

**BILL OF SALE FROM THE
MAINE CENTRAL RAILROAD**

CONWAY

RAIL, TIES AND TRACK MATERIALS

BILL OF SALE

The Maine Central Railroad Company, a Maine Corporation with its principal place of business at Iron Horse Park, North Billerica, Massachusetts 01862 (the "Seller"), in consideration of Two Hundred Thousand and no/100 (\$200,000.00) Dollars paid by the State of New Hampshire Department of Transportation, whose mailing address is 1 Hazen Drive, P. O. Box 483, Concord, New Hampshire, 03302-0483 (the "Buyer"), hereby sells, transfers conveys and grants to the Buyer all its right, title and interest in and to any and all railroad tracks, railroad track materials (including but not limited to ties, connections, switches and ballast) and/or related equipment of any description located in whole or in part upon the property described on "Exhibit A" which is attached hereto and made a part hereof by this reference ("the Trackage"). The Trackage is the same Trackage excepted by the Seller in a deed from the Seller to the Buyer dated August 30, 1994 and recorded in the Carroll County Registry of Deeds at Book 834, Page 50.

The Seller hereby disclaims any and all express or implied warranties in respect of the property transferred hereby to the maximum extent allowed by law, including all warranties of merchantability or fitness for the particular purposes of the Buyer.

IN WITNESS WHEREOF, the Maine Central Railroad Company has caused this bill of sale to be executed on its behalf by its President, David A. Fink, thereunto duly authorized, as of this 22nd day of March, 1995.

MAINE CENTRAL RAILROAD COMPANY

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

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

March 22, 1995

Then personally appeared the above-named David A. Fink, the President of the Maine Central Railroad Company and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of said Maine Central Railroad Company, before me.

David A. Fink
Notary Public
My Commission Expires:
11-25-99

EXHIBIT A

PROPERTY DESCRIPTION

A certain strip or parcel of land (railroad right-of-way) located in the County of Carroll, New Hampshire and being a portion of the railroad line sometimes referred to as the Mountain Division and being more particularly described as follows:

Beginning at approximately centerline engineering station ("CLE") 2312+95.5 as shown on plans for federal valuation section V17 on map 1 in Conway, New Hampshire at the Maine-New Hampshire State Line;

thence continuing through said Conway, to the point of termination at the "Intervale Switch", so-called, at CLE 2839+80± as shown on plans for federal valuation section V17 on map 11 in Conway, New Hampshire.

Said segment of the Mountain Division is more particularly defined as shown outlined within heavy dashed lines (_____) on federal valuation plans on file with the Chief Engineer of the Maine Central Railroad Company, 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.