

**HISTORICAL INFORMATION
BOSTON AND MAINE CORPORATION
TO
TOWN OF MADISON**

MADISON

CARROLL COUNTY REGISTRY

2-6-37

KNOW ALL MEN BY THESE PRESENTS

that BOSTON AND MAINE CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware with offices at Iron Horse Park, High Street, North Billerica, Massachusetts (hereinafter referred to as "GRANTOR") for consideration of Twenty Five (\$25,000.00) Thousand Dollars, paid to it by the TOWN OF MADISON, a municipal corporation duly organized and existing under the laws of the State of New Hampshire (hereinafter referred to as "GRANTEE"), the receipt of which is hereby acknowledged, does hereby release and convey unto GRANTEE, its successors and assigns, all of the right, title and interest of GRANTOR, without warranties, either express or implied, in and to certain parcels of land situated in Madison, Carroll County, New Hampshire.

All of the aforesaid property hereby released consists of remaining portions of former railroad rights of way in said Town of Madison, approximately 100 feet in width, as described in the plans entitled:

"LAND IN MADISON, NEW HAMPSHIRE
 BOSTON AND MAINE RAILROAD
 CONWAY BRANCH, PORTLAND DIVISION
 of the
 TOWN OF MADISON, N.H.

Scale: 1 Inch = 100 Feet October, 1973
 Sheets 1 through 8"

and noted as follows:

VA.1/57 Sheet 1 of 8. Beginning at station 2969+56 located on the centerline of location at the Tamworth/Madison town line thence running northerly along the

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 CARROLL COUNTY
 REGISTRY OF DEEDS

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right of way, approximately 100' in width to station 3025 (containing approximately 544,896 square feet or 12.5 acres); and

Sheet 2 of 8. Beginning at station 3025 located on the centerline of location thence running northerly along the right of way approximately 100' in width to station 3085 (containing approximately 594,000 square feet or 13.6 acres); and

Sheet 3 of 8. Beginning at station 3085 located on centerline of location thence running northerly along the right of way approximately 100' in width to station 3121+40, then beginning at station 3129+50 and continuing northerly along said right of way to station 3145 (containing approximately 492,825 square feet or 11.3 acres); and

Sheet 4 of 8. Beginning at station 3145 located on the centerline of location thence running northerly along the right of way approximately 100' in width to station 3205 (containing approximately 594,000 square feet or 13.6 acres); and

Sheet 5 of 8. Beginning at station 3205 located on the centerline of location thence running northerly along the right of way approximately 100' in width to station 3265 (containing approximately 606,700 square feet or 13.9 acres); and

Sheet 6 of 8. Beginning at station 3265 located on the centerline of location thence running northerly along the right of way approximately 100' in width to station 3325 (containing approximately 594,000 square feet or 13.6 acres); and

Sheet 7 of 8. Beginning at station 3325 located on the centerline of location thence running northerly along the right of way approximately 100' in width to station 3385 (containing approximately 594,000 square feet or 13.6 acres); and

Sheet 8 of 8. Beginning at station 3385 located on the centerline of location thence running northerly along the right of way approximately 100' in width and ending at station 3412+57 on the Madison-Albany town line (containing approximately 272,745 square feet or 6.3 acres)

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Said Plans to be recorded herewith.

This conveyance is made without granting any right of way either by necessity or otherwise over remaining land of the grantor, its successors or assigns.

Excepting from this conveyance any and all railroad track, sidetrack, signal materials and track materials and GRANTOR reserves the right to enter upon the conveyed premises from time to time, within ninety (90) days subsequent to the delivery of this deed, at reasonable hours with such men, equipment and materials as, in the sole and reasonable opinion of the Chief Engineering Officer of GRANTOR, are necessary for the removal of said track, sidetrack, track materials and signal materials; provided, however, that days during the months of December, January, February and March shall not be counted or included in the aforesaid ninety (90) day period.

This conveyance is made subject to all rights-of way, easements, encumbrances and/or flowage rights as there may be in, over, through and across the premises conveyed and subject all to the condition that the GRANTEE named in the said deed assume all obligations of the GRANTOR, its successors and assigns, to erect or maintain retaining walls, drainage systems, crossings, fences, culverts, bridges or other structures that cross or exist in whole or in part within the premises conveyed and a covenant by the GRANTEE, its successors and assigns, to protect and maintain all rights of the public and individuals in and to all crossings of public and private highways and roads and also all rights for the maintenance and use of pipes, conduits, poles, wires and

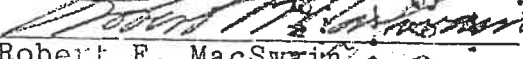
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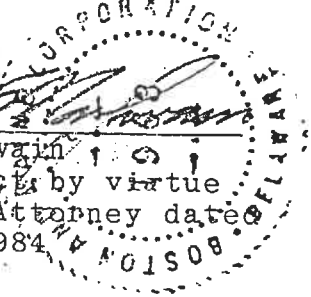
other structures that cross or exist in, under, over, through or across or along the premises conveyed; including, but not by way of limitation on the aforesaid plans: 2969+10, 2990+00, 2998+00, 3002+00, 3008+90, 3010+20, 3035+25, 3043+00, 3044+85, 3048+90, 3053+85, 3056+50, 3065+00, 3069+45, 3079+38, 3085+70, 3096+50, 3102+00, 3104+95, 3108+60, 3116+60, 3120+50, 3131+17, 3141+25, 3153+80, 3169+20, 3175+60, 3180+00, 3185+31, 3193+75, 3206+75, 3225+80, 3234+20, 3241+10, 3234+38, 3276+50, 3281+25, 3284+85, 3285+50, 3312+00, 3317+50, 3317+95, 3327+70, 3350+70, 3365+05, 3383+00, 3397+00, 3399+30, 3403+00, 3406+85, 3410+85, 3411+80.

This conveyance is further subject to a license agreement (cancellable on 30 days notice), dated April 6, 1972, with Tilton Sand and Gravel, Inc. of Tilton, New Hampshire and other easements and restrictions of record insofar as now in force and applicable.

IN WITNESS WHEREOF, the said Boston and Maine Corporation has caused these presents to be executed in its name and its corporate seal to be hereto affixed, by its Attorney-in-fact, Robert F. MacSwain, thereunto authorized, this 6th day of February, 1987.

BOSTON AND MAINE CORPORATION

By 
Robert F. MacSwain
Attorney-in-fact by virtue
of a Power of Attorney dated
December 13, 1984



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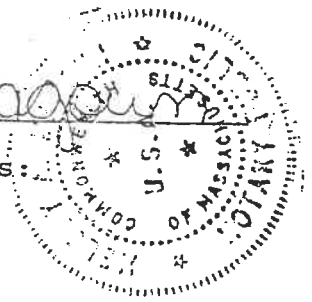
COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

I HEREBY CERTIFY that on this day, before me, personally appeared the above-named Robert F. MacSwain known to me or satisfactorily proved to be the person whose name is subscribed to the within instrument and that he acknowledged executing the foregoing instrument freely and voluntarily under authority vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal this 6th day of February, 1987.

Melody A. Mason
Notary Public
My commission expires:



MELODY A. MASON, Notary Public
My Commission Expires June 17, 1991

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CERTIFICATE OF VOTE

I, James E. Howard, Assistant Secretary of Boston and Maine Corporation (the "Company"), do hereby certify that at a meeting of the Board of Directors of the Company duly called and held on December 13, 1984, at which all the members were present and acting throughout, the following resolutions were unanimously approved:

WHEREAS, the Company owns or leases real property which is not currently, or may not in the future be, used for railroad purposes and other rights and interest in such real property; and

WHEREAS, the Company desires to sell, lease, develop or otherwise manage such real property and rights or interests in such real property; and

WHEREAS, Robert F. MacSwain, Vice President - Real Estate of Guilford Transportation Industries, Inc. ("Guilford"), which owns directly or indirectly, all of the outstanding common stock of the Company, is generally responsible for the sale, lease, development and management of such property; and

WHEREAS, in order to facilitate and expedite transactions involving the sale, lease, development or management of such property which, at the time of such transaction, is not used for railroad purposes, it is desirable to authorize Mr. MacSwain to take certain actions on behalf of the Company;

NOW THEREFORE, be it and it hereby is

RESOLVED, that Robert F. MacSwain is granted power of attorney and is authorized, on behalf of the Company, to execute and deliver, without any further authorization by the Company, agreements of sale and deeds in respect of any such property of the Company in transactions in which the purchase price is not greater than \$100,000 and, with the authorization of the President of Guilford,

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agreements of sale and deeds in respect of any such property of the Company in transactions in which the purchase price is in excess of \$100,000 but not greater than \$500,000, in either case on such other terms and conditions as may be reasonable and appropriate;

FURTHER RESOLVED, that Robert F. MacSwain is granted power of attorney and is authorized, on behalf of the Company, to execute and deliver, without any further authorization by the Company, leases, easements or instruments in respect of any such property of the Company in which the term, including renewals, is not longer than 3 years and the present discounted value (using a discount rate of 10% annually) of the net rentals or other consideration payable to the Company are not greater than \$100,000 and on such other terms and conditions as may be reasonable and appropriate;

FURTHER RESOLVED, that Robert F. MacSwain is granted power of attorney and is authorized, on behalf of the Company, to execute and deliver agreements, instruments or documents, without any further authorization by the Company, in connection with the development of any such property of the Company in which the aggregate payment, obligation or commitment for expenditures by the Company or any of its subsidiaries or affiliates is not greater than \$100,000 and on such other terms and conditions as may be reasonable and appropriate;

FURTHER RESOLVED, that Robert F. MacSwain is granted power of attorney and is authorized, on behalf of the Company to take such other actions or to execute and deliver such other instruments as may be necessary and appropriate to accomplish any of the matters as to which he is authorized to act by the foregoing resolutions.

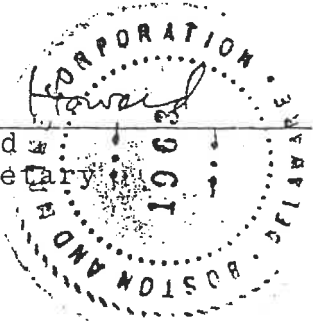
I further certify that the said Boston and Maine Corporation is duly organized and existing under the laws of the State of Delaware and has the power to take the actions called for by the foregoing resolutions.

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I further certify that the foregoing resolutions have not been modified, amended or rescinded and are in full force and effect as of this date.

IN WITNESS WHEREOF, I have set my hand and affixed the corporate seal of Boston and Maine Corporation this 9th day of February, 1987.

James E. Howard
James E. Howard
Assistant Secretary

A circular corporate seal for Boston and Maine Corporation. The outer ring contains the text "CORPORATION" at the top and "BOSTON AND MAINE" at the bottom. The center of the seal features a stylized logo consisting of a vertical line with a circle at the top and a horizontal line at the bottom, with the letters "B" and "M" on either side of the vertical line.

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