

**ACQUISITION FROM THE
NORTHERN RAILROAD**

**BOSCAWEN TO LEBANON
MERRIMACK COUNTY REGISTRY
GRAFTON COUNTY REGISTRY**

RELEASE DEED

The **NORTHERN RAILROAD**, a corporation duly organized and existing under the laws of the State of New Hampshire, 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

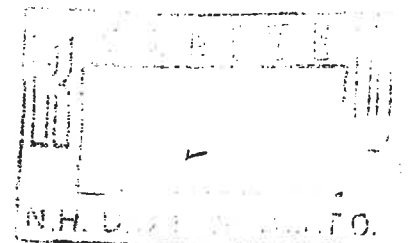
The Premises include any and all bridges, crossings, culverts, walls, buildings, ditches, trackage, except as hereinafter provided for, and other fixtures or improvements of any description located in, over, under or upon the Premises.

The Grantor excepts from this conveyance any and all rails and tie plates ("Trackage") located in whole or in part upon the Premises and this conveyance is subject to the right of the Grantor to enter the Premises 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 the Premises 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 **BOSTON AND MAINE CORPORATION** 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 NORTHERN RAILROAD and BOSTON AND MAINE CORPORATION 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.

NORTHERN RAILROAD

Philip R. Wemblay - Team
Witness

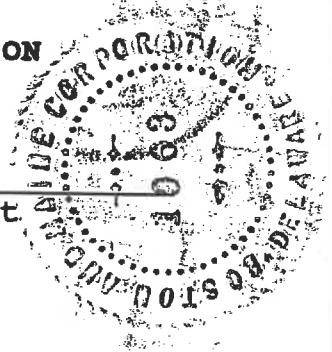
By: David A. Fink
David A. Fink, President



BOSTON AND MAINE CORPORATION

Philip R. Wemblay - Team
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 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


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


EXHIBIT A

PROPERTY DESCRIPTION

A certain strip or parcel of land (railroad right-of-way) located in New Hampshire and being a portion of the railroad line sometimes referred to as the "Northern Railroad", so-called, and being more particularly described as follows:

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.

NORTHERN RAILROADSecretary's Certificate

I, John R. Nadolny, being the duly elected and presently serving Secretary of Northern Railroad (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 the Corporation in conjunction with its corporate affiliate, the Boston and Maine Corporation, concerning certain railroad properties to be conveyed by both Corporations to the State of New Hampshire for a total consideration of Two Million Nine Hundred Fifty Thousand Dollars (\$2,950,000.00) sell, assign, transfer and convey to the State of New Hampshire through its Department of Transportation a certain segment of railroad line known as the "Northern Railroad", so-called, situated between centerline engineering station ("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 transactions 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 28th day of June, 1995.

MERRIMACK COUNTY RECORDS

Kathi L. Quay, Register

John R. Nadolny
John R. Nadolny, Secretary



RELEASE DEED

The **NORTHERN RAILROAD**, a corporation duly organized and existing under the laws of the State of New Hampshire, 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"):

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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 **BOSTON AND MAINE CORPORATION** 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.

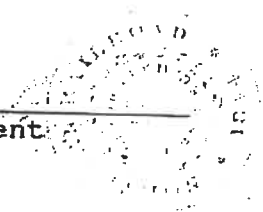
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3K2149 PG0249

IN WITNESS WHEREOF, the NORTHERN RAILROAD and BOSTON AND MAINE CORPORATION 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.

NORTHERN RAILROAD

Philip R. Tremblay, Esq.
Witness

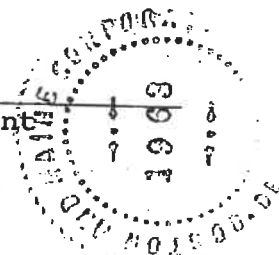
By: David A. Fink
David A. Fink, President



BOSTON AND MAINE CORPORATION

Philip R. Tremblay, Esq.
Witness

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




3K2149 PG0250

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




BK2149 PG0251

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

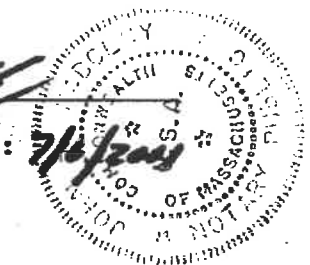


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3K2149 PG0252

NORTHERN RAILROAD

Secretary's Certificate

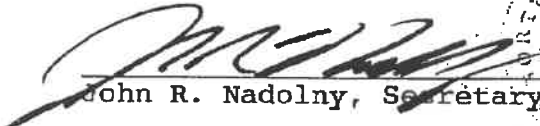
I, John R. Nadolny, being the duly elected and presently serving Secretary of Northern Railroad (the "Corporation") do hereby certify that the following vote was duly adopted by the Directors of the Corporation at a meeting of the Board of Directors held on May 25, 1995.

VOTED: That the Corporation in conjunction with its corporate affiliate, the Boston and Maine Corporation, concerning certain railroad properties to be conveyed by both Corporations to the State of New Hampshire for a total consideration of Two Million Nine Hundred Fifty Thousand Dollars (\$2,950,000.00) sell, assign, transfer and convey to the State of New Hampshire through its Department of Transportation a certain segment of railroad line known as the "Northern Railroad", so-called, situated between centerline engineering station ("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 transactions 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 28th day of June, 1995.


John R. Nadolny, Secretary

GRAFTON COUNTY
REGISTRY OF DEEDS

95 JUL 12 AHID: 07

3K2149 PG0253

RECEIVED

EXAMINED, ATTEST
GRAFTON COUNTY REGISTRY OF DEEDS

