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QUITCLAIM DEED

Coos REGISTER OF DEEDS  
*Margaret J. Frizzell,*  
*Registrar*

**NEW HAMPSHIRE AND VERMONT RAILROAD COMPANY d/b/a in New Hampshire as NEW HAMPSHIRE AND VERMONT RAILROAD COMPANY, INC.,** a Florida corporation with a place of business at 104 Northwest Lancaster Street, Trenton, Florida 32693 ("NHVT"), for consideration paid, grants to the **STATE OF NEW HAMPSHIRE by its DEPARTMENT OF TRANSPORTATION,** with a place of business at One Hazen Drive, Concord, New Hampshire 03303 ("NHDOT"), with Quitclaim Covenants (as described in NH RSA 477:28) all of NHVT's right, title and interest in a two parcels of railroad land and the buildings, bridges, structures, crossings, fixtures and improvements thereon, if any, situated in Grafton and Coos Counties, New Hampshire, which are more particularly described as follows (the "Properties"):

Two parcels or strips of railroad land of varying width, lying in Grafton and Coos, Counties, New Hampshire, comprising a portion of the railroad right of way known as the "Berlin Branch" conveyed by the Boston and Maine Corporation (the "B&M") to the Seller by Release Deed dated May 27, 1992 and recorded at the Grafton County Registry of Deeds at Book 1969, Page 943 and at the Coos County Registry of Deeds at Book 795, Page 407 (the "B&M Deed"), as more particularly described as follows:

The line segment running between railroad milepost 93.7 in Woodsville, New Hampshire (shown as railroad Valuation Station 4943+04.5 on plans for federal Valuation Section 21, Map 130) and railroad milepost 113.0 in Littleton, New Hampshire (shown as railroad Valuation Station 995+66 on Valuation Section 22, Map 19 (the "Woodsville to Littleton Line Segment")); and

The iron railroad bridge in Gorham, New Hampshire, including the approaches thereto, running between railroad milepost 149.1 in Gorham, New Hampshire (shown as railroad Valuation Station 1291+20 on Valuation Section 24.2, Map 25) and railroad

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milepost 149.4 (shown as railroad Valuation Station 1302+00 on Valuation Section 24.2, Map 25 (the "Gorham Bridge").

The Properties include any and all of the Seller's right, title and interest in the parcels identified on Exhibit A attached hereto and on the following plans: Valuation Section 21, Map 130; Valuation Section 22, Maps 1 through 19; and Valuation Section 24.2, Maps 6 through 25 (copies of which are on file with the Seller, the Buyer and the B&M); however, the sale of the Properties is subject to the exceptions and reservations contained in the B&M Deed.

The Properties shall not include any rail, ties or other track materials, which materials are excepted from the transaction and all right, title and interest in which are reserved unto the Seller. The Seller shall have a period of time not to exceed one year from the date of the respective closings to remove such materials from the Properties, after which dates such materials shall become the Property of the Buyer. In any area where the rail is removed, the Seller shall also remove all ties from the Properties.

This conveyance is subject to the following reservations, conditions, covenants and agreements:

1. This conveyance is made without granting any right of way, either by necessity or otherwise, over any remaining land or location of NHVT.

2. This Quitclaim Deed constitutes an assignment by NHVT to NHDOT, and an acceptance by NHDOT, of any and all existing rights and agreements, and in addition any and all covenants, maintenance and all other responsibilities and obligations arising or accruing after the date of this Quitclaim Deed, with respect to any and all overhead, at-grade and subsurface wires, pipes, pedestrian and vehicular crossings, drainage culverts, walls and other crossings, structures and facilities of any type, nature or description located, in whole or in part, within the above described Properties which appear of record or, if unrecorded, have been fully disclosed by NHVT to NHDOT (the "Facilities").

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NHDOT assumes all rights, agreements, covenants, maintenance and all other responsibilities and obligations with respect to the Facilities as of the date of this Quitclaim Deed but only as to matters, events or activities first occurring after the date of this Quitclaim Deed.

3. Whenever used in this Quitclaim Deed, the term "NHVT" shall refer to the New Hampshire and Vermont Railroad Company d/b/a in New Hampshire as New Hampshire and Vermont Railroad Company, Inc., and its successors, assigns and affiliates, and the term "NHDOT" shall refer to the State of New Hampshire and its successors, assigns, grantees and affiliates, as the case may be.


4. This conveyance is subject to the exceptions and reservations contained in the B&M Deed.

5. The several exceptions, reservations, conditions, covenants and agreements contained in this Quitclaim Deed shall be deemed to run with the land and shall be binding upon NHDOT forever. In addition to the acceptance and recording of this Quitclaim Deed, NHDOT signifies its assent to such exceptions, reservations, conditions, covenants and agreements by joining in the execution of this Quitclaim Deed.

Meaning and intending to describe and convey a portion of the premises described in the B&M Deed.

Executed this 4th day of December, 1996 by the duly authorized officers or representatives of NHVT and NHDOT.

NEW HAMPSHIRE AND VERMONT  
RAILROAD COMPANY d/b/a in New  
Hampshire as NEW HAMPSHIRE AND  
VERMONT RAILROAD COMPANY, INC.

By:   
Clyde S. Forbes, Jr., President

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STATE OF NEW HAMPSHIRE

By: *Leon S. Kenison*  
Leon S. Kenison, P.E., Commissioner  
N.H. Department of Transportation

Approved as to form and execution this 4th day of December, 1996 by:

*Karen A. Levchuk*  
Karen A. Levchuk  
Senior Assistant Attorney General

Approved by Governor and Executive Council on November 20, 1996.

STATE OF *New Hampshire*  
*Merrimack*, SS

Acknowledged before me this 4th day of December, 1996 by Clyde S. Forbes, Jr.,  
President of the NEW HAMPSHIRE AND VERMONT RAILROAD COMPANY d/b/a  
in New Hampshire as NEW HAMPSHIRE AND VERMONT RAILROAD COMPANY  
INC., on behalf of the Corporation.

*Sandra H. Dracoin*  
Notary Public  
My Commission Expires *Jan 29, 1997*



STATE OF NEW HAMPSHIRE  
MERRIMACK, SS.

Acknowledged before me this 4th day of December, 1996 by Leon S. Kenison,  
P.E., Commissioner of the STATE OF NEW HAMPSHIRE'S DEPARTMENT OF  
TRANSPORTATION, on behalf of the State of New Hampshire.

*Sandra H. Dracoin*  
Notary Public  
My Commission Expires *Jan 29, 1997*



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EXHIBIT A

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12/4/96

**WOODSVILLE TO LITTLETON**

Littleton, Coos County

- Plan V-22/19 Including parcels #5 (that portion southwest of V.S. 995+66 subject to highway crossing) #3, #2, #1, #18-3, *Excluding* #4, #5 (that portion northeast of V.S. 995+66)
- Plan V-22/18 Including parcels #3, #2, #1, #17-7, #4 (subject to utility easement)
- Plan V-22/17 Including parcels #7, #6, #5, #4,
- Lisbon Including parcels #3, #2, #1, #8 (subject to private x-ing)
- Plan V-22/16 Including parcels #7, #5, #6, #4, #15-1, #3, #2 (subject to easements of #8, #8A), #1 (right to cross highway)
- Plan V-22/15 Including parcels #1, #14-4, *Excluding* 14-5
- Plan V-22/14 Including parcels #4, #3, #2, #1, *Excluding* #5 (use for highway purposes)
- Plan V-22/13 Including parcels #7, #6, #1, #5 (right to cross highway), #1, #4 (right to cross highway), #3 (right to cross highway), #2 (right to cross highway), #9 (subject to drainage easement), *Excluding* #8 (subject to drainage easement),
- Plan V-22/12 Including parcels #9, #5, #3, #4, #2, #1, #11-3, #10 (subject to water rights), *Excluding* #7, #11, #6
- Plan V-22/11 Including parcels #3, #10-22, #2 (right to cross highway), #1 (right to cross highway)
- Plan V-22/10 Including parcels #22, #21, #20, #19, #18, #17, #16, #14, #12, #11, #10 (use for highway purposes), #9, #8, #7, #6, #5, #4, #3, #1, #2 (right to cross highway), *Excluding* #15, #13, #23
- Landaff Including #9-6, *Excluding* #9-8, #9-9
- Plan V-22/9 Including parcels #6, #7, #7A, #7B (used for highway purposes), #10, #5, #4, #3, #2, #1, #8-2, #7-5, *Excluding* #8, #9,
- Plan V-22/8 Including parcels #2, #7-5, #6, #4 (subject to utility easement), #5 (subject to utility easement), #1 (right to cross highway), *Excluding* #3
- Plan V-22/7 Including parcels #5, #4, #3, #2, #1, #6-7

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- Plan V-22/6 Including parcels #7, 5-8, #1, #2, #3, #4, #5, #6
  
- Plan V-22/5 Including parcels #8, #7 (*Excluding* that portion in parcel #10), #9 (right to cross highway), #5 (*Excluding* those portions in parcels #6, #12, #13), #2 (*Excluding* that portion of parcel #13 and west of the highway), #3 (*Excluding* that portion of parcel #13 and west of the highway), #1, #4-5
  
- Plan V-22/4 Including parcels #5, #4, #3, #1, #2
  
- Plan V-22/3 Including parcels #2, #3, #5 (subject to utility easement), #4 (right to cross highway), #1, #2-3
  
- Plan V-22/2 Including parcels #3, #2  
Haverhill #1-3, #1 (right to cross highway), #4  
Plan V-22/1 Including parcels #7 (relocation of road), #3, #5 (right to cross highway), #2, #4 (use for highway purposes), #1, #6 (right to cross highway)
  
- Plan V-21/130 Including parcel #16 (*Excluding* that portion of parcel #45, #17), #20, #32 (right to cross highway), #33 (*Excluding* that portion twenty-five feet easterly of and parallel to the yard track shown as the "Back" track so-called on V.S. 21, Map 130), #18 (right to cross highway), #19 (right to cross highway), *Excluding* #1 - #15, #17, #21 - #31, #34 - #56, #129-9, #129-10, #129-12
  
- Plan V-21/130 End Woodsville 4943+04.5

RECEIVED  
*Carol A. Cottrell*  
 98 JAN 20 AM 10:48  
 GRAFTON COUNTY  
 REGISTRY OF DEEDS  
*Register of Deeds*

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17 State of N.H.  
CHS. per Case

EXAMINED, ATTEST  
GRAFTON COUNTY REGISTRY OF DEEDS

Carol A. Elliott