (312) _____ to be credited to the account of Treasurer CPC, Notify _____, Telephone (312) _____; and

(iv) \$400,000 to The Denver and Rio Grande Western Railroad Company, by cashier's check or guaranteed funds payable to The Denver and Rio Grande Western Railroad Company, delivered to the DRGW representative at the Closing.

4. Real Property Taxes, Adjustments. Pursuant to C.R.S. § 39-4.1-101 et seq., the "property" is currently classified on the real property tax assessment roles and in the records of the State of Colorado, in the City and County of Denver and in Jefferson County as "Rail Transportation Property", subject to assessment and taxation by the State of Colorado, and not subject to local ad-valorem assessment and taxation. The Seller represents and warrants to the Purchaser that all such taxes for the year 1988 and all prior years, to which the "property" is subject have been

paid. For the year 1989, the "property" shall be eliminated from the Schedules of Rail Transportation Property filed by the Seller with the State of Colorado, as a consequence Seller shall pay no Rail Transportation Property taxes on the "property" under such classification, or otherwise, subsequent to those payable, and already paid, in the year 1988 and prior years. As its sole and separate obligation, Purchaser shall assume, bear and pay any and all taxes on the "property" however classified or levied, for 1989 and subsequent years. Accordingly, between Purchaser and Seller, there will be no proration, apportionment, amortization or allocation of real property taxes for the "property" for the year in which the Sale, Conveyance and Closing occurs, nor for any prior or subsequent year.

5. **Assessments.** If, at Closing, the "property" or any part thereof shall be subject to any unpaid assessment for local improvements as disclosed in any Title Commitment utilized at Closing such assessment(s) shall not be an objection to title, but all the unpaid installments of any such assessment(s), including those which are not yet due and payable, shall be paid and discharged by Seller prior to, or at, Closing.

6. **Unpaid Liens.** Unpaid liens for taxes shall be objections to title, but shall be subject to the provisions for apportionment of taxes contained herein.

7. **Fees and Commissions.** Seller declares and agrees that any and all finders fees, real estate commissions or other fees incurred by it in connection with this Agreement and the sale of the herein described Property shall be paid by Seller out of the agreed consideration. Seller holds Purchaser harmless from the payment to or claim of any third person of any such fees or commissions other than those specifically incurred by Purchaser, if any there be. It is mutually understood that Purchaser has, to date, incurred no such fees.

8. Closing.

a) Date of Closing. Closing shall take place on December 22, 1988, unless extended per paragraph 13 or by mutual agreement of the parties.

b) Time and Place of Closing. Closing shall take place at 9:00 a.m. at RTD offices in the City and County of Denver in the State of Colorado.

9. Possession, Governmental Approval. By the Decision and Order of the Interstate Commerce Commission, decided July 13, 1987, in Docket No. AB-6 (Sub-No. 291), Docket No. AB-8 (Sub-No. 18), and Docket AB-52 (Sub-No. 53), Burlington Northern Railroad Co., The Denver & Rio Grande Western Railroad Co., and The Atchison, Topeka and Santa Fe Railway Co., Abandonment in Denver and Jefferson Counties, CO., the Seller has received all of the necessary governmental authority and permission required to cease railroad common carrier operations and service over the West REMACO Line of railroad. Upon the exercise of the Abandonment Certificate issued in said proceeding, and upon completion of the necessary tariff and other publications, the Seller will have perfected the abandonment of the line. No other or further governmental authority or permission is required to be obtained by Seller to complete the Closing. Subsequent to closing, as soon as is reasonably possible in the normal course of Seller's business, but in all events not later than January 20, 1989, unless extended by mutual agreement between Seller and Purchaser, Seller shall cause all necessary action to be taken and all requisite publications to be made to the "property", line and stations from the ATSF, BNRR and DRGW tariffs, stations, lists, and service publications, etc., so, and to the effect that, at the date all such actions and publications are completed and effective, the "property" line and stations shall no longer comprise, from a regulatory standpoint, a part of the railroads of ATSF, BNRR and DRGW over which said Companies, respectively, hold out to provide common carrier railroad service to the shipping public.

10. **Marketability of Title.** Title shall be good and merchantable in Seller free and clear of all taxes, assessments, liens, encumbrances, encroachments, easements, covenants, restrictions and conditions of record, except those which are set forth on Exhibit "B" attached hereto and incorporated by reference as if fully rewritten herein. To the best of their knowledge, the Seller has not previously conveyed the property, after 1945, to any party other than Purchaser, except any conveyance evidenced in the title commitments and/or exhibits to this agreement.

11. **Evidence of Title.** Purchaser has obtained Commitments for Title Insurance issued by Transamerica Title Insurance Company, such commitments being identified and with effective dates as follows:

<u>Commitment No.</u>	<u>Effective Date</u>
a. 5902822	April 19, 1988
b. 5902854	April 25, 1988
c. 5902902	May 4, 1988
d. 5902817	April 15, 1988
e. 5902511	January 21, 1988
f. 5902608	February 19, 1988
**g. 5902620	February 23, 1988
h. 5902651	March 10, 1988
i. 5902671	March 3, 1988
j. 5902680	March 7, 1988
k. 5902700	March 14, 1988
*l. 5902738	March 22, 1988
*m. 5902760	March 28, 1988
***n. 5902933	May 13, 1988

- * U.S. Government
- ** City of Lakewood
- *** City of Denver

Seller agrees to clear or remove all exceptions listed in said title policies except for encumbrances listed on Exhibit C. Title shall be merchantable in the Seller. Subject to payment or tender as above provided and compliance with the other terms and conditions hereunder by Purchaser, the Seller shall execute and deliver a good and sufficient quit claim deed to said Purchaser on December 22, 1988 (the "Closing Date") or by mutual agreement at an earlier date conveying said property free and clear of all taxes and free and

clear of all liens and encumbrances, including those for special improvements now installed, whether assessed or not.

If title is not merchantable and written notice of defects is given to the Seller prior to the time of Closing and title is not rendered merchantable within 30 days after such written notice, then Purchaser may elect to treat this contract as null, void and of no effect and each party hereto shall be released from any obligations hereunder and the payments made hereunder shall be returned forthwith to Purchaser. Provided, however, in lieu of correcting such defects, the Seller may, prior to the time of Closing, obtain a commitment for Owner's title insurance policy in the amount of the purchase price showing the title to be merchantable and Seller shall pay any additional premium for such title insurance policy over and above the cost of the basic title commitment to be paid by Purchaser as hereinabove set forth.

12. a) **Outstanding Security Interests.** Purchaser shall cause a Uniform Commercial Code search to be made in the offices of the Secretary of State of the State of Colorado and the County Clerk and Recorder of the City and County of Denver, Colorado, for any outstanding security interests filed with respect to the Property under the Uniform Commercial Code of the State of Colorado. Any outstanding security interests revealed by said search shall be satisfied and released at or prior to closing.

b) **Liens of Seller Mortgages.** If, at Closing, any Title Commitment utilized at the Closing discloses that the "property" or any part thereof, or any interest of ATSF or BNRR respectively therein, is subject to the lien of any unreleased railroad system mortgage or financing statements, then, Seller, ATSF and BNRR, each for itself and not one for the other, respectively agree with the Purchaser that there shall be obtained and placed of record good and sufficient release(s) of the "property" from the lien of said respective Seller's railroad system mortgages and financing statements, so disclosed, where required under the terms of any of said mortgages and financing statements, within one hundred eighty (180) days after the meeting of the respective Seller's Board of Directors held after the Closing of the sale and conveyance of the "property" contemplated

hereby. Further, ATSF and BNRR, each for itself and not one for the other, hereby indemnifies and holds harmless the Purchaser for all loss arising out of said respective Seller's failure to have the lien of its said railroad system mortgages or financing statements, so disclosed, removed as a lien on the "property."

In Seller CPC's opinion, the Indenture and Deed of Trust and the Financing Statements, by their very terms and coverage, do not constitute a lien on the "property." However, if at the Closing, any Title Commitment utilized at closing discloses that the "property" or any part thereof, or any interest of CPC therein, is subject to the unreleased lien of said Indenture and Deed of Trust or the Financing Statements, then CPC agrees to cause to be exerted reasonable best efforts to endeavor to have the lien of said Indenture and Financing Statements so disclosed, removed as a lien against the "property."

13. a) Existing Leases and Licenses. Purchaser shall have the right, for a period of two (2) days after Seller provides copies of any leases to examine any outstanding leases affecting the Property or any portion thereof. If any of said leases are in form or substance unacceptable to Purchaser, Purchaser shall notify Seller of the portion of the lease or leases which are unacceptable and Seller shall have a reasonable time, not to exceed one (1) day, with the option in Seller of postponing the closing for one day to cure such defect, after receipt of notice of such defect, or title insurance against such defect is not obtained, or if such defect cannot be removed, remedied or cured, then Purchaser shall have the option to attempt to cure such defect.

b) Within 90 days after closing, Seller shall provide an accounting of all lease income and remit to RTD its pro-rata share of such lease income.

14. Future Leases. Seller covenants and warrants to Purchaser that Seller shall enter into no further leases affecting the Property or any portion thereof so long as this Agreement is in effect without the prior written consent of Purchaser.

15. **Governmental Approvals.** The Seller, at its sole cost and expense, will procure any approval of the sale required by all governmental authorities having jurisdiction over the Seller.

16. **Mechanic's Liens.** If, subsequent to the Closing, any mechanic's or other lien, charge or order for the payment of money shall be filed against the Property, or against the Purchaser or his assignees, based upon an act or omission or alleged act or omission of the Seller, its agents, servants or employees, or any contractor or subcontractor employed by Seller, and affecting the Property or any portion thereof (whether or not such lien, charge or order shall be valid or enforceable as such), within twenty (20) days after the filing thereof, the Seller shall take such action as will ultimately remove and satisfy such lien of record as against the Property.

17. Sellers certify they have no personal knowledge of prior contamination activities to the property described in attached Exhibit A, and they have made reasonable inquiry of persons who should have knowledge of any previous contamination activities, except former owners who are no longer in existence. Contamination activities include prior manufacturing, storage or disposal of hazardous materials or wastes or their transportation from the site.

18. **Damage to Premises.** In the event the premises are damaged or destroyed due to fire, earthquake, storm, vandalism or other causes prior to closing, Purchaser shall have the right, at Purchaser's option, to:

a) Terminate this Agreement, in which event the earnest money deposit shall be returned to Purchaser; or

b) Proceed with the sale in accordance with the terms and provisions of this Agreement, in which event Purchaser shall be entitled to the receipt of any and all insurance proceeds payable as a result of said damage or destruction.

In the alternative, Seller may, at Seller's option, elect to restore, rebuild, repair or replace the damage and destruction incurred at Seller's sole cost and expense prior to closing.

19. **Remedy Upon Default.** In the event of default by either party under this Agreement, the non-defaulting party shall have the option to:

a) Sue for specific performance; or

b) Terminate this Agreement and be under no further obligation to the defaulting party, except that in the event of default by Seller, the earnest money deposit will be returned to Purchaser. The election of the non-defaulting party to terminate this Agreement shall in no wise be construed as a waiver by the non-defaulting party of any other rights, remedies, claims or demands which the non-defaulting party may have by reason of the default.

20. **Documents to be Furnished Purchaser at Closing.** At closing Seller shall deliver to Purchaser the following:

a) Evidence satisfactory to Purchaser's Title Company that the required corporate authority exists for the sale and the execution of the documents evidencing the sale by the appropriate corporate officers;

b) A Quit Claim Deed from the Seller to the Purchaser evidencing the conveyance of the Property to the Purchaser, properly executed and acknowledged and in recordable form;

c) If Purchaser deems necessary, a Bill of Sale from the Seller to the Purchaser for any personal property located or to be located on the Property within 90 days of request by Purchaser;

d) If Purchaser deems necessary, an Assignment of the interest of the Seller in and to any and all leases affecting the Property within 90 days of request by Purchaser;

e) An Affidavit of the Seller setting forth the following:

(i) That all work, labor, services and material furnished to or in connection with the Property have been fully paid for, so that no mechanic's, materialmen's or other lien may properly be filed against the premises or such improvements or equipment, and

(ii) That the Seller is not the subject of any involency or bankruptcy proceeding, nor the subject of any suit or proceeding, at law or in equity, or otherwise, the result of any of which might affect the title to the Property;

f) A Certificate of Taxes Due for the Property;

g) Within 30 days after closing, any and all maps, surveys, plats, results of soil tests or engineering studies owned by the Seller and dealing with the Property or any portion thereof;

(h) Affidavits regarding no known hazardous waste; and,

(j) Such other documents as may reasonably be requested by the Purchaser or Purchaser's counsel.

21. Items to be Delivered to Seller at Closing. At closing, Purchaser shall deliver or cause to be delivered to Seller the following:

(a) Certified copies of corporate resolutions of Purchaser authorizing the purchase of the Property from Seller, with other evidence satisfactory to Seller that the required corporate authority exists for the purchase and the execution of the documents evidencing the purchase by the appropriate corporate officers; and

(b) The purchase price, subject to closing adjustments herein provided for.

22. **Form of Documents.** All documents to be executed or delivered pursuant to this Agreement shall be in form and substance acceptable to the receiving party and their counsel.

23. **Notices.** Any notice, communication, request, approval or consent which may be given or is required to be given under the terms of this Agreement shall be in writing and may be delivered personally or by depositing the same in the United States registered or certified mail, return receipt requested, postage prepaid and addressed to the parties as follows:

To the Purchaser:

Myndie Brown
Deputy Legal Counsel
Regional Transportation District
1600 Blake Street
Denver, Colorado 80202

To the Seller:

Associated Railroads
c/o Gene M. Holgate, Director of Property Management
Glacier Park Corporation
1205 17th Street, Suite 2600
Denver, CO 80202

Either party may notify the other of any change of address or may designate a new address by notice similarly sent and thereafter any further notices shall be effective if mailed to the new or changed address. All notices shall be deemed effective upon the third (3rd) day after mailing.

24. **Assignability.** This Agreement shall be freely assignable by both Seller and Purchaser and any assignment of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

25. **Survival of Terms.** All of the warranties, representations, covenants, promises, conditions and agreements made herein shall survive and extend beyond the closing.

26. **Controlling Law.** This Agreement shall be construed in accordance with the local laws of the State of Colorado.

27. **Amendments.** This Agreement may not be amended, modified, altered or changed in any respect whatsoever, except by a further agreement in writing duly executed by the parties hereto.

28. **Captions.** The captions of this Agreement are for convenience and reference only and in no way define, describe, extend or limit the scope or intent of this Agreement or the intent of any provisions hereof.

29. **Entire Agreement.** This Agreement constitutes the entire agreement of the parties and the same may not be amended or modified orally. All understandings and agreements heretofore had between the parties are merged in this Agreement, which alone fully and completely sets out their understanding.

30. **Successors.** This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors, personal representatives and assigns.

31. **Variation in Pronouns.** All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the party or parties, or their personal representatives, successors and assigns may require.

32. **Conflict of Interest.** No officer, member or employee of the Purchaser, nor any member of its board of directors, nor any member of the Congress of the United States, nor any other public officer, or employee of the governing body of the locality or localities included within the Regional Transportation District, during his or her tenure, or for one year thereafter,

shall have any interest, direct or indirect, in this Agreement or the proceeds hereof or of any closing held hereunder.

IN WITNESS WHEREOF, the Purchaser has caused these presents to be executed by its duly authorized officers and the Seller has caused these presents to be executed by its duly authorized officers and its corporate seal affixed thereto.

PURCHASER:

REGIONAL TRANSPORTATION DISTRICT

By _____
General Manager

APPROVED AS TO LEGAL FORM:

Deputy Legal Counsel

ATTEST:

SELLER:

THE BURLINGTON NORTHERN
RAILROAD COMPANY

By _____

ATTEST:

THE DENVER AND RIO GRANDE
WESTERN RAILROAD COMPANY

By _____

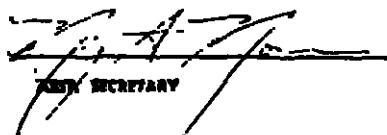
ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

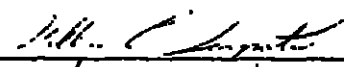
By _____

ATTEST:

CHICAGO PACIFIC CORPORATION



SECRETARY

By 

President

shall have any interest, direct or indirect, in this Agreement or the proceeds hereof or of any closing held hereunder.

IN WITNESS WHEREOF, the Purchaser has caused these presents to be executed by its duly authorized officers and the Seller has caused these presents to be executed by its duly authorized officers and its corporate seal affixed thereto.

PURCHASER:

REGIONAL TRANSPORTATION DISTRICT

By _____
General Manager

APPROVED AS TO LEGAL FORM:

Deputy Legal Counsel

ATTEST:

SELLER:

THE BURLINGTON NORTHERN
RAILROAD COMPANY

By _____

ATTEST:

THE DENVER AND RIO GRANDE
WESTERN RAILROAD COMPANY

By _____

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

John Brown

Attest:

ATTEST:

By *Samuel D. ...*

Senior Vice President-Finance
and Chief Financial Officer
CHICAGO PACIFIC CORPORATION

By _____

shall have any interest, direct or indirect, in this Agreement or the proceeds hereof or of any closing held hereunder.

IN WITNESS WHEREOF, the Purchaser has caused these presents to be executed by its duly authorized officers and the Seller has caused these presents to be executed by its duly authorized officers and its corporate seal affixed thereto.

PURCHASER:

REGIONAL TRANSPORTATION DISTRICT

By _____
General Manager

APPROVED AS TO LEGAL FORM:

Deputy Legal Counsel

SELLER:

THE BURLINGTON NORTHERN
RAILROAD COMPANY

ATTEST:

By _____

THE DENVER AND RIO GRANDE
WESTERN RAILROAD COMPANY

ATTEST:

AKS Ehrlich

Secretary

By *W. J. Holtzman*

President

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

ATTEST:

By _____

ATTEST:

CHICAGO PACIFIC CORPORATION

By _____

shall have any interest, direct or indirect, in this Agreement or the proceeds hereof or of any closing held hereunder.

IN WITNESS WHEREOF, the Purchaser has caused these presents to be executed by its duly authorized officers and the Seller has caused these presents to be executed by its duly authorized officers and its corporate seal affixed thereto.

PURCHASER:

REGIONAL TRANSPORTATION DISTRICT

By *Chas. A. ...* General Manager

APPROVED AS TO LEGAL FORM:

Myche Bra
Deputy Legal Counsel

SELLER:

~~THE~~ BURLINGTON NORTHERN
RAILROAD COMPANY

ATTEST:

John A. Harcrow

By *Donald W. Scott*

THE DENVER AND RIO GRANDE
WESTERN RAILROAD COMPANY

ATTEST:

By _____

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

ATTEST:

By _____

CHICAGO PACIFIC CORPORATION

ATTEST:

By _____

EXHIBIT B AND EXHIBIT C

WEST REMACO LINE - RTD

AGREEMENT FOR PURCHASE AND SALE OF REAL ESTATE

EXHIBIT B

The real property and right-of-way the subject of the Agreement for Purchase and Sale Of Real Estate of which these Exhibits B and C form a part is Subject To covenants, conditions, restrictions, exceptions, reservations, dedications, uses, easements, rights-of-way and rights of the Public shown of record or in existence and are Subject To the encumbrances, liens, leases, tenancies, exceptions, conditions, restrictions, easements, covenants, licenses and agreements including but not limited to those shown on the following pages.

EXHIBIT C

The real property and right-of-way the subject of the Agreement for Purchase and Sale Of Real Estate of which these Exhibits B and C form a part is Subject To covenants, conditions, restrictions, exceptions, reservations, dedications, uses, easements, rights-of-way and rights of the Public shown of record or in existence and are Subject To the encumbrances, liens, leases, tenancies, exceptions, conditions, restrictions, easements, covenants, licenses and agreements including but not limited to those shown on the following pages.

AGREEMENT PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

REFERENCE	PERMITS, LICENSES, LEASES
5918	Associated Railroads & State Highway Commission of Colorado
8226	Associated Railroads & Public Service Company
8225	Associated Railroads & James M. Carlson
8216	Associated Railroads & Public Service Company
6088	Public Service Company
7228	Associated Railroads
7172	William H. Wooley
7182	Mountain States Telephone
7180	Mountain States Telephone
6422	Associated Railroads & Latimer Construction Company
7781	Mountain States Telephone
7181	Mountain States Telephone
8846	City of Lakewood
8380	City of Lakewood
7452	Associated Railroads
6322	Associated Railroads & Jefferson County
5602	Consolidated Mutual Water
8387	Consolidated Mutual Water
7507	Associated Railroads & Public Service Company
7493	Consolidated Mutual Water
7317	Associated Railroads & Consolidated Water Company
4200	Associated Railroads & Public Service Company
5526	W. G. Morgan Construction, Inc. (CANCELLED 4/81)
5539	Public Service Company
5750	Consolidated Mutual Water
5737	Consolidated Mutual Water
5609	Consolidated Mutual Water
6282	Department of Highway, Associated Railroads
6909	R. W. Becker
5556	Associated Railroads & City and County of Denver
5720	Associated Railroads & Public Service Company
5900	Mountain States Telephone
5659	Associated Railroads & Public Service Company
7040	Associated Railroads & F. H. Linneman, Inc.
6380	Mountain States Telephone
5780	Associated Railroads & Public Service Company
5824	Associated Railroads & Public Service Company
5812	Associated Railroads & Public Service Company
5616	Union Rural Electric Association
5615	Associated Railroads & Lakewood Sanitation District
6211	Lakewood Sanitation
6489	Associated Railroads & Public Service Company
6994	Associated Railroads & Public Service Company
8938	Housing Authority of City of Lakewood
7547	Associated Railroads & Mountain States Telephone
7678	City and County of Denver
7701	Lakewood Brick & Tile
7613	Mountain States Telephone

AGREEMENT PURCHASE AND
 SALE OF REAL ESTATE
 EXHIBIT "B" AND
 EXHIBIT "C"

243, 531	Mile Hi Cablevision & Assoc.
243, 485	The Consolidated Mutual Water Co.
248, 613	United Cable TV
PX 86-10004	Custom Woodcrafting
PX 86-10058	Consolidated Mutual Water
PX 86-10005	Custom Woodcrafting
8091	Public Service Company
8067	Public Service Company
7410	Associated Railroads & Mountain States Telephone
7499	Associated Railroads & Public Service Company
8853	City of Lakewood
8935	Public Service Company
8710	Mountain States Telephone
8777	City and County of Denver
5993	Associated Railroads & Consolidated Mutual Water Co.
6292	Mountain States Telephone
6397	Associated Railroads & Public Service Company
8183	Mountain Bell
8961	Better Bilt Door Co.
8393	Associated Railroads & City and County of Denver
5739	Public Service Company
AFE 13576	
6869	Lakewood Sanitation District
6625	Associated Railroads & Public Service Company
6668	Associated Railroads & Public Service Company
6663	Associated Railroads & Public Service Company
6660	Associated Railroads & Public Service Company
6867	Associated Railroads & Public Service Company
6923	Associated Railroads & Denver Urban Renewal Authority
6471	Associated Railroads & William Wooley
7977	Frontier Development
7298	Associated Railroads & Public Service Company
7265	Associated Railroads & Metropolitan Denver Sewage Disposal # 1
7206	Associated Railroads & Public Service Company
6112	Associated Railroads & Public Service Company
6018	B. O. Harper
5907	Gerald F. Houk
7089	Associated Railroads & Public Service Company
6629	Associated Railroads & Jay-Mac Constructors
6774	Lakewood Sanitation District
6776	Lakewood Sanitation District
8985	Consolidated Mutual Water
5977	Associated Railroads & Public Service Company
5922	Associated Railroads & Public Service Company
5599	McMillon Construction
5539	Associated Railroads & Public Service Company
5994	City and County of Denver
6283 1/2	Public Service Company
6248	Associated Railroads & C&S and AT&SF
8827	Associated Railroads & RTD
245, 086	Mile Hi Cablevision
6384	Mountain States Telephone

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

8542	Public Service Company
6775	Associated Railroads & Lakewood Sanitation District
6679	Associated Railroads & Public Service Company
6733	Mountain States Telephone
6686	Mountain States Telephone
6637	Mountain States Telephone
6636	Mountain States Telephone
6634	Associated Railroads & AAA Weld
8223	State of Colorado, Dept. of Highways
8574	State of Colorado, Dept. of Highways
7133	Consolidated Mutual Water Co.
7077	Associated Railroads Consolidated Mutual Water
6961	Consolidated Mutual Water
6445	Consolidated Mutual Water
7325	Associated Railroads & City and County of Denver
7178	City and County of Denver
6623	Quality Homes
5628	Associated Railroads & Siegel Oil
6247	Associated Railroads
8385	State of Colorado Dept of Highways
AFE 13773	
BN 7904	Associated Railroads

NO.

LESSEE

CS 6292	Mountain States Telephone & Telegraph
350, 130	Mountain States Telephone & Telegraph
TDI-BCL 793 (CS)	Gannett Outdoor Advertising
TDI-BCL 1205 (CS)	Gannett Outdoor Advertising
TDI-BCL 1684	Gannett Outdoor Advertising
	Frontier Development Co., a general partnership consisting of Paul L. Swalm Robert B. Fletcher of Denver, CO.

Various Correspondence:

City of Lakewood Public ROW MP 4.19
 PUC Application No. 34153 October of 1981
 Public Service Company Public ROW MP 0.42
 Mountain States T & T Public ROW MP 4.50
 City of Lakewood Pedestrian/Bike Path Crossing May of 1982
 Macountain Bell MP 4.90 August 16, 1973
 8853 Associated Railroads & City of Lakewood MP 3.41 to 3.43 ROW
 encroachment
 8226 Public Service Company MP 5.01 letter of 9/26/73
 Mile Hi Cablevision letter of 1/19/83 PublicROW
 Metropolitan Denver Sewage Dist. # 1 Public ROW MP 1.60-1.81 6/5/86

Encroachments	Mountain States Telephone MP 4.35 To MP 4.37, MP 6.01, MP 5.35 MP 3.50, 4.25, 5.88, 3.24
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AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor, or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable; and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Easement and right of way for public highway purposes, as granted to The State of Colorado by The Atchison, Topeka and Santa Fe Railway Company, the Chicago, Burlington & Quincy Railroad Company, the Chicago, Rock Island and Pacific Railroad Company, The Colorado and Southern Railway Company and The Denver and Rio Grande Western Railroad Company, in the instrument recorded September 12, 1955 in Book 948 at Page 248, affecting the following described property:
A parcel of land in the Northeast Quarter (NE $\frac{1}{4}$) of Section One (1), Township Four South (T4S) in Range Sixty-nine (69) West, and in the Northwest Quarter (NW $\frac{1}{4}$) of Section Six (6), Township Four South (T4S), Range Sixty-eight (68) West of the Sixth Principal Meridian in the City and County of Denver and in Jefferson County, Colorado, said parcel being more particularly described as follows:
Beginning at a point on the South railroad right of way line of the parties of the first part, from which the Southeast corner of the Northeast Quarter (NE $\frac{1}{4}$) of said Section One (1) bears South 03°41' East a distance of 725.2 feet; thence along said South line of said railroad right of way on the arc of a curve to the right with a radius of 3,972.5 feet, a distance of 100 feet (the chord of which arc bears South 88°39' East a distance of 100 feet); thence North 00°18' East, a distance of fifty (50) feet, to the North line of said railroad right of way; thence along said North line of said railroad right of way on the arc of a curve to the left with a radius of 4,022.5 feet, a distance of one hundred (100) feet (the chord of which arc bears North 88°39' West a distance of one hundred (100) feet; and thence South 00°18' West, a distance of fifty (50) feet, more or less, to the Point of Beginning.

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Reservation as contained on the Plat of Lakewood providing substantially as follows:
That we Charles C. Welch, William A. H. Loveland and Miranda A. Loveland do by these presents grant to the public uses of all streets, avenues and alleys as shown and designated hereon, reserving however to ourselves, our heirs and assigns the right to construct, maintain and operate on, in, over and under said streets, avenues and alleys or any part thereof railroads operated by steam, electricity, horsepower, cable or any other motive power; also telephone and telegraph wires and lines; also water pipes, gas pipes, sewers and any and all other improvements that we or our assigns may desire, and we reserve the right to transfer such right or rights of any, or any part thereof to any person or persons or to any incorporated company or companies. And also further reserving at the intersection of the centerline of all streets and avenues a plot or piece of ground circular in form and with the center at the point of intersection of said center lines of said streets and avenues and with its diameter varying from fifteen to twenty feet.
7. Any question as to size or location of the subject right of way.

NOTE: The above exception is necessary because the exact size and location of the subject right of way is not defined by any recorded documents.

(Affects Parcel 2)

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT AND
EXHIBIT "C"

8. Easement and right of way for pipe lines purposes granted to The Consolidated Mutual Water Company by The Water Commissioners of Jefferson County by instrument recorded September 7, 1927 in Book 302 at Page 19, in which the specific location of the easement is not defined.
9. Terms, conditions and restrictions as contained in Deed from The Board of County Commissioners of Jefferson County to the "Associated Railroads" recorded September 15, 1955 in Book 949 at Page 181, providing as follows:
"In the event said parties of the second part shall abandon the use of said easements and right of ways and permits for railroad track purposes, all rights, privileges, licenses and easements hereby granted and conveyed, shall thereby be extinguished and will thereupon cease to exist and all the same shall revert to the party of the first part, its successors and assigns."
10. Easement and right of way for drainage purposes as reserved by the City of Lakewood in Vacation Ordinance recorded January 31, 1980 as Reception No. 80008046, affecting the following described property:
A 15 foot easement being 7.5 feet on each side of the following described property:
Commencing at the Northwest corner of said Block 10, said corner being on the South line of West 14th Avenue; thence Westerly along said South line extended, a distance of 30 feet to a point on the centerline of Third Street also known as Kendall Street, said point being the True Point of Beginning; thence Southerly along said centerline to a point on the North line of West 13th Avenue, said point being the point of terminus of the herein described centerline.

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Easement and right of ways for the Rocky Mountain Ditch as disclosed by maps of the area.
7. Easement and right of way for irrigation ditch purposes granted to The Rocky Mountain Water Co. by Joseph B. Wight, Clara M. Pickett and Lucy K. Kramer by instrument recorded July 12, 1897 in Book 12 at Page 575, in which the specific location of the easement is not defined.

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor, or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable; and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Reservations as contained on the Plat of Lakewood Heights Sub-division-Second Filing, providing more substantially as follows:
KNOW ALL MEN BY THESE PRESENTS:
That I, HARRY MALBIN, being owner of: The SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ and the East Fifteen Acres of the N $\frac{1}{2}$ of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 3-Township 4 South-Range 69 West of the 6th P.M., Jefferson County, Colorado, have caused the same to be laid out, subdivided and platted into tracts, blocks, and streets or avenues as shown on this plat, under the name of LAKEWOOD HEIGHTS SUBDIVISION-SECOND FILING and grant to the Public the perpetual use of all streets or avenues, reserving to myself, my heirs or assigns the right to construct, maintain, and operate on, over, and under said streets or avenues or within three feet of the inside lines of all tracts lateral ditches, telegraph lines or wires, water pipes, gas pipes, sewer lines, and any and all other improvements that I may desire; and reserving the right to transfer such right or rights or any part thereof to any person or persons or incorporated company or companies.

Also reserving the right to construct, protect, and maintain such lateral ditches and water mains as are shown on this plat and which may hereinafter become necessary to irrigate or furnish water for the tracts and blocks herein platted or the property adjoining and reserving the right to transfer such right or rights or any part thereof to any person or persons or incorporated company or companies.
7. Right of way for the Pickett Lateral Ditch as disclosed by Plat and Statement recorded October 2, 1896, of which the specific location is not defined.
8. Right of way for the Oakley Ditch as disclosed by instrument recorded January 4, 1905, of which the specific location is not defined.

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor, or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable; and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Terms, agreements, provisions, conditions, obligations and easements as contained in Easement Deed by and between "The Associated Railroads" and the County of Jefferson recorded March 30, 1965 in Book 1785 at Page 630, affecting the following described property:
A tract of land in the North Half (N $\frac{1}{2}$) of the Southeast Quarter (SE $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$) of Section Four (4), Township Four (4) South, Range Sixty-nine (69) West of the 6th P.M., more particularly described as follows:
BEGINNING at a point on the East line of said Section Four (4), said point being ten and seventy two one hundredths (10.72) feet South of the Northeast corner of said Southeast Quarter (SE $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$) of said Section Four (4),
thence South fifteen (15) feet along the said East line of Section four (4);
thence West 923 feet along a line twenty-five and seventy-two one hundredths (25.72) feet South and parallel to the North line of the said Southeast Quarter (SE $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$), Section Four (4) to a point of curve; thence on a curve to the right with a radius of 995.4 feet to a point on the North line of the Southeast Quarter (SE $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$) of said Section Four (4), said point being 187.2 feet East, more or less, of the Northwest corner of the Southeast Quarter (SE $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$) of Section four (4);
thence East 1,132 feet, more or less, to the POINT OF BEGINNING.
7. Right of way for the Oakley Ditch.
8. Any loss or damage by reason of the fact that the legal descriptions contained in the Deeds, originally conveying the subject property to the Denver and InterMountain Railroad Company recorded in Book 155 at Pages 162 and 166, do not specifically describe our subject property. (Affects Parcels 13 and 14)

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor, or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable; and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Covenants, conditions, restrictions and reservations as contained in Vacation Ordinance No. 203, Series of 1962 Councilman's Bill No. 255 recorded July 12, 1962 in Book 8875 at Page 505, providing as follows:
 - (A) There is reserved to the utility owners and to the City and to the City and County of Denver the continued use of and the right to maintain and operate all existing telephone lines, power lines, sewer lines, drainage lines, gas lines and water lines in the vacated portions of said public thoroughfares and alleys; and provided further;
 - (B) That there is reserved to Public Service Company of Colorado, its successors and assigns, easements for the construction, reconstruction, operation and maintenance of its overhead and underground electric transmission, distribution and telephone lines including any number of additional lines to be hereafter constructed as well as all existing lines together with all poles, towers, crossarms, cables, conduit, wires, guys, supports, fixtures and devices used or useful in the operation of said lines as the same are now or may be hereafter constructed, in, through, under, over and across all of the following described streets and alleys together with the right of ingress and egress over the said streets and alleys to survey, inspect, construct, reconstruct, maintain, operate, control and use said lines and to restrict or remove objects or structures which in the opinion of the power company would interfere with said operation of said lines;
 - (C) That there is reserved to The Colorado and Southern Railway Company a right of way and easement for all existing railroad tracks presently crossing any portion of the streets and alleys hereby vacated.
(Affects Parcels B through L)
7. Easement and right of way for the continued use and the right to construct, operate and maintain two sewer lines as reserved by the City and County of Denver in Vacation Ordinance No. 434 Series of 1967 Councilman's Bill No. 487 recorded January 3, 1968 in Book 9828 at Page 176..
(Affects the vacated alley in Block 1, Villa Park)

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

SCHEDULE B—Continued

8. Easement and right of way for storm and sanitary sewer lines as reserved by the City and County of Denver in Vacation Ordinance No. 559 Series of 1982 Council Bill No. 631 recorded October 8, 1982 in Book 2669 at Page 667.
(Affects Parcels O and P)
9. Right of way for Dry Creek as disclosed by maps of the area.
(Affects Parcel S)
10. Any question, dispute or adverse claims as to any loss or gain of land as a result of any change in the Creek bed location by other than natural causes, or alteration through accretion, reliction, erosion or avulsion of the center thread, bank, channel or flow of waters in the Dry Creek lying within subject Land; and any question as to the location of such center thread, bed, bank or channel as a legal description monument or marker for purposes of describing or locating subject Lands.

NOTE: There are no documents in the land records of the office of the Clerk and Recorder of Denver County, accurately locating past or present location(s) of the center thread, bank, bed or channel of the above Creek or indicating any alterations of the same as from time to time may have occurred.
11. Any rights, interest or easements in favor of the riparian owners, the State of Colorado, the United States of America, or the general Public, which exist, have existed, or are claimed to exist in and over the water and present and past bed and banks of Dry Creek.
(Affects Parcel S)
12. Any and all unredeemed tax sales, if any.

NOTE: Upon receipt of a Certificate of Taxes Due evidencing that there are no existing open tax sales, the above exception will not appear on the policy to be issued hereunder.

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE .ST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Right of way for the Agricultural Ditch.
7. Easement and right of way for the construction and maintenance of lines for transmission of electrical power and telephone or telegraph lines, as granted to The Central Colorado Power Company by A. B. Daniels, in the instrument recorded January 15, 1909 in Book 153 at Page 233, affecting the following described property: That part or portion of the NW 1/4 of Section 4, Township 4 South, Range 69 West, upon so much of said land as is described as follows: 32.5 feet on the South side and 32.5 feet on the North side of a line as surveyed and staked on the ground, and more particularly described as follows:
Beginning at a point 32.5 feet North of the SW corner of the NW 1/4 of Section 4; thence East a distance of 2640 feet to a point 32.5 feet North of the center of Section 4.
8. Easement and right of way to construct, operate and maintain telephone and telegraph lines, granted to The Mountain States Telephone and Telegraph Company by Edward G. Hinkley and Marion H. Hinkley by instrument recorded November 21, 1947 in Book 584 at Page 502, in which the specific location of the easement is not defined.
(Affects Block A, Morningside)

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

9. Easement and right of way for the construction, operation, maintenance, repair and replacement of a sewer line, as granted to Daniels Sanitation District by Q. Orval Robinson and Helen C. Robinson, in the instrument recorded July 18, 1960 in Book 1288 at Page 88, affecting the following described property:
A tract of land 16 feet wide being the North sixteen feet of the South 90 feet of Blocks E, F and G and of that part of Block H, Morningside that lies East of the centerline of the existing railroad, now owned by the General Services Administration of the United States Government; together with the right to use an additional five feet on each side of such strip for construction purposes during original construction of such sewer line.
10. Any question as to the size or location of the subject property and as to the encroachment of the subject property onto adjoining property.

NOTE: This exception is given in connection with U.S. Parcel No. 9 because the call "thence deflecting to the left from a tangent coincident with the immediately proceeding course along a Searles spiral curve of 6 chords 19 feet in length a distance of 114 feet;" does not contain enough information to specifically locate said curve.

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Right of way for irrigation ditch known as The Platte Valley Ditch as evidenced by Deed recorded March 4, 1903 in Book 1537 at Page 236, of which the specific location is not defined.
7. Right of way for Morrison Road as shown by maps of the area.
8. Reservations contained in the Deed from Armenia E. Epley to The Denver and Inter-Mountain Railroad Company recorded March 4, 1910 in Book 2087 at page 274, providing more substantially as follows: Right to pipe water from Dry Creek across said above mentioned tract and to do all work and lay all pipes necessary for such purpose; said pipes to be of metal provided that the track or road-bed of 2nd party now on or to be placed on said tract shall not be impaired so as to interfere with the operation of the railroad or endanger the safety of employees of the 2nd party. Also reserves the right for a wagon road crossing at such place as will be most convenient to the 1st party.

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor, or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable; and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Right of way for West Howard Place as evidenced by Maps of the area.
7. Reservation to the City and County of Denver of the continued use and the right to construct, operate and maintain water and sewer lines over the vacated portion of Paul Street as contained in Vacation Ordinance No. 310, Councilman's Bill No. 333, Series of 1968 recorded September 23, 1968 in Book 9922 at Page 185.
8. Terms, conditions, provisions and easements as contained in Easement Deed to the City and County of Denver recorded November 16, 1976 in Book 1347 at Page 509.
9. Easement and right of way for utility lines as disclosed by Ordinance No. 463 Series of 1988 Council Bill No. 467 recorded November 16, 1988 in Ordinance Book 130.
(Affects the North 10 feet of Lots 23 and 24, Block 1, Fairview)

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Terms, conditions, provisions and easements as contained in easement Deed to the City and County of Denver, recorded November 16, 1976 in Book 1347 at Page 509.
7. Right of way for the Crissman Ditch as disclosed on the Plat of said Ditch recorded May 13, 1872 in Book 43 at Page 9.
8. Terms, agreements, conditions, reservations and obligations as contained in Deed recorded April 30, 1891 in Book 677 at Page 567.

AGREEMENT FOR PURCHASE AND
SALE OF REAL ESTATE
EXHIBIT "B" AND
EXHIBIT "C"

SCHEDULE B

THE POLICY OR POLICIES TO BE ISSUED HEREUNDER WILL NOT INSURE AGAINST:

1. Rights or claims of parties in possession not shown by the public records.
2. Easements, or claims of easements, not shown by the public records.
3. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, and any facts which a correct survey and inspection of the premises would disclose and which are not shown by the public records.
4. Any lien, or right to a lien, for services, labor or material heretofore or hereafter furnished, imposed by law and not shown by the public records.
5. Taxes due and payable and any tax, special assessments, charge or lien imposed for water or sewer service, or for any other special taxing district.
6. Any and all rights and interests of the Public in and to the subject property by virtue of Grant to the Public of Fairview Avenue now known as West Howard Place on the recorded Plat of Brinkhaus 2nd Addition.

EXHIBIT B

MAP OF THE LINE

[attached hereto]

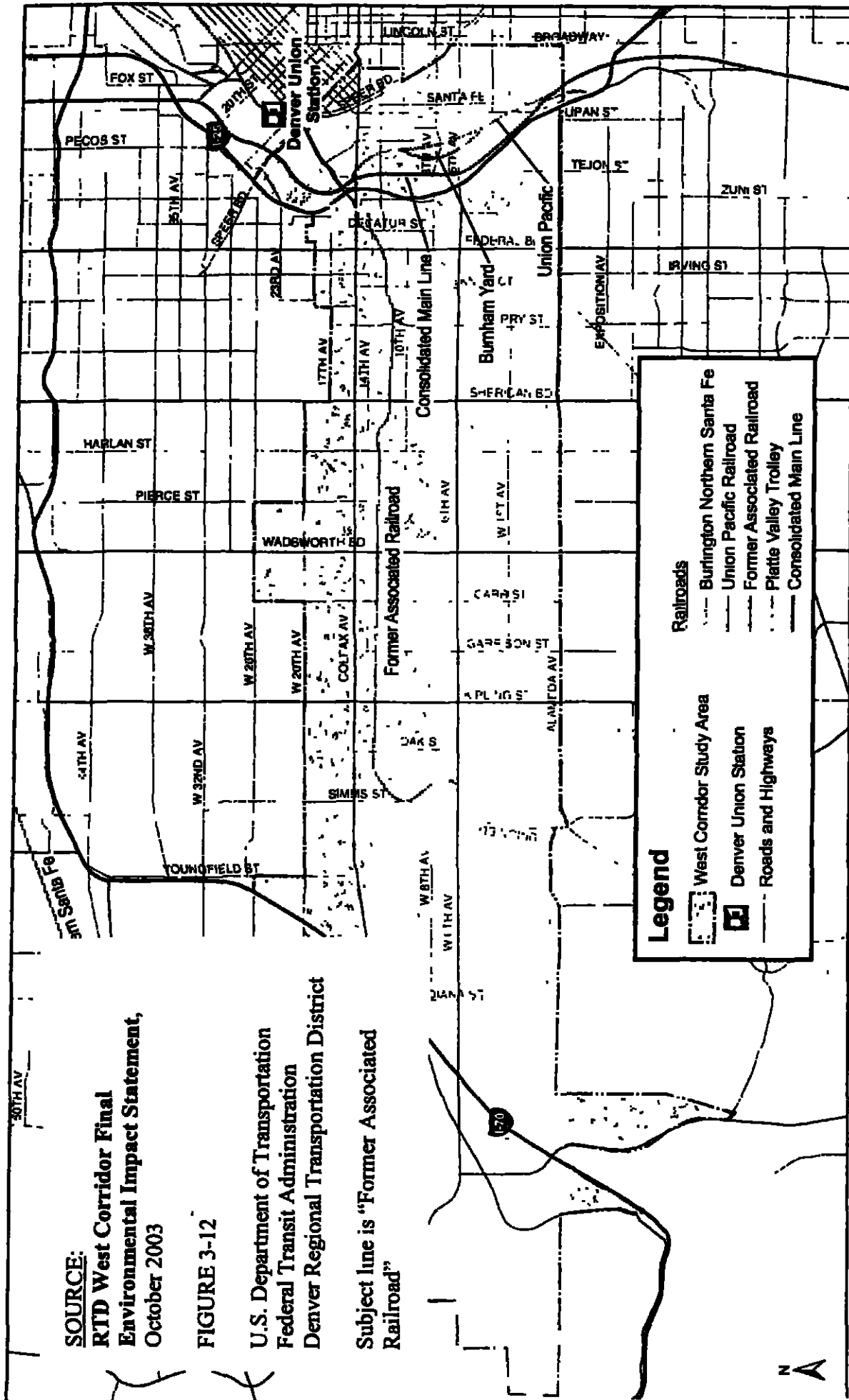
SOURCE:

**RTD West Corridor Final
Environmental Impact Statement,
October 2003**

FIGURE 3-12

**U.S. Department of Transportation
Federal Transit Administration
Denver Regional Transportation District**

**Subject line is "Former Associated
Railroad"**



**Figure 3-12
Existing West Corridor
Railroads**

EXHIBIT C

CERTIFICATE OF COMPLIANCE WITH 49 C.F.R. §§1105.11 and 1152.50(d)(1)

CERTIFICATION

I hereby certify: (1) pursuant to 49 C.F.R. §1105.11, that Environmental and Historic Reports were submitted to the agencies identified in §1105.7(b) and to the appropriate State Historic Preservation Officer (see **Exhibit D**); (2) pursuant to §1105.12, that a notice of intent to abandon rail service was published in the Denver Post on April 4, 2007 (see **Exhibit F**), and (3) that the notice required by §1152.50(d)(1) was given (see **Exhibit G**).


Charles A. Spitulnik

Dated: May 7, 2007

EXHIBIT D

ENVIRONMENTAL AND HISTORIC REPORT

**COPIES OF TRANSMITTAL NOTICES FOR ENVIRONMENTAL AND HISTORIC
REPORT**

and

COMMENTS IN RESPONSE TO ENVIRONMENTAL AND HISTORIC REPORT

[attached hereto]

**Before the
Surface Transportation Board
Washington, D.C.**

Docket No. AB-1229-X

**Denver Regional Transportation District
Abandonment Exemption in Denver and Jefferson Counties, CO**

Environmental and Historic Report

Communications with respect to this
document should be addressed to:

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Washington, DC 20036
(202) 955-5600

Counsel for Denver Regional Transportation
District

Dated March 16, 2007

**Before the
Surface Transportation Board
Washington, D.C.**

Docket No. AB-1229-X

**Regional Transportation District
Abandonment Exemption in Denver and Jefferson Counties, CO**

Environmental and Historic Report

49 C.F.R. 1105.7(e) Requirements:

(1) Proposed action and alternatives. Describe the proposed action, including commodities transported, the planned disposition (if any) of any rail line and other structures that may be involved, and any possible changes in current operations or maintenance practices. Also describe any reasonable alternatives to the proposed action. Include a readable, detailed map and drawings clearly delineating the project.

The Denver Regional Transportation District ("RTD") proposes abandonment of the residual rail freight operating rights over a 6.5 mile line of railroad in Denver and Jefferson Counties, Colorado. RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the "Associated Railroads"), in December 1988. Prior to RTD's acquisition of the line, the Associated Railroads, which jointly owned the line, received authorization from the Interstate Commerce Commission ("ICC") to abandon the line. Docket No. AB-6 (Sub-No. 291), *et al. Burlington Northern R.R. Co., et al. - Abandonment - In Denver & Jefferson Cos., CO* (Service Date July 30, 1987). The ICC later delayed the implementation of the abandonment pending an Offer of Financial Assistance ("OFA"). The OFA was later withdrawn and the ICC set conditions for abandonment. There is no record that the Associated Railroads ever satisfied

these conditions, and no record that the REMACO line abandonment was ever consummated with the requisite notice of consummation being filed. No freight traffic has moved over the line since 1988 and no entity currently holds out the possibility of providing such service. A detailed map of the line proposed for abandonment and the surrounding area is attached hereto as **Exhibit A**.

The alternative to abandonment is to not abandon rail freight operations over this line segment. This alternative is neither satisfactory nor realistic, since the Associated Railroads have long since terminated service on this corridor. Moreover, RTD intends to rehabilitate the line for use as a part of the West Corridor rail transit project serving the communities located along the line, and beyond to the Jefferson County Government Center. RTD, along with the Federal Transit Administration ("FTA") has prepared an Environmental Impact Statement, dated October 2003 ("EIS") with respect to the proposed West Corridor project.¹ The impact of the abandonment of the freight common carrier obligation on the line segment covered by this proceeding, followed by rehabilitation of this segment for use as part of the light rail transit project, is explored and explained in detail in that EIS. A copy of the EIS has been provided to the Section of Environmental Analysis at the STB and can also be retrieved at www.rtdwestcorridor.com/documents.²

(2) Transportation system. Describe the effects of the proposed action on regional or local transportation systems and patterns. Estimate the amount of traffic (passenger or freight) that will be diverted to other transportation systems or modes as a result of the proposed action.

RTD's proposed abandonment of the rail freight operating rights over the line is being sought to facilitate the implementation of light-rail transit service in this corridor. The effects of

¹ The EIS covers 12.1 miles of proposed light rail right-of-way, which includes the line segment that is the subject of this proposed abandonment.

² The FTA Record of Decision dated April 19, 2004, regarding this EIS can be retrieved at www.fta.dot.gov/documents/Denver_West_ROD_w_MOA.pdf

the proposed action on regional or local transportation systems and patterns will be enormously positive for the local communities along the line segment. The EIS details the impacts on the local transportation system at pp. 4-1 through 4-31. As discussed above, no freight traffic will be diverted as the result of the abandonment.

(3) Land use.

(i) Based on consultation with local and/or regional planning agencies and/or a review of the official planning documents prepared by such agencies, state whether the proposed action is consistent with existing land use plans. Describe any inconsistencies.

The proposed abandonment is fully consistent with land use plans for the service area.

See EIS at 5-2 – 5-3

(ii) Based on consultation with the U S Soil Conservation Service, state the effect of the proposed action on any prime agricultural land.

The proposed abandonment will affect no prime agricultural land.

(iii) If the action affects land or water uses within a designated coastal zone, include the coastal zone information required by § 1105.9.

The proposed abandonment will not affect land or water use within a designated coastal zone.

(iv) If the proposed action is an abandonment, state whether or not the right-of-way is suitable for alternative public use under 49 U.S.C. 10906 and explain why.

RTD will operate light rail transit service over the line segment

(4) Energy

(i) Describe the effect of the proposed action on transportation of energy resources

Development and transportation of energy resources will not be significantly affected by RTD's abandonment of its rail freight operations on this line segment. No freight traffic has moved over this line since 1988

(ii) Describe the effect of the proposed action on recyclable commodities.

Movement or recovery of recyclable commodities will not be affected by the abandonment.

(iii) State whether the proposed action will result in an increase or decrease in overall energy efficiency and explain why

The abandonment will not have any impact on energy consumed in the transportation of freight, since no freight has moved in this corridor since 1988. The EIS concludes that construction of the light-rail system in this corridor is estimated to increase direct energy consumed by less than 1% over the consumption level that would occur if the light-rail system is not constructed and operated. See EIS at 5-75.

(iv) If the proposed action will cause diversions from rail to motor carriage of more than:

(A) 1,000 rail carloads a year; or

(B) an average of 50 rail carloads per mile per year for any part of the affected line, quantify the resulting net change in energy consumption and show the data and methodology used to arrive at the figure given. To minimize the production of repetitive data, the information on overall energy efficiency in § 1105.7(e)(4)(iii) need not be supplied if the more detailed information in § 1105.7(e)(4)(iv) is required.

No diversion of traffic to motor carriers will occur as a result of the proposed abandonment

(5) Air.

(i) If the proposed action will result in either:

(A) An increase in rail traffic of at least 100 percent (measured in gross ton miles annually) or an increase of at least eight trains a day on any segment of rail line affected by the proposal, or
(B) An increase in rail yard activity of at least 100 percent (measured by carload activity), or
(C) An average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on any affected road segment, quantify the anticipated effect on air emissions
For a proposal under 49 U.S.C. 10901 (or 10502) to construct a new line or reinstitute service over a previously abandoned line, only the eight train a day provision in subsection (5)(i)(A) will apply.

Does not apply The proposed action will not result in any of the increases described in paragraph (5)(i).

(ii) If the proposed action affects a class I or nonattainment area under the Clean Air Act, and will result in either.

(A) An increase in rail traffic of at least 50 percent (measured in gross ton miles annually) or an increase of at least three trains a day on any segment of rail line,
(B) An increase in rail yard activity of at least 20 percent (measured by carload activity), or
(C) An average increase in truck traffic of more than 10 percent of the average daily traffic or 50 vehicles a day on a given road segment, then state whether any expected increased emissions are within the parameters established by the State Implementation Plan. However, for a rail construction under 49 U.S.C. 10901 (or 49 U.S.C. 10502), or a case involving the reinstitution of service over a previously abandoned line, only the three train a day threshold in this item shall apply

Does not apply.

(iii) If transportation of ozone depleting materials (such as nitrogen oxide and freon) is contemplated, identify the materials and quantity; the frequency of service; safety practices (including any speed restrictions); the applicant's safety record (to the extent available) on derailments, accidents and spills; contingency plans to deal with accidental spills; and the likelihood of an accidental release of ozone depleting materials in the event of a collision or derailment.

Does not apply. The proposed action will not result in any of the impacts listed above.

The proposed mitigation of fugitive dust due to removal of rail and replacement with light rail is discussed in the EIS at pp. 5-80 through 5-81.

(6) Noise If any of the thresholds identified in item (5)(i) of this section are surpassed, state whether the proposed action will cause:

- (i) An incremental increase in noise levels of three decibels Ldn or more; or
- (ii) An increase to a noise level of 65 decibels Ldn or greater. If so, identify sensitive receptors (e.g., schools, libraries, hospitals, residences, retirement communities, and nursing homes) in the project area, and quantify the noise increase for these receptors if the thresholds are surpassed.

The abandonment itself will cause none of these impacts because rail service was discontinued in 1988. The impact of construction and operation of the proposed light rail system, along with the proposed mitigation are described in the EIS at pp 5-18 through 5-34.

(7) Safety.

- (i) Describe any effects of the proposed action on public health and safety (including vehicle delay time at railroad grade crossings)

Cessation of rail service actually occurred in 1988, and the impacts of the abandonment therefore have already been experienced. The impacts of the construction, that is removal of rail and ties and construction of light rail right-of-way in its place, have been described at pp 5-71 through 5-74 of the EIS.

(ii) If hazardous materials are expected to be transported, identify: the materials and quantity, the frequency of service; whether chemicals are being transported that, if mixed, could react to form more hazardous compounds; safety practices (including any speed restrictions), the applicant's safety record (to the extent available) on derailments, accidents and hazardous spills, the contingency plans to deal with accidental spills; and the likelihood of an accidental release of hazardous materials.

Not applicable Freight operations are to be abandoned.

(iii) If there are any known hazardous waste sites or sites where there have been known hazardous materials spills on the right-of-way, identify the location of those sites and the types of hazardous materials involved

The results of the survey of the line (as well as the remainder of the proposed light rail right-of-way) for hazardous materials are described in the EIS at pp. 3-76 through 3-83. Figure 3-29 in the EIS shows the location of the areas of concern identified elsewhere in the EIS.

(8) Biological resources

(i) Based on consultation with the U.S. Fish and Wildlife Service, state whether the proposed action is likely to adversely affect endangered or threatened species or areas designated as a critical habitat, and if so, describe the effects

The United States Fish and Wildlife Service (USFWS) has indicated through correspondence and/or public records that there are threatened or endangered species that may exist in Denver and Jefferson Counties. A copy of the USFWS letter is included in Appendix D to the EIS. The EIS states there are no designated critical habitats in the corridor. EIS at 5-38

(ii) State whether wildlife sanctuaries or refuges, National or State parks or forests will be affected, and describe any effects.

No National or State parks and no wildlife sanctuaries or refuges will be affected.

(9) Water.

(i) Based on consultation with State water quality officials, state whether the proposed action is consistent with applicable Federal, State or local water quality standards. Describe any inconsistencies

RID states in the EIS that it will comply with State of Colorado, Corps of Engineers and local permitting requirements, and will implement best management practices with respect to potential water quality impacts.

(ii) Based on consultation with the U.S. Army Corps of Engineers, state whether permits under section 404 of the Clean Water Act (33 U.S.C. 1344) are required for the proposed action and whether any designated wetlands or 100-year flood plains will be affected. Describe the effects

The wetlands affected by the proposed light rail construction project are described in the EIS at pp 3-69 through 3-71. Figure 3-27 on p 3-70 shows that 6 of the affected wetlands are near or adjacent to the right-of-way proposed for abandonment. According to the EIS, RTD will notify the Corps of Engineers of wetlands impacts, and the Corps will decide whether any Section 404 permits are required. EIS at p 5-63.

(iii) State whether permits under section 402 of the Clean Water Act (33 U.S.C. 1342) are required for the proposed action. (Applicants should contact the U.S. Environmental Protection Agency or the state environmental protection or equivalent agency if they are unsure whether such permits are required.)

RTD has notified the EPA of the proposed abandonment and re-use of the right-of-way and will comply with permit requirements as required.

(10) Proposed Mitigation. Describe any actions that are proposed to mitigate adverse environmental impacts, indicating why the proposed mitigation is appropriate.

Abandonment of the rail freight operations over the involved rail line is not expected to produce adverse environmental impacts. The EIS describes the mitigation RTD proposes to undertake with respect to the impact of removal of the existing rail and supporting infrastructure, and construction of the new light rail corridor.

(11) Additional Information for Rail Constructions. The following additional information should be included for rail construction proposals (including connecting track construction):

(i) Describe the proposed route(s) by State, county, and subdivision, including a plan view, at a scale not to exceed 1:24,000 (7 1/2 minute U.S.G.S. quadrangle map), clearly showing the relationship to the existing transportation network (including the location of all highway and road crossings) and the right-of-way according to ownership and land use requirements.

Not applicable.

(ii) Describe any alternative routes considered, and a no-build alternative (or why this would not be applicable), and explain why they were not selected.

Not applicable

(iii) Describe the construction plans, including the effect on the human environment, labor force requirements, the location of borrow pits, if any, and earthwork estimates

Not applicable.

(iv) Describe in detail the rail operations to be conducted upon the line, including estimates of freight (carloads and tonnage) to be transported, the anticipated daily and annual number of train movements, number of cars per train, types of cars, motive power requirements, proposed speeds, labor force, and proposed maintenance-of-way practices.

Not applicable

(v) Describe the effects, including indirect or down-line impacts, of the new or diverted traffic over the line if the thresholds governing energy, noise and air impacts in §§ 1105.7(e)(4), (5), or (6) are met.

Not applicable

(vi) Describe the effects, including impacts on essential public services (e.g., fire, police, ambulance, neighborhood schools), public roads, and adjoining properties, in communities to be traversed by the line

Not applicable.

(vii) Discuss societal impacts, including expected change in employment during and after construction.

Not applicable.

HISTORIC REPORT

49 C.F.R. 1105.8(d) Requirements:

The Historic Report should contain the information required by § 1105.7(e)(1) and the following additional historic information:

(1) A U.S.G.S. topographic map (or an alternate map drawn to scale and sufficiently detailed to show buildings and other structures in the vicinity of the proposed action) showing the location

of the proposed action, and the locations and approximate dimensions of railroad structures that are 50 years old or older and are part of the proposed action;

See Figures 8-1 and 8-2 in EIS at pp 8-4 and 8-9

(2) A written description of the right-of-way (including approximate widths, to the extent known), and the topography and urban and/or rural characteristics of the surrounding area,

See EIS at pp. 3-1 through 3-19

(3) Good quality photographs (actual photographic prints, not photocopies) of railroad structures on the property that are 50 years old or older and of the immediately surrounding area:

Original photographs were previously submitted to the Colorado State Historic Preservation Officer ("SHPO") as supporting material for the EIS that was prepared in connection with the West Corridor light rail transit improvement project, and copies are available upon request.

(4) The date(s) of construction of the structure(s), and the date(s) and extent of any major alterations, to the extent such information is known,

See EIS Section 8.3.1 at 8-5 – 8-6.

(5) A brief narrative history of carrier operations in the area, and an explanation of what, if any, changes are contemplated as a result of the proposed action;

No carrier operations have occurred on the line since at least 1988. Accordingly, no changes to carrier operations will result from the proposed action. The EIS comprises a detailed description of proposed utilization of the corridor for light rail service.

(6) A brief summary of documents in the carrier's possession, such as engineering drawings, that might be useful in documenting a structure that is found to be historic;

RTD previously submitted to the SHPO Colorado Cultural Resource Surveys for Resources Nos. 5JF817.4 and 5JF817.5. These surveys include a description of the

documentation available to RTD for structures associated with the proposed action. Copies of these surveys are available upon request

(7) An opinion (based on readily available information in the railroad's possession) as to whether the site and/or structures meet the criteria for listing on the National Register of Historic Places (36 CFR 60.4), and whether there is a likelihood of archeological resources or any other previously unknown historic properties in the project area, and the basis for these opinions (including any consultations with the State Historic Preservation Office, local historical societies or universities),

A description of the possible prehistoric resources and historic uses of the right-of-way, along with a description of historic resources that are eligible for listing in the National Register of Historic Places is included in the EIS at pp. 3-50 - 3-52, including Table 3-16 (at p. 3-52)

(8) A description (based on readily available information in the railroad's possession) of any known prior subsurface ground disturbance or fill, environmental conditions (naturally occurring or manmade) that might affect the archeological recovery of resources (such as swampy conditions or the presence of toxic wastes), and the surrounding terrain

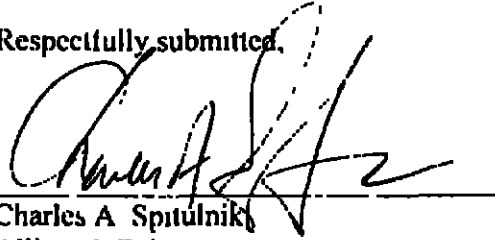
See EIS at section 3.7.2, p. 3-50

(9) Within 30 days of receipt of the historic report, the State Historic Preservation Officer may request the following additional information regarding specified nonrailroad owned properties or groups of properties immediately adjacent to the railroad right-of-way: photographs of specified properties that can be readily seen from the railroad right-of-way (or other public rights-of-way adjacent to the property) and a written description of any previously discovered archeological sites, identifying the location and type of the site (i.e., prehistoric or native American).

RTD has engaged in regular communication with the SIPO, as documented in the EIS.

See, e g , EIS Appendix D.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Charles A. Spitulnik", written over a horizontal line.

Charles A. Spitulnik
Allison I. Fultz
Kaplan Kirsch & Rockwell LLP
1001 Connecticut Avenue, NW
Suite 905
Washington, DC 20036
(202) 955-5600

Counsel for Regional Transportation District

Dated: March 16, 2007

EXHIBIT A

MAP OF PROPOSED ABANDONMENT

[attached hereto]

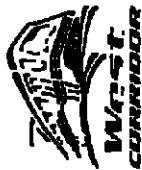
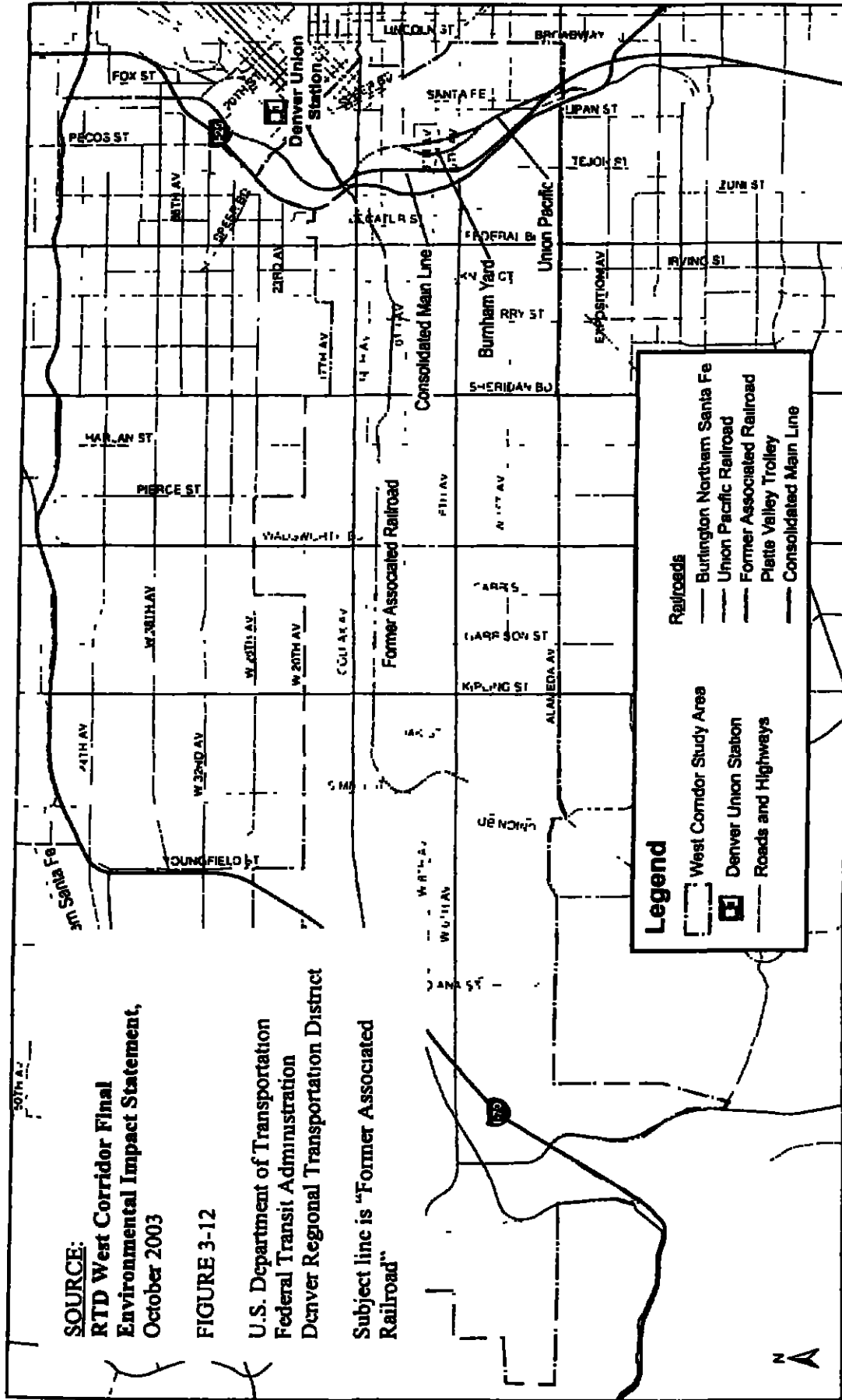


Figure 3-12
**Existing West Corridor
Railroads**



KAPLAN KIRSCH ROCKWELL

March 16, 2007

Colorado Public Utilities Commission
1560 Broadway, Suite 250
Denver, Colorado 80202
Attention: Pam Fishhaber

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Ms. Fishhaber:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the "Associated Railroads"), in December 1988. Prior to RTD's acquisition of the line, the Associated Railroads, which jointly owned the line, received authorization from the Interstate Commerce Commission ("ICC") to abandon the line. Docket No. AB-6 (Sub-No 291), *et al. - Burlington Northern R.R. Co., et al - Abandonment - In Denver & Jefferson Cos., CO* (Service Date July 30, 1987). The ICC later delayed the implementation of the abandonment pending an Offer of Financial Assistance ("OFA"). The OFA was later withdrawn and the ICC set conditions for abandonment. There is no record that the Associated Railroads ever satisfied these conditions, and no record that the REMACO line abandonment was ever consummated with the requisite notice of

Attorneys at Law
Denver • New York • Washington, DC

Kaplan Kirsch & Rockwell LLP tel (202) 955-5600
1001 Connecticut Ave., N.W., Suite 905 fax (202) 955-5616
Washington, DC 20036 www.kaplankirsch.com

Colorado Public Utilities Commission
March 16, 2007
Page 2

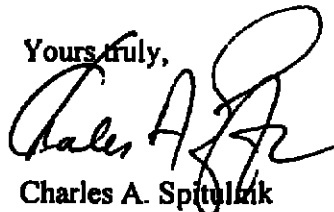
consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion.

No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

Your agency has already had an opportunity to comment on the EIS. We are providing the attached Environmental and Historic Report so that you may review the information that will form the basis for the STB's independent environmental analysis of this proceeding. If you believe any of the information is incorrect, if you think pertinent information is missing, or if you have any questions about the Board's Environmental Review process, please contact the Section of Environmental Analysis (SEA), Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001, Telephone (202) 245-0245 and refer to the above Docket Number. Because applicable statutes and regulations impose stringent deadlines for processing this action, your written comments to SEA (with a copy to us) would be appreciated within three weeks.

Your comments will be considered by the Board in evaluating the environmental and historic preservation impacts of the contemplated action. In order for us to consider your input prior to filing our application with the STB, RTD must receive your comments within three weeks. Please either provide a copy of your comments by mail at the address below or provide information by telephone to Mr. Charles A. Spitulnik at (202) 955-5600.

Yours truly,

A handwritten signature in black ink, appearing to read "Charles A. Spitulnik", is written over the typed name.

Charles A. Spitulnik

Enclosure



KAPLAN KIRSCH ROCKWELL

March 16, 2007

Colorado Department of Public Health
and Environment
Hazardous Materials and Waste Management Division
4300 Cherry Creek Drive South
Building B, 2nd Floor
Denver, Colorado 80246
Attention: Gary Baughman, Division Director

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Mr. Baughman:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

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Attorneys at Law
Denver • New York • Washington, DC

Kaplan Kirsch & Rockwell LLP tel (202) 955-5600
1001 Connecticut Ave., N.W., Suite 905 fax (202) 955-5616
Washington, DC 20036 www.kaplankirsch.com

Colorado Department of Public Health and Environment
March 16, 2007
Page 2

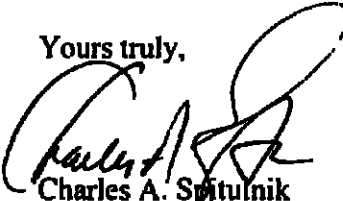
The OFA was later withdrawn and the ICC set conditions for abandonment. There is no record that the Associated Railroads ever satisfied these conditions, and no record that the REMACO line abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion.

No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

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Your comments will be considered by the Board in evaluating the environmental and historic preservation impacts of the contemplated action. In order for us to consider your input prior to filing our application with the STB, RTD must receive your comments within three weeks. Please either provide a copy of your comments by mail at the address below or provide information by telephone to Mr. Charles A. Spitulnik at (202) 955-5600.

Yours truly,



Charles A. Spitulnik

Enclosure

123177



KAPLAN KIRSCH ROCKWELL

March 16, 2007

Jefferson County, Colorado
100 Jefferson County Parkway
Golden, Colorado 80419
Attention: Pam Anderson, Clerk and Recorder

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Ms Anderson:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the "Associated Railroads"), in December 1988. Prior to RTD's acquisition of the line, the Associated Railroads, which jointly owned the line, received authorization from the Interstate Commerce Commission ("ICC") to abandon the line. Docket No. AB-6 (Sub-No. 291), *et al. -- Burlington Northern R.R. Co., et al. - Abandonment - In Denver & Jefferson Cos., CO* (Service Date July 30, 1987). The ICC later delayed the implementation of the abandonment pending an Offer of Financial Assistance ("OFA"). The OFA was later withdrawn and the ICC set conditions for abandonment. There is no record that the Associated Railroads ever satisfied these conditions, and no record that the REMACO line abandonment was ever consummated with the requisite notice of

Jefferson County, Colorado
March 16, 2007
Page 2

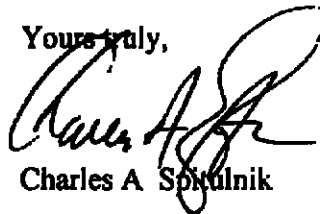
consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion.

No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

Your agency has already had an opportunity to comment on the EIS. We are providing the attached Environmental and Historic Report so that you may review the information that will form the basis for the STB's independent environmental analysis of this proceeding. If you believe any of the information is incorrect, if you think pertinent information is missing, or if you have any questions about the Board's Environmental Review process, please contact the Section of Environmental Analysis (SEA), Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001, Telephone (202) 245-0245 and refer to the above Docket Number. Because applicable statutes and regulations impose stringent deadlines for processing this action, your written comments to SEA (with a copy to us) would be appreciated within three weeks.

Your comments will be considered by the Board in evaluating the environmental and historic preservation impacts of the contemplated action. In order for us to consider your input prior to filing our application with the STB, RTD must receive your comments within three weeks. Please either provide a copy of your comments by mail at the address below or provide information by telephone to Mr. Charles A. Spitulnik at (202) 955-5600.

Yours truly,



Charles A. Spitulnik

Enclosure



KAPLAN KIRSCH ROCKWELL

March 16, 2007

Honorable John W. Hickenlooper
Office of the Mayor
City and County Building
1437 Bannock Street, Room 350
Denver, Colorado 80202

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Sir:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

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Office of the Mayor
March 16, 2007
Page 2

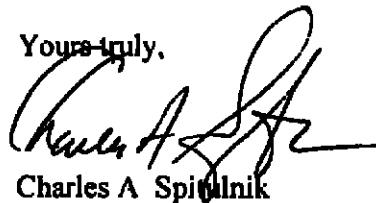
record that the Associated Railroads ever satisfied these conditions, and no record that the REMACO line abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion

No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available

Your agency has already had an opportunity to comment on the EIS. We are providing the attached Environmental and Historic Report so that you may review the information that will form the basis for the STB's independent environmental analysis of this proceeding. If you believe any of the information is incorrect, if you think pertinent information is missing, or if you have any questions about the Board's Environmental Review process, please contact the Section of Environmental Analysis (SEA), Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001, Telephone (202) 245-0245 and refer to the above Docket Number. Because applicable statutes and regulations impose stringent deadlines for processing this action, your written comments to SEA (with a copy to us) would be appreciated within three weeks.

Your comments will be considered by the Board in evaluating the environmental and historic preservation impacts of the contemplated action. In order for us to consider your input prior to filing our application with the STB, RTD must receive your comments within three weeks. Please either provide a copy of your comments by mail at the address below or provide information by telephone to Mr. Charles A. Spitulnik at (202) 955-5600

Yours truly,

A handwritten signature in black ink, appearing to read "Charles A. Spitulnik", is written over the typed name.

Charles A. Spitulnik

Enclosure



KAPLAN KIRSCH ROCKWELL

March 16, 2007

U.S. Environmental Protection Agency
Region 8 (8 EPR-N)
1595 Wynkoop Street
Denver, Colorado 80202-1129
Attention: Larry Svoboda

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Mr. Svoboda:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents"

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U.S. Environmental Protection Agency
March 16, 2007
Page 2

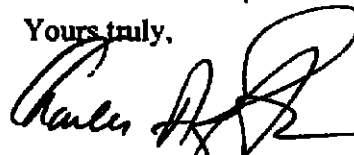
record that the Associated Railroads ever satisfied these conditions, and no record that the RIMACO line abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion.

No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

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Yours truly,



Charles A. Spitulnik

Enclosure



KAPLAN KIRSCH ROCKWELL

March 16, 2007

U.S. Fish and Wildlife Service
Region 6
Denver Federal Center
P O Box 25486
Denver, Colorado 80225

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Sir or Madam:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

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U S Fish and Wildlife Service
March 16, 2007
Page 2

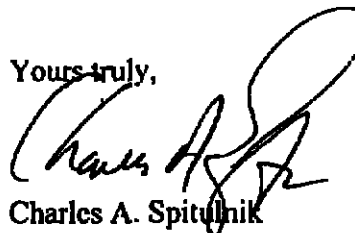
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Yours truly,



Charles A. Spitulnik

Enclosure



KAPLAN KIRSCH ROCKWELL

March 16, 2007

U.S. Army Corps of Engineers
Omaha District
106 South 15th Street
Omaha, Nebraska 68102
Attention David Press
Commander of the Omaha District

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads’ REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Mr. Press:

On April 5, 2007, the Denver Regional Transportation District (“RTD”) plans to file a Notice of Exemption with the Surface Transportation Board (“STB”) with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement (“EIS”) prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at “www.rtdwestcorridor.com/documents”

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U.S. Army Corps of Engineers
March 16, 2007
Page 2

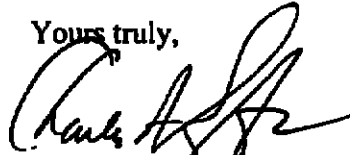
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Yours truly,



Charles A. Spitulnik

Enclosure



KAPLAN KIRSCH ROCKWELL

March 16, 2007

U S. National Park Service
Recreation Resources Assistance Division
P O Box 25287
Denver, Colorado 80225
Attention: Christine Turk

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Ms. Turk

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the "Associated Railroads"), in December 1988. Prior to RTD's acquisition of the line, the Associated Railroads, which jointly owned the line, received authorization from the Interstate Commerce Commission ("ICC") to abandon the line. Docket No. AB-6 (Sub-No. 291), *et al* – *Burlington Northern R R Co, et al Abandonment – In Denver & Jefferson Cos*, CO (Service Date July 30, 1987). The ICC later delayed the implementation of the abandonment pending an Offer of Financial Assistance ("OFA"). The OFA was later withdrawn and the ICC set conditions for abandonment. There is no

U S. National Park Service
March 16, 2007
Page 2

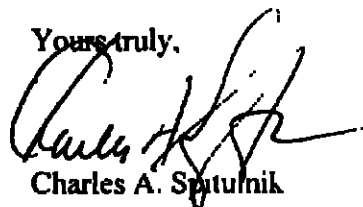
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No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

Your agency has already had an opportunity to comment on the EIS. We are providing the attached Environmental and Historic Report so that you may review the information that will form the basis for the STB's independent environmental analysis of this proceeding. If you believe any of the information is incorrect, if you think pertinent information is missing, or if you have any questions about the Board's Environmental Review process, please contact the Section of Environmental Analysis (SEA), Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001, Telephone (202) 245-0245 and refer to the above Docket Number. Because applicable statutes and regulations impose stringent deadlines for processing this action, your written comments to SEA (with a copy to us) would be appreciated within three weeks.

Your comments will be considered by the Board in evaluating the environmental and historic preservation impacts of the contemplated action. In order for us to consider your input prior to filing our application with the STB, RTD must receive your comments within three weeks. Please either provide a copy of your comments by mail at the address below or provide information by telephone to Mr. Charles A. Spitulnik at (202) 955-5600.

Yours truly,



Charles A. Spitulnik

Enclosure



KAPLAN KIRSCH ROCKWELL

March 16, 2007

U.S. Natural Resources Conservation Service
U.S. Department of Agriculture
655 Parfet Street, Room E-200C
Lakewood, Colorado 80215-8000
Attention: Allen Green, State Conservationist

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Mr. Green:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents"

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U.S. Natural Resources Conservation Service
March 16, 2007
Page 2

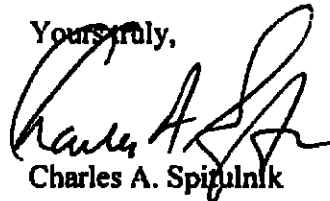
record that the Associated Railroads ever satisfied these conditions, and no record that the REMACO line abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion.

No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

We are providing the attached Environmental and Historic Report so that you may review the information that will form the basis for the STB's independent environmental analysis of this proceeding. If you believe any of the information is incorrect, if you think pertinent information is missing, or if you have any questions about the Board's Environmental Review process, please contact the Section of Environmental Analysis (SEA), Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001, Telephone (202) 245-0245 and refer to the above Docket Number. Because applicable statutes and regulations impose stringent deadlines for processing this action, your written comments to SEA (with a copy to us) would be appreciated within three weeks.

Your comments will be considered by the Board in evaluating the environmental and historic preservation impacts of the contemplated action. In order for us to consider your input prior to filing our application with the STB, RTD must receive your comments within three weeks. Please either provide a copy of your comments by mail at the address below or provide information by telephone to Mr. Charles A. Spitulnik at (202) 955-5600.

Yours truly,



Charles A. Spitulnik

Enclosure

Allison Fultz

From: Charles A Spitulnik
Sent: Friday, March 16, 2007 4:38 PM
To: NGS.InfoCenter@noaa.gov
Cc: Allison Fultz
Subject: Environmental and Historic Report - STB Docket No. AB 1229X
Attachments: ECOPYPCDC_LDAPMAIL_03162007-162855.PDF

Dear Sir or Madam:

I am attaching a cover letter and Environmental and Historic Report on behalf of the Denver Regional Transportation District. As you will see from the cover letter, RTD plans to file a Notice of Exemption with respect to this abandonment on or about April 5, 2007.

If you have any questions, please feel free to call on me or my colleague Allison Fultz.

Sincerely,

*Charles A. Spitulnik
Kaplan Kirsch & Rockwell LLP
1001 Connecticut Avenue, NW
Suite 905
Washington, DC 20036
Phone: (202) 955-5600
Fax: (202) 955-5616
Mobile: (301) 651-3629*

The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error, please contact the sender and delete the material from any computer.

From: ecopyfolders@kaplankirsch.com [mailto:ecopyfolders@kaplankirsch.com]
Sent: Friday, March 16, 2007 4:29 PM
To: Charles A. Spitulnik
Subject: Scanned document from ecopyfolders@kaplankirsch.com



KAPLAN KIRSCH ROCKWELL

March 16, 2007

Via Email: NGS.InfoCenter@noaa.gov

U.S. National Oceanic and Atmospheric Administration
National Geodetic Survey

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Sir or Madam:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

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U.S. National Oceanic and Atmospheric Administration
March 16, 2007
Page 2

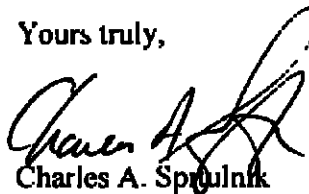
record that the Associated Railroads ever satisfied these conditions, and no record that the REMACO line abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion

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Yours truly,



Charles A. Spitulnik

Enclosure



KAPLAN KIRSCH ROCKWELL

March 16, 2007

U.S. Department of Agriculture
Chief of the Forest Service
1400 Independence Avenue, S.W.
Washington, DC 20250-0003
Attention: Abigail Kimbell
Chief of the Forest Service

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Ms. Kimbell

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historical Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

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U.S. Department of Agriculture
March 16, 2007
Page 2

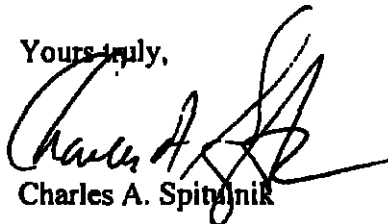
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Yours truly,



Charles A. Spitulnik

Enclosure

123192



KAPLAN KIRSCH ROCKWELL

March 16, 2007

Colorado Historical Society
Office of Archaeology and Historic Preservation
1300 Broadway
Denver, Colorado 80203
Attention Georgiana Centiguglia,
State Historic Preservation Officer

**Re: Notice of Exemption – Proposed Abandonment of Associated
Railroads' REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Ms Centiguglia:

On April 5, 2007, the Denver Regional Transportation District ("RTD") plans to file a Notice of Exemption with the Surface Transportation Board ("STB") with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. A map of the proposed abandonment is attached to the enclosed Environmental and Historic Report. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents".

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Colorado Historical Society
March 16, 2007
Page 2

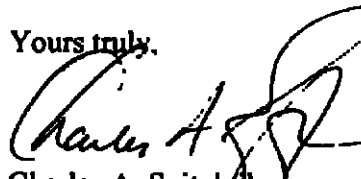
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Yours truly,



Charles A. Spitulnik

Enclosure



**COLORADO
HISTORICAL
SOCIETY**

The Colorado History Museum 1300 Broadway Denver, Colorado 80203-2137

29 March 2007

Charles A. Spitulnik
Kaplan Kirsch and Rockwell LLP
1001 Connecticut Avenue, N.W., Suite 905
Washington, DC 20036

RE: Abandonment of RFMACO Line, STB Docket Number AB-1229-X, Denver and
Jefferson Counties, Colorado

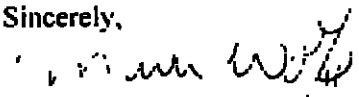
Dear Mr. Spitulnik:

I thank you for your recent correspondence dated 16 March 2007, concerning the proposed abandonment of 6.5 miles of trackage in Denver and Jefferson Counties. Our office has reviewed the submitted materials. This railroad line was originally an interurban commuter line and was built in the early 20th century. It is eligible for the National Register of Historic Places. However, the transfer of the line into the control of the Regional Transportation District (RTD) has already been reviewed by our office as a result of the RTD West Corridor Environmental Impact Statement (EIS), released in 2003.

Therefore, we find that the abandonment of this segment will result in no adverse effect to this historic resource.

If you have any questions, please contact Joseph Saldibar, Architectural Services Coordinator, at (303) 866-3741.

Sincerely,


Georgianna Contiguglia
State Historic Preservation Officer, and
President, Colorado Historical Society

APR 05 2007



DEPARTMENT OF THE ARMY
CORPS OF ENGINEERS, OMAHA DISTRICT
106 SOUTH 15TH STREET
OMAHA NE 68102-1618

REPLY TO
ATTENTION OF

April 13, 2007

Planning, Programs, and Project Management Division

Mr. Charles A. Spitulnik
Kaplan Kirsch and Rockwell LLP
1001 Connecticut Ave., N.W., Suite 905
Washington, District of Columbia, 20036

Dear Mr. Spitulnik

The U.S. Army Corps of Engineers, Omaha District (Corps) has reviewed your letter dated March 16, 2007 regarding the notice of exemption for the proposed abandonment of Associated Railroads' REMACO line, Surface Transportation Board Docket No. AB-1229-X, in Denver and Jefferson Counties, Colorado. The Corps offers the following comments:

Denver and Jefferson Counties, Colorado participate in the National Flood Insurance Program. The proposed abandonment should have minimum effect to the floodplain.

Your plans should be coordinated with the U.S. Environmental Protection Agency, which is currently involved in a program to protect ground water resources. If you have not already done so, it is recommended you consult with the U.S. Fish and Wildlife Service and the Colorado Division of Wildlife regarding fish and wildlife resources. In addition, the Colorado State Historic Preservation Office should be contacted for information and recommendations on potential cultural resources in the project area.

If construction activities involve any work in waters of the United States, a Section 404 permit may be required. For a detailed review of permit requirements, preliminary and final project plans should be sent to

U.S. Army Corps of Engineers
Denver Regulatory Office
Attn: CENWO-OD-R-CO/Carey
9307 South Wadsworth Boulevard
Denver, Colorado 80128

If you have any questions, please contact Ms. Kristine Nemec at (402) 221-4628.

Sincerely,

Larry D. Jams, Chief
Environmental, Economics, and
Cultural Resources Section
Planning Branch

APR 26 2007

EXHIBIT E

DRAFT FEDERAL REGISTER NOTICE PURSUANT TO 49 C.F.R. §1152.60(c)

[attached hereto]

**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, DC**

Docket No. AB-1229-X

**DENVER REGIONAL TRANSPORTATION DISTRICT
ABANDONMENT EXEMPTION IN DENVER AND JEFFERSON COUNTIES, CO**

VERIFIED NOTICE OF EXEMPTION

On May 7, 2007, the Regional Transportation District ("RTD") filed with the Surface Transportation Board, Washington, D.C. 20423, a petition for exemption for the abandonment of a line of railroad known as the REMACO line, extending from railroad milepost 0.6 near Denver, Colorado, to milepost 6.3 near Lakewood, Colorado, which traverses through United States Postal Service ZIP Codes 80204, 80214 and 80215, a distance of 5.7 miles, in Denver and Jefferson Counties, Colorado. The line for which the abandonment exemption request was filed includes no stations.

The line does not contain federally granted rights-of-way. Any documentation in the railroad's possession will be made available promptly to those requesting it.

The interest of railroad employees is not required to be protected, since no rail service has moved over the subject line in more than 18 years. Accordingly, no rail employees will be affected by the proposed abandonment.

Any offer of financial assistance will be due no later than 10 days after service of a decision granting the petition for exemption.

All interested persons should be aware that following abandonment of rail service and salvage of the line, the line may be suitable for other public use, including interim trail use. RTD proposes to use the line for rail transit services, and the corridor will not be available for public uses that would be inconsistent with that.

Any request for a public use condition and any request for trail use/rail banking will be due no later than 20 days after notice of the filing of the petition for exemption is published in the Federal Register.

Persons seeking further information concerning abandonment procedures may contact the Surface Transportation Board or refer to the full abandonment or discontinuance regulations at 49 CFR part 1152. Questions concerning environmental issues may be directed to the Board's Section of Environmental Analysis.

An environmental assessment (EA) (or environmental impact statement (EIS), if necessary) prepared by the Section of Environmental Analysis will be served upon all parties of record and upon any agencies or other persons who commented during its preparation. Any other persons who would like to obtain a copy of the EA (or EIS) may contact the Section of Environmental Analysis. EAs in these abandonment proceedings normally will be made available within 60 days of the filing of the petition. The deadline for submission of comments on the EA will generally be within 30 days of its service.

EXHIBIT F

**PROOF OF PUBLICATION OF NEWSPAPER NOTICE REQUIRED PURSUANT TO
49 C.F.R. §1105.12**

[attached hereto]

Receipt

Ad Number 7612531

Advertiser: KAPLAN KIRSCH & ROCKWELL

Phone. 3038257000

Sys No: 2665812

Caller: EDNA TRUJILLO

Invoicing Customer:

Phone: 3038257000

Sys No: 2665812

AcctNo:

P.O. No

Name.

KAPLAN KIRSCH & ROCKWELL

Subscriber.

Address:

1675 BROADWAY, SUITE 2300

DENVER CO 80202

Order:

Printed By: BIRCHI Date Printed: 04/02/2007 Assigned Sales AdType: LINER OrderType: NORMAL

Manual Delay:

Box No.

Call Back.

NOTES

Change Reason.

Insertion:

First Insert Product. Paper: DNA Class: 6040, LEGAL NOTICES

Insertion Dates. 04/04/2007

Start. 04/04/2007

End: 04/04/2007

Times. 1

Sort. NOTICE OF INTENT TO SEEK OUT-OF-SERVICE AB

Production:

Text Size 3 x 48.00 ProdType. ENTERPRISE

ColorNo: 0 Colors.

Tear sheets: 0 Proofs: 0 Affidavits: 0 Alt Addr: N

Pricing:

Price: 858.16 Payment Method: CC

Amount Paid: \$858.16 Amount Owed. \$0.00

PriceMethod. 0 (0=Normal, 1=User Net, 2=System Gross) Rate Code CSV

Till Forbid: 0 (0=No, 1=Yes)

Mult. Content. 0 (0=No, 1=Yes)

**NOTICE OF INTENT TO SEEK OUT-OF-SERVICE
ABANDONMENT EXEMPTION**

The Denver Regional Transportation District gives notice that on or about April 5, 2007, it intends to file with the Surface Transportation Board, Washington, DC 20423, a notice of exemption under 49 CFR 1152 Subpart F - Exempt Abandonments permitting the abandonment of service on a 6.5 mile line of railroad between railroad milepost 0.0, near Denver, Colorado, and railroad milepost 6.5, near Lakewood, Colorado, which traverses through United States Postal Service ZIP Codes 80204, 80214, 80215 and 80401 in Denver and Jefferson Counties, Colorado. The proceeding will be docketed as No. AB-1229-X. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at "www.rtdwestcorridor.com/documents". In addition this is the line segment that the Associated Railroads sought authority to abandon in ICC Docket No. AB-6 (Sub No 291) (Service Date July 30, 1987).

The Board's Section of Environmental Analysis (SEA) will generally prepare an Environmental Assessment (EA), which will normally be available 25 days after the filing of the notice of exemption. Comments on environmental and energy matters should be filed no later than 15 days after the EA becomes available to the public and will be addressed in a Board decision. Interested persons may obtain a copy of the EA or make inquiries regarding environmental matters by writing to the Section of Environmental Analysis (SEA), Surface Transportation Board, Washington, DC 20423 or by calling that office at (202) 245-0245.

Appropriate offers of financial assistance to continue rail service can be filed with the Board. Requests for environmental conditions, public use conditions, or rail banking/trails use also can be filed with the Board. An original and 10 copies of any pleading that raises matters other than environmental issues (such as trail use, public use, and offers of financial assistance) must be filed directly with the Board's Office of the Secretary, 395 E Street, S.W., Washington, DC 20423 (see 49 CFR 1104.1(a) and 1104.9(a)), and one copy must be served on applicant's representative (see 49 CFR 1104.12(a)). Questions regarding offers of financial assistance, public use or trails use may be directed to the Board's Office of Congressional and Public Services at (202) 245-0231. Copies of any comments or requests for conditions should be served on the applicant's representative, Kaplan, Kirsch & Rockwell, L.L.P., 1601 Connecticut Avenue, N.W. Suite 905, Washington, DC 20036, Attention: Charles A. Sedulnik.

**THE Denver Newspaper Agency
DENVER, CO**

PUBLISHER'S AFFIDAVIT

**City and County of Denver,
STATE OF COLORADO, SS.**

Jean Birch

..... being of lawful
age and being first duly sworn upon oath, deposes and says:

Legal Advertising Reviewer

That he/she is the
Of The Denver Newspaper Agency, publisher of the Denver Post and
Rocky Mountain News, daily newspapers of general Circulation published
and printed in whole or in part in Denver, in the County of Denver and
State of Colorado, and that said newspaper was Prior to and during
all the time hereinafter mentioned duly qualified For the publication of
legal notices and advertisements within the Meaning of an Act of the
General Assembly of the State of Colorado,
Approved April 7, 1921, as amended and approved March 30, 1923;
And as amended and approved March 8, 1936, entitled "An Act
Concerning Legal Notices, Advertisements and Publications and the
Fees of printers and publishers thereof, and to repeal all acts and parts
Of acts in conflict with the provision of this Act" and amendments
Thereof;

That the notice, of which the annexed is a true copy, was published in
The said newspaper to wit (dates of publication)

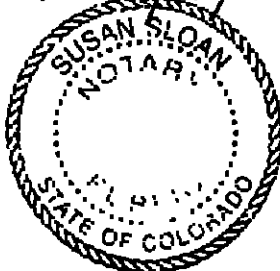
..... April 11, 2007

.....
Signature *Jean Birch*

Subscribed and sworn to before me this 4..... day

Of ... April ... A.D. 2007. *Susan Sloan*

..... Notary Public.
My commission expires 8/15/10



**NOTICE OF INTENT TO SEEK OUT-OF-SERVICE
ABANDONMENT EXEMPTION**

The Denver Regional Transportation District gives notice that on or about April 5, 2007, it intends to file with the Surface Transportation Board, Washington, DC 20423, a notice of exemption under 49 CFR 1184 Subpart F. Exempt Abandonments permitting the abandonment of service on a 6.5 mile line of railroad between railroad milepost 0.0, near Denver, Colorado, and railroad milepost 6.5, near Lakewood, Colorado, which traverses through United States Postal Service ZIP Codes 80204, 80214, 80216 and 80401 in Denver and Jefferson Counties, Colorado. The proceeding will be docketed as No. AB-124-X. This line segment is part of the corridor that was the subject of the Environmental Impact Statement ("EIS") prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at www.rtcwestcorridor.com/documents. In addition this is the first segment that the Associated Railroads sought authority to abandon in ICC Docketing AB-4 (Sub No. 291) (Service Date July 30, 1987).

The Board's Section of Environmental Analysis (SEA) will generally prepare an Environmental Assessment (EA), which will normally be available 15 days after the filing of the notice of exemption. Comments on environmental and energy matters should be filed no later than 15 days after the EA becomes available to the public and will be addressed in a Board decision. Interested persons may obtain a copy of the EA or make inquiries regarding environmental matters by writing to the Section of Environmental Analysis (SEA), Surface Transportation Board, Washington, DC 20423 or by calling the office at (202) 245-0745.

Appropriate offers of financial assistance to continue rail service can be filed with the Board. Requests for environmental conditions, public use conditions, or rail banking, trails use can be filed with the Board. An original and 10 copies of any pleading that raises matters other than environmental issues (such as trails use, public use, and offers of financial assistance) must be filed directly with the Board's Office of the Secretary, 395 L Street, S.W., Washington, DC 20421 (see 49 CFR 1184.1(a) and 1184.3(a)), and one copy must be served on applicant's representative (see 49 CFR 1184.12(a)). Questions regarding offers of financial assistance, public use or trails use may be directed to the Board's Office of Congressional and Public Services at (202) 245-0231. Copies of any comments or requests for conditions should be served on the applicant's representative, Kaplan, Kirsch & Rockwell, LLP, 1001 Connecticut Avenue, N.W., Suite 905, Washington, DC 20036, Attention: Charles A. Schmitz.

NOTICE OF INTENT TO SEEK OUT-OF-SERVICE ABANDONMENT EXEMPTION

The Denver Regional Transportation District gives notice that on or about April 5, 2007, it intends to file with the Surface Transportation Board, Washington, DC 20423, a notice of exemption under 49 CFR 1152 Subpart F – Exempt Abandonments permitting the abandonment of service on a 6.5 mile line of railroad between railroad milepost 0.0, near Denver, Colorado, and railroad milepost 6.5, near Lakewood, Colorado, which traverses through United States Postal Service ZIP Codes 80204, 80214, 80215 and 80401 in Denver and Jefferson Counties, Colorado. The proceeding will be docketed as No. AB-1229-X. This line segment is part of the corridor that was the subject of the Environmental Impact Statement (“EIS”) prepared to describe the transportation and environmental impacts associated with transportation improvements in the West Corridor to serve the cities of Denver, Lakewood, and Golden in Denver and Jefferson Counties, Colorado. The EIS was completed in October 2003. A copy of that EIS is available on line at “www.rtdwestcorridor.com/documents”. In addition this is the line segment that the Associated Railroads sought authority to abandon in ICC Docket No. AB-6 (Sub No 291) (Service Date July 30, 1987).

The Board's Section of Environmental Analysis (SEA) will generally prepare an Environmental Assessment (EA), which will normally be available 25 days after the filing of the notice of exemption. Comments on environmental and energy matters should be filed no later than 15 days after the EA becomes available to the public and will be addressed in a Board decision. Interested persons may obtain a copy of the EA or make inquiries regarding environmental matters by writing to the Section of Environmental Analysis (SEA), Surface Transportation Board, Washington, DC 20423 or by calling that office at (202) 245-0245.

Appropriate offers of financial assistance to continue rail service can be filed with the Board. Requests for environmental conditions, public use conditions, or rail banking/trails use also can be filed with the Board. An original and 10 copies of any pleading that raises matters other than environmental issues (such as trails use, public use, and offers of financial assistance) must be filed directly with the Board's Office of the Secretary, 395 E Street, S.W., Washington, DC 20423 (see 49 CFR 1104.1(a) and 1104.3(a)), and one copy must be served on applicant's representative (see 49 CFR 1104.12(a)). Questions regarding offers of financial assistance, public use or trails use may be directed to the Board's Office of Congressional and Public Services at (202) 245-0231. Copies of any comments or requests for conditions should be served on the applicant's representative: Kaplan, Kirsch & Rockwell, LLP, 1001 Connecticut Avenue, N.W., Suite 905, Washington, DC 20036, Attention: Charles A. Spitulnik.

EXHIBIT G

NOTICE REQUIRED PURSUANT TO 49 C.F.R. §1152.50(d)(1)

[attached hereto]



KAPLAN KIRSCH ROCKWELL

March 26, 2007

Colorado Public Utilities Commission
1560 Broadway, Suite 250
Denver, Colorado 80202
Attention: Pam Fishhaber

**Re: Notice of Exemption – Proposed Abandonment of Associated Railroads’
REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Ms. Fishhaber:

On April 5, 2007, the Denver Regional Transportation District (“RTD”) plans to file a Notice of Exemption with the Surface Transportation Board (“STB”) with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. The U.S. Postal Service zip codes traversed by this portion of the line are: 80204, 80214, 80215 and 80401. Pursuant to 49 U.S.C. §10502 and 49 C.F.R. §1152.50, RTD intends to effect the abandonment in accordance with the federal statutes and regulations governing actions exempt from regulation by the STB.

RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the “Associated Railroads”), in December 1988. Although the Associated Railroads applied for and received authorization from the Interstate Commerce Commission to abandon this line, there is no record that the abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion. No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

RTD intends to rehabilitate the line for use as a part of the West Corridor rail transit project serving the communities located along the line, and beyond to the Jefferson County Government Center. RTD, along with the Federal Transit Administration (“FTA”) has prepared an Environmental Impact Statement, dated October 2003 (“EIS”) with respect to the proposed West Corridor project. The EIS covers 12.1 miles of proposed light rail right-of-way, which

Colorado Public Utilities Commission

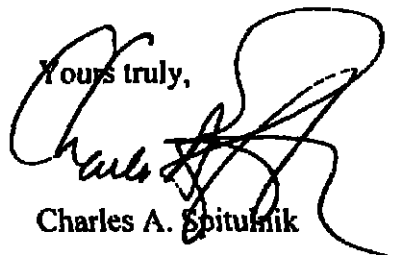
March 26, 2007

Page 2

includes the line segment that is the subject of this proposed abandonment. The impact of the abandonment of the freight common carrier obligation on the line segment covered by this proceeding, followed by rehabilitation of this segment for use as part of the light rail transit project, is explored and explained in detail in that EIS. A copy of the EIS has been provided to the Section of Environmental Analysis at the STB and can also be retrieved at www.rtdwestcorridor.com/documents. (The FTA Record of Decision dated April 19, 2004, regarding this EIS can be retrieved at www.fta.dot.gov/documents/Denver_West_ROD_w_MOA.pdf.)

Based on information in our possession, the line does not contain federally granted rights of way. Any documentation in the railroad's possession will be made available promptly to those requesting it. Please contact RTD's representative, Mr. Charles A. Spitulnik, at (202) 955-5600 with any questions.

Yours truly,


Charles A. Spitulnik



KAPLAN KIRSCH ROCKWELL

March 26, 2007

Special Assistant for Transportation Engineering & Director
Railroads for National Defense Program
720 Thimble Shoals Boulevard, Suite 130
Newport News, Virginia 23606-4537

**Re: Notice of Exemption – Proposed Abandonment of Associated Railroads’
REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Sir or Madam:

On April 5, 2007, the Denver Regional Transportation District (“RTD”) plans to file a Notice of Exemption with the Surface Transportation Board (“STB”) with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. The U.S. Postal Service zip codes traversed by this portion of the line are: 80204, 80214, 80215 and 80401. Pursuant to 49 U.S.C. §10502 and 49 C.F.R. §1152.50, RTD intends to effect the abandonment in accordance with the federal statutes and regulations governing actions exempt from regulation by the STB.

RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the “Associated Railroads”), in December 1988. Although the Associated Railroads applied for and received authorization from the Interstate Commerce Commission to abandon this line, there is no record that the abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion. No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

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Railroads for National Defense

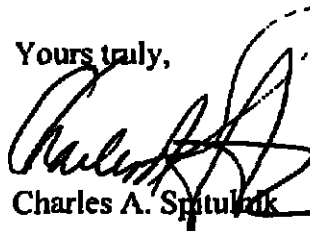
March 26, 2007

Page 2

West Corridor project. The EIS covers 12.1 miles of proposed light rail right-of-way, which includes the line segment that is the subject of this proposed abandonment. The impact of the abandonment of the freight common carrier obligation on the line segment covered by this proceeding, followed by rehabilitation of this segment for use as part of the light rail transit project, is explored and explained in detail in that EIS. A copy of the EIS has been provided to the Section of Environmental Analysis at the STB and can also be retrieved at www.rtdwestcorridor.com/documents. (The FTA Record of Decision dated April 19, 2004, regarding this EIS can be retrieved at www.fta.dot.gov/documents/Denver_West_ROD_w_MOA.pdf.)

Based on information in our possession, the line does not contain federally granted rights of way. Any documentation in the railroad's possession will be made available promptly to those requesting it. Please contact RTD's representative, Mr. Charles A. Spitulnik, at (202) 955-5600 with any questions.

Yours truly,



Charles A. Spitulnik

cc: Military Surface Deployment & Distribution Command
200 Stovall Street
Alexandria, VA 22332-5000
Attention: Commander

123899



KAPLAN KIRSCH ROCKWELL

March 26, 2007

National Park Service
Recreation Resources Assistance Division
P. O. Box 25287
Denver, Colorado 80225
Attention: Christine Turk

**Re: Notice of Exemption – Proposed Abandonment of Associated Railroads’
REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Ms. Turk:

On April 5, 2007, the Denver Regional Transportation District (“RTD”) plans to file a Notice of Exemption with the Surface Transportation Board (“STB”) with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. The U.S. Postal Service zip codes traversed by this portion of the line are: 80204, 80214, 80215 and 80401. Pursuant to 49 U.S.C. §10502 and 49 C.F.R. §1152.50, RTD intends to effect the abandonment in accordance with the federal statutes and regulations governing actions exempt from regulation by the STB.

RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the “Associated Railroads”), in December 1988. Although the Associated Railroads applied for and received authorization from the Interstate Commerce Commission to abandon this line, there is no record that the abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion. No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

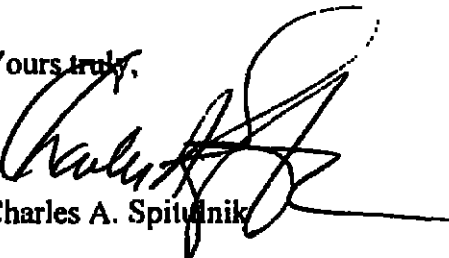
RTD intends to rehabilitate the line for use as a part of the West Corridor rail transit project serving the communities located along the line, and beyond to the Jefferson County Government Center. RTD, along with the Federal Transit Administration (“FTA”) has prepared an Environmental Impact Statement, dated October 2003 (“EIS”) with respect to the proposed

National Park Service
March 26, 2007
Page 2

West Corridor project The EIS covers 12.1 miles of proposed light rail right-of-way, which includes the line segment that is the subject of this proposed abandonment. The impact of the abandonment of the freight common carrier obligation on the line segment covered by this proceeding, followed by rehabilitation of this segment for use as part of the light rail transit project, is explored and explained in detail in that EIS. A copy of the EIS has been provided to the Section of Environmental Analysis at the STB and can also be retrieved at www.rtdwestcorridor.com/documents. (The FTA Record of Decision dated April 19, 2004, regarding this EIS can be retrieved at www.fta.dot.gov/documents/Denver_West_ROD_w_MOA.pdf.)

Based on information in our possession, the line does not contain federally granted rights of way. Any documentation in the railroad's possession will be made available promptly to those requesting it. Please contact RTD's representative, Mr. Charles A. Spitulnik, at (202) 955-5600 with any questions.

Yours truly,



Charles A. Spitulnik



KAPLAN KIRSCH ROCKWELL

March 26, 2007

U.S. Department of Agriculture
Chief of the Forest Service
1400 Independence Avenue, S.W.
Washington, DC 20250-0003
Attention: Abigail Kimbell
Chief of the Forest Service

**Re: Notice of Exemption – Proposed Abandonment of Associated Railroads’
REMACO Line –
Surface Transportation Board Docket No. AB-1229-X**

Dear Ms Kimbell:

On April 5, 2007, the Denver Regional Transportation District (“RTD”) plans to file a Notice of Exemption with the Surface Transportation Board (“STB”) with respect to the abandonment of any residual rail freight common carrier obligation on a segment of a rail line in Denver and Jefferson Counties, Colorado, between milepost 0.0 and milepost 6.5, a distance of 6.5 miles. The U.S. Postal Service zip codes traversed by this portion of the line are: 80204, 80214, 80215 and 80401. Pursuant to 49 U.S.C. §10502 and 49 C.F.R. §1152.50, RTD intends to effect the abandonment in accordance with the federal statutes and regulations governing actions exempt from regulation by the STB.

RTD acquired this line from the (former) Burlington Northern Railroad Company, the (former) Denver & Rio Grande Western Railroad Company, the (former) Atchison, Topeka & Santa Fe Railway Company, and the Chicago Pacific Corporation (collectively, the “Associated Railroads”), in December 1988. Although the Associated Railroads applied for and received authorization from the Interstate Commerce Commission to abandon this line, there is no record that the abandonment was ever consummated with the requisite notice of consummation being filed. Accordingly, RTD is now filing a Notice of Exemption to bring the abandonment process to conclusion. No freight traffic has moved over the line for the past 18 years and no entity currently holds out the possibility of providing such service. RTD is thus submitting a Notice of Exemption to confirm that the line is fully abandoned and that no freight service is available.

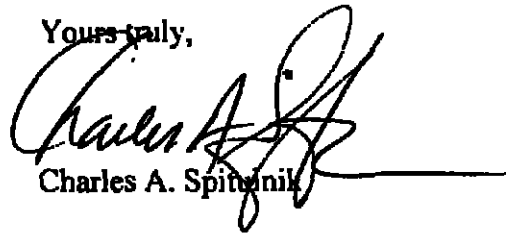
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U.S. Department of Agriculture
March 26, 2007
Page 2

West Corridor project. The EIS covers 12.1 miles of proposed light rail right-of-way, which includes the line segment that is the subject of this proposed abandonment. The impact of the abandonment of the freight common carrier obligation on the line segment covered by this proceeding, followed by rehabilitation of this segment for use as part of the light rail transit project, is explored and explained in detail in that EIS. A copy of the EIS has been provided to the Section of Environmental Analysis at the STB and can also be retrieved at www.rtdwestcorridor.com/documents. (The IFTA Record of Decision dated April 19, 2004, regarding this EIS can be retrieved at www.fta.dot.gov/documents/Denver_West_ROD_w_MOA.pdf.)

Based on information in our possession, the line does not contain federally granted rights of way. Any documentation in the railroad's possession will be made available promptly to those requesting it. Please contact RTD's representative, Mr Charles A. Spitulnik, at (202) 955-5600 with any questions.

Yours truly,

A handwritten signature in black ink, appearing to read "Charles A. Spitulnik", with a long horizontal line extending to the right.

Charles A. Spitulnik



Certificate of Service

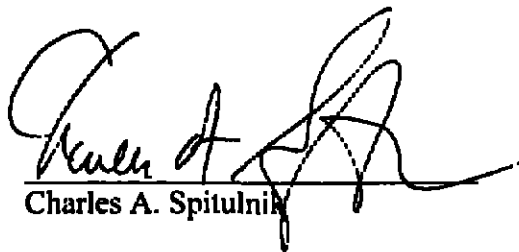
I hereby certify that on this 7th day of May, 2007, I caused to be served a copy of the foregoing VERIFIED NOTICE OF EXEMPTION to be served by first class mail, postage prepaid, upon:

Colorado Public Utilities Commission
1560 Broadway, Suite 250
Denver, CO 80202
Attn: Pam Fishaber

Special Assistant for Transportation Engineering & Director
Railroads for National Defense Program
720 Thimble Shoals Boulevard, Suite 130
Newport News, VA 23606-4537

National Park Service
Recreation Resources Assistance Division
P. O. Box 25287
Denver, CO 80225
Attn: Christine Turk

U.S. Department of Agriculture
Chief of the Forest Service
1400 Independence Avenue, S.W.
Washington, DC 20250-0003
Attn: Abigail Kimbell, Chief of the Forest Service



Charles A. Spitulnik