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Please Reply To:  
Rochester

August 2, 1995

## UNITED PARCEL SERVICE

Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. **19547** FILED 1425  
AUG 3 1995 - 11:33 AM  
INTERSTATE COMMERCE COMMISSION

RECEIVED  
OFFICE OF THE  
SECRETARY  
AUG 3 11 21 AM '95  
LICENSING BRANCH

Re: Document for Recordation

Dear Mr. Williams:

On behalf of Genesee and Wyoming Railroad Company, we have enclosed one original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document dated as of June 30, 1995.

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

- SELLER: Livingston County Industrial Development Agency  
Six Court Street, Room 306  
Geneseo, New York 14454
- BUYER: Genesee and Wyoming Railroad Company  
3846 Retsof Road  
Retsof, New York 14539

A description of the equipment covered by the document follows:

Two (2) General Motors EMD MP15DC diesel locomotives bearing identifying marks and numbers EMD 796350-1, GNWR45 or EMD 796350-2, GNWR46.

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

Vernon A. Williams  
August 2, 1995  
Page 2

"Bill of Sale by Livingston County Industrial Development Agency conveying to Genesee and Wyoming Railroad Company two (2) locomotives identified by EMD 796350-1, GNWR45 or by EMD 796350-2, GNWR46."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee. Please return to us the original document showing recordation and any copies not needed by the Commission.

Thank you for your cooperation in this matter.

Very truly yours,

HARTER, SECREST & EMERY

Joshua A. Barwick

JAB:jab  
Enclosures

cc: James B. Gray, Jr., Esq.  
Barry S. Wisset, Esq.



Interstate Commerce Commission  
Washington, D.C. 20423-0001

Office Of The Secretary

AUGUST 3, 1995

JOSHUA A. BARWICK  
HARTER, SECREST & EMERY  
700 MIDTOWN TOWER  
ROCHESTER NY 14604-2070

Dear MR. BARWICK:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/3/95 at 11:25AM , and assigned recordation number(s). 19547

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

BILL OF SALE

LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation duly organized and existing under the laws of the State of New York, having its principal office at 6 Court Street, Room 306, Geneseo, New York 14454 (the "Issuer"), and its successors and assigns, for and in consideration of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, for itself, conveys, transfers, sets over and assigns lien-free, to GENESEE AND WYOMING RAILROAD COMPANY, a New York corporation having its principal office at 3846 Retsof Road, Retsof, New York 14539 (the "Company") all the Issuer's right, title and interest, of whatever kind, in and to the Equipment (more particularly described in Exhibit A hereto) constituting the Facility originally financed with the proceeds of the Issuer's \$1,000,000 9.75% 1981 Industrial Development Revenue Bonds (Genesee and Wyoming Railroad Company Facility) and leased to the Company pursuant to a Lease Agreement (the "Lease Agreement") dated as of January 1, 1981 between the Company and the Issuer.

All capitalized terms used herein, unless otherwise defined, shall have the meaning ascribed to such terms in Article I to the Lease Agreement, which Article I is hereby incorporated by reference in this Bill of Sale and made a part hereof.

IN WITNESS WHEREOF, the Issuer has caused this Bill of Sale to be signed by its duly authorized officer this 30th day of June, 1995.

(SEAL)

LIVINGSTON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By:   
Name: George Traber  
Title: Chairman

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

On the 25th day of July, 1995, before me personally came George Traber, to me personally known, who, being by me duly sworn did depose and say that he resides at 3279 Clover Street, Caledonia, New York; that he is the Chairman of the LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY, the public benefit corporation described in and which executed the within Bill of Sale; he knows the seal of said public benefit corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of said public benefit corporation; and that he signed his name thereto by authority of said public benefit corporation.

  
Notary Public

RAYMOND L. SCIARRINO  
Notary Public, State of New York  
Qualified in Livingston County  
My Commission Expires Dec. 31, 1995

EXHIBIT A

DESCRIPTION OF EQUIPMENT

<u>Number of Items</u>	<u>Description</u>	Identifying Marks and Numbers <u>(both inclusive)</u>
1	General Motors EMD MP15DC diesel locomotive	EMD 796350-1, GNWR45
1	General Motors EMD MP15DC diesel locomotive	EMD 796350-2, GNWR46