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E-MAIL harter%hs&e@mcimail.com RECORDATION NO. 15045-B FILED 1495 Please Reply To:

August 7, 1995 AUG 8 1995 -10 30 AM

Rochester

INTERSTATE COMMERCE COMMISSION

UNITED PARCEL SERVICE

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

Re: Document for Recordation

Dear Mr. Williams:

On behalf of Rochester & Southern Railroad, Inc., 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 an Acknowledgement and Ratification of Assignment, a secondary document dated August 1, 1995. The primary document to which this document is related is recorded under Recordation No. 15045.

The name and address of the parties to this document are as follows:

- ASSIGNOR: General Electric Capital Corporation
1600 Summer Street
Stamford, Connecticut 06927
- ASSIGNEE: High-Yield Rail Investments I, L.P.
Six W. Hubbard, Suite 500
Chicago, Illinois 60610
- OBLIGOR: Rochester & Southern Railroad, Inc.
3846 Retsof Road
Retsof, New York 14539

A description of the equipment covered by the document follows:

RECEIVED
OFFICE OF THE
SECRETARY
AUG 8 10 27 AM '95
LICENSING BRANCH

Vernon A. Williams
August 7, 1995
Page 2

Six (6) General Motors Corporation Electro-Motive Division (EMD) Model GP40 3000 Horsepower four axle diesel electric locomotives with the former Conrail road numbers 3056, 3057, 3059, 3063, 3072 and 3079 overhauled and refurbished under contract by Chrome Locomotive, Inc. bearing RS road numbers 101 through 106, both inclusive.

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

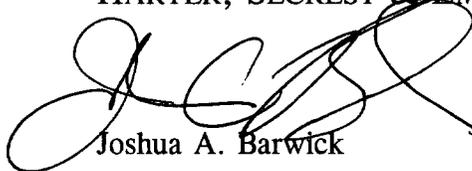
"Acknowledgement and Ratification of Assignment with Recordation No. 15045, dated August 1, 1995 and covering 6 EMD Model GP40 3000 Horsepower Locomotives bearing RS road numbers 101 through 106, both inclusive (formerly Conrail road numbers)."

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.

**ACKNOWLEDGEMENT AND RATIFICATION
OF
ASSIGNMENT**

RECORDATION NO. 15045-B
FILED 1425
AUG 8 1995 10 25 AM

INTERSTATE COMMERCE COMMISSION

General Electric Capital Corporation, a New York corporation formerly known as General Electric Credit Corporation ("GECC"), High-Yield Investments I, L.P., an Illinois limited partnership ("High-Yield") and Rochester & Southern Railroad, Inc., a New York corporation ("Rochester & Southern") hereby acknowledge the following to be true:

1. Rochester & Southern executed in favor of GECC a certain Mortgage, Security Agreement and Assignment of Leases and Rents dated as of June 30, 1986, and recorded under Interstate Commerce Commission Recordation No. 15045 (the "Mortgage").

2. GECC, High-Yield and Rochester & Southern executed a certain Assignment Agreement dated as of March 31, 1993, under which all of GECC's rights, remedies, title, liens, interests and privileges, including without limitation all rights to repayment of loans and all security interests, under the Mortgage were assigned to High-Yield (the "Assignment Agreement").

3. The Assignment Agreement has not been submitted to the Interstate Commerce Commission for recordation and no original copy of the Assignment Agreement exists in a form acceptable for recordation in accordance with the regulations of the Interstate Commerce Commission.

4. GECC, High-Yield and Rochester & Southern now wish to evidence of record the assignment to High-Yield of all of GECC's rights, remedies, title, liens, interests and privileges, including without limitation all rights to repayment of loans and all security interests, under the Mortgage.

NOW THEREFORE, GECC hereby acknowledges and ratifies of record the previous assignment to High-Yield of all of GECC's rights, remedies, title, liens, interests and privileges, including without limitation all rights to repayment of loans and all security interests, under the Mortgage.

High-Yield and Rochester & Southern hereby acknowledge and ratify of record their previous consent to such assignment.

This Acknowledgement and Ratification of Assignment may be executed in counterparts, each which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

GENERAL ELECTRIC CAPITAL CORPORATION

By: *AK*

HIGH-YIELD RAIL INVESTMENTS I, L.P.

By: John W. Miller, V.P. & G.P.

ROCHESTER & SOUTHERN RAILROAD, INC.

By: _____

HIGH-YIELD RAIL INVESTMENTS I, L.P.

By: _____

ROCHESTER & SOUTHERN RAILROAD, INC.

By:  _____
Treasurer

State of Connecticut)
County of Fairfield)

On this 21st day of July, 1995 before me personally appeared D.L. Eakin, to me personally known, who being by me duly sworn, says that (s)he is the Manager-Operations of General Electric Capital Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
(SEAL)

Margaret R. Overton
Notary Public

My commission expires April 30, 1996.

MARGARET R. OVERTON
Notary Public
My Commission Expires April 30, 1996

State of _____)
County of _____)

On this _____ day of _____, 1995 before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is a general partner of High-Yield Rail Investments I, L.P., that (s)he signed the above instrument by authority of the Partnership Agreement of said limited partnership, and that the execution of the foregoing instrument was the free act and deed of said limited partnership.

Notary Public

My commission expires _____.

State of _____)
County of _____)

On this _____ day of _____, 1995 before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of General Electric Capital Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
(SEAL)

Notary Public

My commission expires _____.

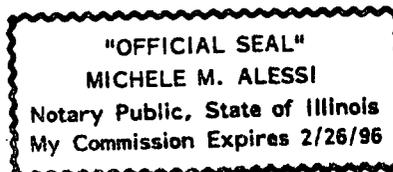
State of Illinois)
County of COOK)

On this 31st day of July, 1995 before me personally appeared John W. Minel, to me personally known, who being by me duly sworn, says that (s)he is a*general partner of High-Yield Rail Investments I, L.P., that (s)he signed the above instrument by authority of the Partnership Agreement of said limited partnership, and that the execution of the foregoing instrument was the free act and deed of said limited partnership.

* vice-president of the

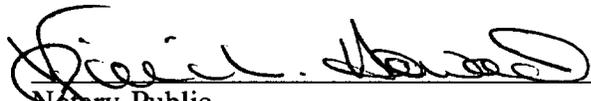
Michele M. Alessi
Notary Public

My commission expires 2/26/96.



State of Connecticut)
County of Fairfield)

On this 1st day of August, 1995 before me personally appeared Mark W. Hastings, to me personally known, who being by me duly sworn, says that (s)he is the Treasurer of Rochester & Southern Railroad, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.
(SEAL)



Notary Public

My commission expires MY COMMISSION EXPIRES FEBRUARY 22, 1998