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K-43497

PARTIAL RELEASE BY

MORGAN GUARANTY TRUST COMPANY OF NEW YORK (AS TRUSTEE)

TO

PACIFICORP

FROM LIEN OF MORTGAGES AND DEEDS OF TRUST

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, the property or real estate described in Exhibit "A" attached hereto, is subject to the Liens of the following described mortgages:

1. Mortgage and Deed of Trust from PacifiCorp, an Oregon Corporation (successor by merger to the corporation formerly known as Pacific Power & Light Company), to Guaranty Trust Company of New York (Morgan Guaranty Trust Company of New York, successor) and Oliver R. Brooks, et. al. (resigned) as Trustees, dated as of July 1, 1947, as amended and supplemented (the "First Mortgage"), and
2. Mortgage and Deed of Trust from PacifiCorp to Morgan Guaranty Trust Company of New York, dated as of January 9, 1989, as amended and supplemented (the "Collateral Mortgage"); and

WHEREAS it has been represented to Morgan Guaranty Trust Company of New York, Corporate Trustee under the First Mortgage and Trustee under the Collateral Mortgage, that the Company is not in default in the payment of the interest on any bonds now Outstanding under either the First Mortgage or the Collateral Mortgage, and that none of the Defaults defined in Section 65 of the First Mortgage and Section 15.01 of the Collateral Mortgage has occurred and is continuing; and

RETURN TO:
PACIFICORP
920 S.W. SIXTH AVE.
PORTLAND, OREGON 97204

WHEREAS, pursuant to the provisions of Section 59 of the First Mortgage and 13.09 of the Collateral Mortgage, the Company has requested the Trustee to release the property hereinafter described from the Liens of said Mortgages;

And WHEREAS the Company has furnished Morgan Guaranty Trust Company of New York, as Corporate Trustee under the First Mortgage with (a) Certified Copies of Resolutions of the PacifiCorp Board of Directors, (b) Officers' Certificate, (c) Engineer's Certificate, (d) Further Engineer's Certificate, and (e) Opinion of Counsel, all as required by the provisions of Section 59 of the First Mortgage; and has furnished Morgan Guaranty Trust Company of New York, as Trustee under the Collateral Mortgage with (a) Officers' Certificate, (b) Engineer's Certificate, (c) Opinion of Counsel, and (d) a copy of the release of said property from the Lien of said First Mortgage executed by the Corporate Trustee under the First Mortgage, all as required by the provisions of said Section 13.09 of the Collateral Mortgage.

NOW, THEREFORE, Morgan Guaranty Trust Company of New York, in consideration of the premises and pursuant to the authority vested in it as Corporate Trustee under the First Mortgage and as Trustee under the Collateral Mortgage to the date of the recording of this instrument of release, (or to the date hereof if this instrument is not recorded), does hereby release, remise and quitclaim unto the Company, its successors and assigns, all of its right, title, and interest as Trustee under each of said Mortgages, in and to the property situated in Klamath County in the State of Oregon, more fully described in Exhibit A attached hereto.

TO HAVE AND TO HOLD the property hereby released and remised to the Company, its successors and assigns, to its and their own proper use, benefit, and behoof forever, free, clear and discharged of and from all liens and claims under and by virtue of said Mortgages or either of them.

PROVIDED, HOWEVER, that nothing herein contained shall be construed to affect the residue of the security held by Morgan Guaranty Trust Company of New York as Trustee under the First Mortgage and the Collateral Mortgage as aforesaid, by virtue of said Mortgages, or to release the payment of any part of the moneys, principal and interest, thereby secured that may now remain unpaid.

The recitals made herein are to be taken only as recitals made by the Company and not by said Trustee. The reservations and exceptions, if any, set forth in said Exhibit A are intended to be for the benefit of said Trustee as well as the Company and the Liens of said Mortgages on the rights and interests so reserved and excepted, if any, are not released.

This release is made by said Trustee without covenants or warranties, either expressed or implied in law or in equity, and shall be without recourse against such Trustee in any event or in any contingency.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York, as Corporate Trustee under the First Mortgage and as Trustee under the Collateral Mortgage, has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by its duly authorized officers, and its corporate seals to be attested by one of its Assistant Secretaries, all in the City of New York, New York, on this 18th day of September, 1992.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK
as Corporate Trustee under Mortgage and
Deed of Trust of Pacific Power & Light
Company (now PacifiCorp), dated as of
July 1, 1947

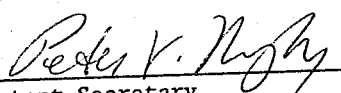
by: 

(Title)

M. Culhane

Vice President

ATTEST:


Assistant SecretaryPETER V. MURPHY

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
as Trustee under Mortgage and Deed of Trust
of PacifiCorp, dated as of January 9, 1989

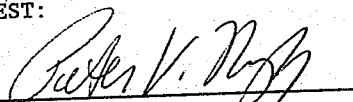
by: 

(Title)

M. Culhane

Vice President

ATTEST:


Assistant SecretaryPETER V. MURPHY

STATE OF NEW YORK)
) ss.
 County of New York)

On this 18th day of September, 1992 personally appeared

M. Culhane
Vice President

, who, being duly sworn, did say that he is a
 of Morgan Guaranty Trust Company of New York,
 and that the seal affixed to the foregoing instrument is the corporate seal of
 said corporation, and that said instrument was signed and sealed in behalf of
 said corporation as Corporate Trustee, by authority of its Board of Directors;
 and he acknowledged said instrument to be its voluntary act and deed. Before me:

Alison M Levchuck
 Notary Public for the State of New York
 My Commission expires: _____

ALISON M. LEVCHUCK
 Notary Public, State of New York
 No. 4997425
 Qualified in Nassau County
 Commission Expires June 8, 1994

STATE OF NEW YORK)
) ss.
 County of New York)

On this 18th day of September, 1992 personally appeared

M. Culhane
Vice President

, who, being duly sworn, did say that he is a
 of Morgan Guaranty Trust Company of New York,
 and that the seal affixed to the foregoing instrument is the corporate seal of
 said corporation, and that said instrument was signed and sealed in behalf of
 said corporation as Trustee, by authority of its Board of Directors; and he
 acknowledged said instrument to be its voluntary act and deed. Before me:

Alison M Levchuck
 Notary Public for the State of New York
 My Commission expires: _____

ALISON M. LEVCHUCK
 Notary Public, State of New York
 No. 4997425
 Qualified in Nassau County
 Commission Expires June 8, 1994

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Exhibit A

State: Oregon

County: Klamath

The southerly $\frac{1}{2}$ of vacated Elk Avenue (Ailsa) from the Easterly line of Ashland-Klamath Falls Highway to center of vacated Lilac Street (Kesterson Avenue).

Lot 6 in Block 10 of vacated Fairfield Addition together with vacated Lilac Street adjacent thereto, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon.

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Klamath County Title Co the 10th day
of Dec. A.D., 19 92 at 10:49 o'clock AM., and duly recorded in Vol. M92,
of Mortgages on Page 29256.
Evelyn Biehn County Clerk
By Pauline Muckendare

FEE \$35.00