

THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION

**1 Railroad Avenue
Cooperstown, NY 13326
607-547-2555 ph.
607-547-5658 fax
www.nysw.com**

Nathan R. Fenno
President
nfenno@nysw.com

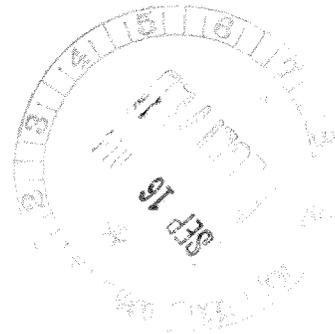
RECORDATION NO. 18825-E FILED

SEP 16 '14 -2 37 PM

SURFACE TRANSPORTATION BOARD

August 26, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20423-0001



Dear Sir or Madam:

Enclosed herewith are two originals and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Partial Release of Collateral, a secondary document, dated August 1, 2014. The primary document to which this is connected is recorded under Recordation No. 18825.

The names and addresses of the parties to the document are as follows:

Secured Party:	Manufacturers and Traders Trust Company One Fountain Plaza Buffalo, NY 14203
Debtor:	Delaware Otsego Corporation 1 Railroad Avenue Cooperstown, NY 13326
Grantors:	The New York, Susquehanna and Western Railway Corporation Susquehanna Bulk Systems, Inc.

A description of the equipment covered by the document follows:

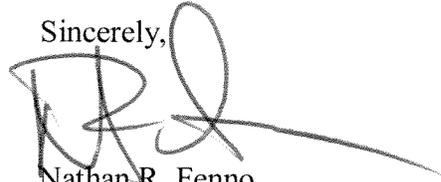
NYSW 4050	EMD SD70 Locomotive
NYSW 4052	EMD SD70 Locomotive
NYSW 4054	EMD SD70 Locomotive

A fee of \$43.00 is enclosed. Please return one original and any extra copies not needed by the Board for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Release of Locomotives NYSW 4050, NYSW 4052, and
NYSW 4054 from lien granted in Document filed under
Recordation Number 18825.

Sincerely,

A handwritten signature in black ink, appearing to read 'NRF', with a long horizontal flourish extending to the right.

Nathan R. Fenno
President

NRF:ksp
Enc.

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SURFACE TRANSPORTATION BOARD

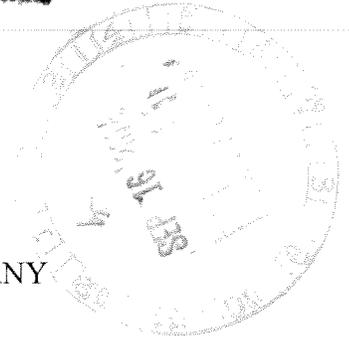
PARTIAL RELEASE OF COLLATERAL

by and between

MANUFACTURERS AND TRADERS TRUST COMPANY

and

DELAWARE OTSEGO CORPORATION
THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION
SUSQUEHANNA BULK SYSTEMS, INC.



Recordation No.: 18825-___

Dated: August 1, 2014

Record and return to: Nathan R. Fenno
President
The New York, Susquehanna and Western Railway Corporation
1 Railroad Avenue
Cooperstown, NY 13326

Telephone No.: 607-547-2555 x236

THIS AGREEMENT made the 1st day of August, 2014, between MANUFACTURERS AND TRADERS TRUST COMPANY ("Secured Party") having an office at One Fountain Plaza, Buffalo, NY 14203, and DELAWARE OTSEGO CORPORATION ("Debtor") and THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION, and SUSQUEHANNA BULK SYSTEMS, INC. (collectively "Grantors"), all having a place of business at 1 Railroad Avenue, Cooperstown, New York 13326.

W I T N E S S E T H :

WHEREAS, the Secured Party is the holder of an AMENDED SECURITY AGREEMENT – LOCOMOTIVES, ROLLING STOCK AND TRACK EQUIPMENT, dated December 17, 2009, filed with the Surface Transportation Board on September 12, 2010 and assigned Recordation Number 18825-C (hereafter the "Security Agreement") which grants to the Secured Party a security interest to all the collateral and security described therein; and

WHEREAS, at the request of the Debtor and the Grantors, the Secured Party has agreed to release from said security interest the collateral described herein;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements, the receipt of which is hereby acknowledged, the Secured Party, the Debtor and the Grantors mutually covenant and agree as follows:

A. Partial Release of Collateral: Secured Party hereby releases from the Security Agreement, and any other security interest or lien in favor of Secured Party, the following described collateral: As listed on Schedule A attached hereto and made a part hereof.

B. Continuation of Security Agreement: Except as specifically set forth herein, the Security Agreement continues in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Instrument to be executed by their duly

authorized officers as of the day and year first above written.

MANUFACTURERS AND TRADERS
TRUST COMPANY

DELAWARE OTSEGO CORPORATION

By: [Signature]

By: [Signature]

DAVID LADORI
VICE PRESIDENT

THE NEW YORK, SUSQUEHANNA AND
WESTERN RAILWAY CORPORATION

By: [Signature]

SUSQUEHANNA BULK SYSTEMS, INC.

By: [Signature]

STATE OF NEW YORK)
) ss.:
COUNTY OF ERIE)

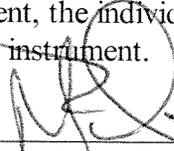
On the 31 day of July, 2014, before, the undersigned, a Notary Public in and for said State, personally appeared David Ladori, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual(s), or the person(s) upon behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public - State of New York
My Commission Expires 2/8/18

DANIELLE ZIEMBA
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
My Commission Expires Feb. 8, 2018

STATE OF NEW YORK)
) ss.:
COUNTY OF OTSEGO)

On the 22 day of August, 2014, before, the undersigned, a Notary Public in and for said State, personally appeared TATIANA RATHKIN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual(s), or the person(s) upon behalf of which the individual acted, executed the instrument.

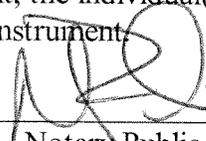


Notary Public - State of New York
My Commission Expires _____

STATE OF NEW YORK)
) ss.:
COUNTY OF OTSEGO)

NATHAN R. FENNO
Notary Public, State of New York
Otsego County, No. 4786561
My Term Expires 3/30/2015

On the 22 day of August, 2014, before, the undersigned, a Notary Public in and for said State, personally appeared TATIANA RATHKIN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual(s), or the person(s) upon behalf of which the individual acted, executed the instrument.

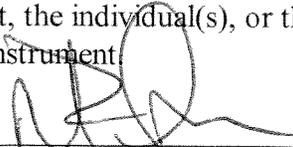


Notary Public - State of New York
My Commission Expires _____

STATE OF NEW YORK)
) ss.:
COUNTY OF OTSEGO)

NATHAN R. FENNO
Notary Public, State of New York
Otsego County, No. 4786561
My Term Expires 3/30/2015

On the 22 day of August, 2014, before, the undersigned, a Notary Public in and for said State, personally appeared TATIANA RATHKIN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual(s), or the person(s) upon behalf of which the individual acted, executed the instrument.



Notary Public - State of New York
My Commission Expires 22

NATHAN R. FENNO
Notary Public, State of New York
Otsego County, No. 4786561
My Term Expires 3/30/2015

Schedule A

Road Number

Description

NYSW 4050

EMD SD70 locomotive

NYSW 4052

EMD SD70 locomotive

NYSW 4054

EMD SD70 locomotive