

CHESHIRE COUNTY
AUGUST 3, 1995

RELEASE DEED

The BOSTON AND MAINE CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware, with its principal place of business at Iron Horse Park, North Billerica, Massachusetts 01862 (the "Grantor"), for consideration paid to it by the State of New Hampshire, Department of Transportation, whose mailing address is Hazen Drive, P. O. Box 483, Concord, New Hampshire 03302-0483 (the "Grantee") hereby grants to the Grantee without any warranties or covenants of title whatsoever, all of the Grantor's right, title and interest in and to the following described premises (the "Premises"):

SEE "EXHIBIT A" ANNEXED HERETO AND
MADE A PART HEREOF BY THIS REFERENCE

The Premises include any and all bridges, crossings, culverts, walls, buildings, ditches, trackage, except as hereinafter provided for, and other fixtures or improvements of any description located in, over, under or upon the Premises.

The Grantor excepts from this conveyance any and all rails and tie plates ("Trackage") located in whole or in part upon the Northern Railroad right-of-way described in "Exhibit A" hereof and this conveyance is subject to the right of the Grantor to enter said right-of-way from time to time and at any and all times up to December 31, 1995 for removal of the rails and up to May 31, 1996 for removal of tie plates, with such men, equipment and materials as, in the reasonable opinion of the Principal Engineering Officer of the Grantor, are necessary for the removal of said Trackage. If the Trackage is not removed from said right-of-way by the deadlines specified, then any remaining Trackage shall be deemed abandoned by the Grantor and shall then become the property of the Grantee.

The Premises are conveyed subject to all easements, restrictions, covenants, agreements or rights in others as may appear of record, or otherwise.

And for the consideration aforesaid, the NORTHERN RAILROAD hereby consents to the foregoing grant and joins herein to ratify and confirm the same so far as its interests may appear.

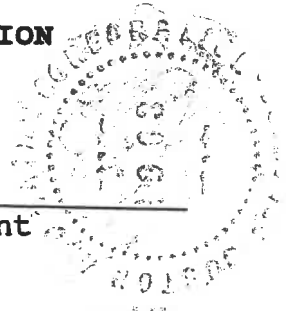
The requirement of deed stamps and the declaration of consideration do not apply to this transaction, pursuant to RSA 78-B:2 and RSA 78-B:10, III.

IN WITNESS WHEREOF, the BOSTON AND MAINE CORPORATION and NORTHERN RAILROAD have each caused this Release Deed to be executed on their respective behalves, and their corporate seals to be hereto affixed by David A. Fink, President of each, thereunto duly authorized this 5th day of July, 1995.

BOSTON AND MAINE CORPORATION

Philip R. Newblay, Esq.
Witness

By: David A. Fink
David A. Fink, President



NORTHERN RAILROAD

Philip R. Newblay, Esq.
Witness

By: David A. Fink
David A. Fink, President

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

July 5, 1995

Then personally appeared the above-named David A. Fink, the President of the BOSTON AND MAINE CORPORATION and acknowledged the foregoing release deed to be his free act and deed and the free act and deed of said BOSTON AND MAINE CORPORATION, before me.


Notary Public
My Commission Expires: 7/6/2001



COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

July 5, 1995

Then personally appeared the above-named David A. Fink, the President of the NORTHERN RAILROAD and acknowledged the foregoing release deed to be his free act and deed and the free act and deed of said NORTHERN RAILROAD, before me.


Notary Public
My Commission Expires: 7/6/2001



EXHIBIT A

PROPERTY DESCRIPTION

Three certain strips or parcels of land (railroad right-of-way) located in New Hampshire ^{* see below} and being portions of the railroad lines sometimes referred to as the "Ashuelot Branch", so-called, the "Cheshire Branch", so-called, and the "Northern Railroad", so-called, and being more particularly described as follows:

Ashuelot Branch

Beginning at approximately centerline engineering station ("CLE") 3+20 as shown on plans for federal valuation section V42.5 at map 1 in Hinsdale, New Hampshire;

Thence running in a generally northerly and easterly direction through said Hinsdale and continuing through the Towns of Winchester, Swanzey and Keene, New Hampshire to the point of termination at CLE 1134+65 as shown on said valuation section V42.5 at map 22, all within Cheshire County, New Hampshire.

Said strip of land is the Ashuelot Branch, so-called, and includes the entire width of said portion of said rail line and any all appurtenances thereto and all fixtures attached or affixed thereon. Said strip of land runs generally in a northeasterly direction and is more particularly defined as shown outlined within heavy dashed lines (_____) as shown on federal valuation plans on file with the Chief Engineer of the Boston and Maine Corporation, Iron Horse Park, North Billerica, Massachusetts 01862 and the State of New Hampshire, Department of Transportation, Bureau of Railroads and Public Transportation, 91 Airport Road, P.O. Box 483, Concord, New Hampshire 03302-0483.

Cheshire Branch

Beginning at approximately CLE 569+58.5 as shown on plans for federal valuation section V39.1 at map 12 in Rindge, New Hampshire at the Massachusetts - New Hampshire state line;

Thence continuing in a generally northwesterly direction through Rindge and continuing through the Towns of Fitzwilliam, Troy, Marlboro, Swanzey, Keene, Surry, Westmoreland and Walpole to the point of termination at CLE 2784+05 in said Walpole as shown on plans for federal valuation section V39.1 at map 54, all within Cheshire County, New Hampshire.

* INCLUDING THE TOWNS OF HINSDALE, WINCHESTER, SWANZEY RINDGE, FITZWILLIAM, TROY MARLBORO, KEENE, SURRY, WESTMORELAND AND WALPOLE.

Said strip of land is the "Cheshire Branch", so-called, and includes the entire width of said portion of said rail line and any and all appurtenances thereto and all fixtures attached or affixed thereon. Said strip of land runs generally in a northwesterly direction and is more particularly defined as shown outlined within heavy dashed lines (_____) as shown on federal valuation plans on file with the Chief Engineer of the Boston and Maine Corporation, Iron Horse Park, North Billerica, Massachusetts 01862 and the State of New Hampshire, Department of Transportation, Bureau of Railroads and Public Transportation, 91 Airport Road, P.O. Box 483, Concord, New Hampshire 03302-0483.

Northern Railroad

Beginning at approximately CLE 383+59.4 as shown on plans for federal valuation section V32.1 at map 8 in Boscawen, New Hampshire;

Thence continuing in a generally northwesterly direction through said Boscawen and the Towns of Franklin, Andover, Wilmont and Danbury to the Danbury/Grafton, New Hampshire town line at CLE 21.90+15.5 as depicted on federal valuation section V32.1 on map 42, all within the County of Merrimack, New Hampshire;

Thence continuing from said Danbury/Grafton town line through the Towns of Grafton, Orange, Canaan, Enfield and through Lebanon to the point of termination at CLE 3515+69 as shown on plans for federal valuation section V32.1 on map 68, all within the County of Grafton, New Hampshire.

Said strip of land is the "Northern Railroad", so-called, and extends for approximately 59.32 contiguous miles of rail line and includes the entire width of said portion of said rail line including all appurtenances thereto and all fixtures attached or affixed thereon. Said strip of land runs generally in a northwesterly direction and is more particularly defined as shown outlined within heavy dashed line (_____) as shown on federal valuation plans on file with the Chief Engineer of the Boston and Maine Corporation, Iron Horse Park, North Billerica, Massachusetts 01862 and the State of New Hampshire, Department of Transportation, Bureau of Railroads and Public Transportation, 91 Airport Road, P.O. Box 483, Concord, New Hampshire 03302-0483.

BOSTON AND MAINE CORPORATIONSecretary's Certificate

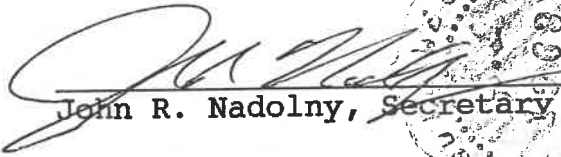
I, John R. Nadolny, being the duly elected and presently serving Secretary of Boston and Maine Corporation (the "Corporation") do hereby certify that the following vote was duly adopted by the Directors of the Corporation at a meeting of the Board of Directors held on May 25, 1995.

VOTED: That for a consideration of Two Million Nine Hundred Fifty Thousand Dollars (\$2,950,000.00) the Corporation sell, assign, transfer and convey to the State of New Hampshire through its Department of Transportation three certain segments of railroad lines known as the "Ashuelot Branch", so-called, situated between centerline engineering station ("CLE") 3+20 as shown on plans for valuation section 42.5 at map 1 in Hinsdale, New Hampshire and CLE 1134+65 as shown on plans for valuation section 42.5 at map 22 in Keene New Hampshire; the "Cheshire Branch", so-called, situated between CLE 569+58.5 as shown on plans for valuation section 39.1 at map 12 in Rindge, New Hampshire and CLE 2784+05 as shown on plans for valuation section 39.1 at map 54 in Walpole, New Hampshire; and the "Northern Railroad", so-called, situated between CLE 383+59.4 as shown on plans for valuation section 32.1 at map 8 in Boscawen, New Hampshire and CLE 3515+69 as shown on plans for valuation section 32.1 at map 68 in Lebanon, New Hampshire.

VOTED: That David A. Fink, President of the Corporation or Leonard A. Lucas, Vice President - Real Estate of the Corporation jointly or individually are hereby authorized, empowered and directed, on behalf of and in the name of the Corporation, to execute, seal and deliver such agreements of sale, deeds, certificates and other instruments as he or they shall deem necessary, appropriate or convenient to effect the transaction contemplated by the foregoing vote, and that all actions taken in furtherance of said transaction prior to the date hereof are hereby ratified, approved, confirmed and adopted in all respects.

I further certify that such vote has not been altered, amended or rescinded, and remains in full force and effect as of the date hereof.

WITNESS my hand and the seal of the Corporation as of this 13th day of June, 1995.


John R. Nadolny, Secretary

