

CLOSING ITEM NO.: A-2

BILL OF SALE

TO

GREENE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

_____ a New York _____ duly organized and existing under the laws of the State of New York with authority to transact business in the State of New York, having an office for the transaction of business at _____ (the "Grantor"), for the consideration of One Dollar (\$1.00), cash in hand paid, and other good and valuable consideration received by the Grantor from the GREENE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having its address at 270 Mansion Street, Cossackie, New York 12051 (the "Grantee"), the receipt of which is hereby acknowledged by the Grantor, hereby sells, transfers and delivers unto the Grantee, and its successors and assigns, all those materials, machinery, equipment, fixtures or furnishings which are described in Exhibit "A" attached hereto, now owned or hereafter acquired by the Grantor.

TO HAVE AND TO HOLD the same unto the Grantee, and its successors and assigns, forever.

IN WITNESS WHEREOF, the Grantor has caused this Bill of Sale to be executed in its name by the individual described herein on the date indicated below.

Dated: _____, 2011

By: _____
Name:
Title:

EXHIBIT "A"

DESCRIPTION OF EQUIPMENT

All articles of personal property and all appurtenances and additions thereto and substitutions or replacements thereof, incorporated or installed in and to become part of and now or hereafter attached to, contained in, or used in connection with the Project Facility (as defined in the Lease Agreement) or placed on any part thereof, though not attached thereto, including, but not limited to, all screens, furniture and fixtures, heating, lighting, plumbing, ventilating, air conditioning, sprinkler systems and other fire prevention and extinguishing apparatus and materials, equipment, fittings and fixtures and proceeds.

As used herein, the term "Lease Agreement" means the Lease Agreement, dated as of _____, 2011, by and between _____ and the Greene County Industrial Development Agency.