

After recordation return to:

Kutak Rock LLP
1801 California Street, Suite 3100
Denver, CO 80202
Attn: Thomas C. Weihe

**Special Warranty Deed of Certain Real Property
and
Release of Lease Purchase Agreement and
Indenture of Trust**

Effective as of January [___], 2018

WHEREAS, the Colorado Department of Transportation (“CDOT”) has previously conveyed certain real property (the “South Holly Property”), described in Exhibit A hereto and incorporated herein, to Wells Fargo Bank, National Association (the “Trustee”), pursuant to a special warranty deed dated as of August 31, 2004 (the “Deed”); and

WHEREAS, the Deed is recorded at reception number [_____] in the real estate records of the Clerk and Recorder of the City and County of Denver (the “County Clerk”); and

WHEREAS, CDOT leased certain property including the South Holly Property (collectively with such other property, the “Leased Property”) from the Trustee pursuant to a Lease Purchase Agreement dated as of August 31, 2004 (the “Original Lease”); and

WHEREAS, the Original Lease is recorded at reception number [_____] in the real estate records of the County Clerk; and

WHEREAS, in connection with the execution and delivery of the Original Lease, the Trustee executed an Indenture of Trust dated as of August 31, 2004 (the “Original Indenture”); and

WHEREAS, the Original Indenture is recorded at reception number [_____] in the real estate records of the County Clerk; and

WHEREAS, CDOT and the Trustee have amended and restated the Original Lease, as previously amended by the First Amendment to Lease Purchase Agreement between CDOT and the Trustee dated as of May 19, 2011, pursuant to an Amended and Restated Lease Purchase Agreement dated as of June 28, 2012 (the “2012 Lease”); and

WHEREAS, the 2012 Lease is recorded at reception number [_____] in the real estate records of the County Clerk; and

WHEREAS, in connection with the execution and delivery of the 2012 Lease, the Trustee executed a Release of Indenture of Trust dated as of June 28, 2012 (the “Original Indenture

Release”) releasing the Leased Property, including without limitation the South Holly Property, from the lien of the Original Indenture; and

WHEREAS, the Original Indenture Release is recorded at reception number [_____] in the real estate records of the County Clerk; and

WHEREAS, in connection therewith, the Trustee executed a new Indenture of Trust dated as of June 28, 2012 (the “2012 Indenture”); and

WHEREAS, the 2012 Indenture is recorded at reception number [_____] in the real estate records of the County Clerk; and

WHEREAS, pursuant to the 2012 Indenture, the Trustee executed and delivered the “Certificates of Participation, Series 2012, evidencing undivided interests in the right to receive certain revenues payable by the Colorado Department of Transportation under a Lease Purchase Agreement dated as of June 28, 2012” (the “Certificates”); and

WHEREAS, Banc of America Public Capital Corp. (the “Initial Purchaser”) is as of the date hereof the registered owner of all of the Certificates currently outstanding; and

WHEREAS, as of the date hereof, CDOT and the Trustee have executed and delivered, with the consent of the Initial Purchaser in accordance with the provisions of the 2012 Lease and 2012 Indenture, a 2018 Amendment to Amended and Restated Lease Purchase Agreement (the “2018 Lease Amendment”) providing for the release of the South Holly Property from the Leased Property; and

WHEREAS, the 2018 Lease Amendment is recorded at reception number [_____] in the real estate records of the County Clerk; and

WHEREAS, in connection therewith, as of the date hereof, the Trustee has executed and delivered, with the consent of the Initial Purchaser in accordance with the provisions of the 2012 Lease and 2012 Indenture, a 2018 Supplemental Indenture of Trust (the “2018 Supplemental Indenture”) providing for the release of the South Holly Property from the lien of the 2012 Indenture; and

WHEREAS, the 2018 Supplemental Indenture is recorded at reception number [_____] in the real estate records of the County Clerk; and

WHEREAS, the Trustee will, on the date hereof, convey the South Holly Property to CDOT and release all of its rights in the South Holly Property pursuant to this instrument;

NOW, THEREFORE, in consideration of the foregoing, the Trustee hereby sells, conveys and transfers to CDOT the South Holly Property and releases all of the Trustee’s rights, title and interest in the South Holly Property, to have and to hold the same, together with all and singular the privileges and appurtenances thereunder belonging, forever.

The Trustee hereby represents that it is assigning, transferring and conveying to CDOT good and marketable title to the South Holly Property as such property now exists, subject only

to the following, as set forth in Exhibit B hereto and incorporated by reference herein: (a) Permitted Encumbrances (as defined in the 2012 Indenture), other than the 2012 Lease and the 2012 Indenture; (b) all liens, encumbrances and restrictions created or suffered to exist by the Trustee as required or permitted by the 2012 Lease or arising as a result of any action taken or omitted to be taken by the Trustee as required or permitted by the 2012 Lease; (c) any lien or encumbrance created or suffered to exist by action of CDOT; and (d) those liens and encumbrances (if any) to which the South Holly Property was subject when acquired by the Trustee pursuant to the Deed.

The Trustee hereby warrants and agrees that the 2012 Lease and the 2012 Indenture are fully and absolutely released, canceled and forever discharged with respect to the South Holly Property.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Trustee has executed this instrument as of the date first above written.

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as trustee

By _____
Authorized Signatory

[Signature Page to Special Warranty Deed and Release]

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

The foregoing instrument was acknowledged before me this ____ day of January, 2018, by _____ as an authorized signatory of Wells Fargo Bank, National Association.

WITNESS MY HAND AND OFFICIAL SEAL, the day and year above written.

[NOTARIAL SEAL]

Notary

My commission expires _____.

EXHIBIT A

DESCRIPTION OF THE SOUTH HOLLY PROPERTY

I. LAND

A tract or parcel of land of the Department of Transportation, State of Colorado, containing 503,026 square feet, more or less, in the Northwest quarter (N.W. ¼) of Section 29, Township 4 South, Range 67 West, of the Sixth Principal Meridian, in the City and County of Denver, Colorado, more commonly known as 2000 South Holly Street, Denver, Colorado, said tract or parcel of land being more particularly described as follows:

Commencing at the Northwest corner of said Section 29, thence S.00°17'E., along the west line of Section 29, a distance of 918.44 feet to the south right of way line of the former Colorado and Southern Railway Company property; thence S.85°22'E., along the said south railway right of way line, a distance of 33.1 feet to the east right of way line of S. Holly Street (Aug. 2001); thence N.00°17'W., along said east right of way line being parallel with and 33.0 feet east of the said west line of said section, a distance of 14.0 feet to the True Point of Beginning.

1. Thence N.00°17'W.continuing along said east right of way line being parallel with and 33.0 feet east of the said west line of said section, a distance of 396.3 feet;
2. Thence Easterly, parallel with the said north line of said section, a distance of 120.0 feet;
3. Thence N.00°17'W., parallel with and 153.0 feet east of the west line of said section, a distance of 170.0 feet to the south right of way line of E. Atlantic Place (August 2001);
4. Thence Easterly along said south right of way line being parallel with the said north line of said section, a distance of 265.0 feet;
5. Thence S.00°12'E., a distance of 269.14 feet;
6. Thence Easterly, parallel with the north line of said section, a distance of 794.46 feet;
7. Thence S.00°12'E., a distance of 406.72 feet to the said south railway right of way line;
8. Thence N.85°22'W., along said south railway right of way line, a distance of 869.7 feet to the southeast corner of that property conveyed by CDOT to the U.S. Postal Service dated July 24, 1991;
9. Thence N.00°17'W., parallel with the said west section line and along the east line of said postal property, a distance of 7.6 feet to the northeast corner of said postal property;
10. Thence N.87°10'15"W. along the north line of said postal property, a distance of 17.1 feet;
11. Thence N.83°58'W. continuing along said north property line, a distance of 276.4 feet, more or less, to the True Point of Beginning.

The above-described parcel contains 503,026 square feet, more or less, and is subject to a permanent easement to Public Service Company over the south 40 feet, dated February 24, 1965 and recorded Aug. 31, 1965, Book 1617, Page 1 of the Arapahoe County Records, in addition to other utility easements of record.

This description is made to bring together in one description, the property owned by the Colorado Department of Transportation at 2000 South Holly Street, Denver, Colorado.

Basis of Bearings: Assumed bearing of N.00°17'W. being on the West line of the Northwest quarter (NW ¼) of said Section 29, Township 4 South, Range 67 West, of the Sixth Principal Meridian.

II. IMPROVEMENTS:

The South Holly Property includes all improvements located on the property described in part I of this Exhibit A as of the date hereof.

EXHIBIT B
PERMITTED ENCUMBRANCES

[attach exceptions]