

**BILL OF SALE FROM THE
BOSTON & MAINE CORPORATION**

**MANCHESTER
RAIL, TIES AND TRACK MATERIALS**

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, THAT THE BOSTON AND MAINE CORPORATION, a Delaware corporation having its principal place of business in Iron Horse Park, North Billerica, Middlesex County, Massachusetts, (the "Grantor") in consideration of Ten and 00/100 (\$10.00) Dollars and other good and valuable consideration paid by the **STATE OF NEW HAMPSHIRE BY AND THROUGH ITS DEPARTMENT OF TRANSPORTATION**, with an office at the John Morton Building, 1 Hazen Drive, Concord, New Hampshire (the "Grantee") the receipt whereof is hereby acknowledged, does hereby grant, sell, transfer and deliver unto the said Grantee, the following:

All of Grantor's right, title and interest in and to said railroad track and other 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 premises referred to as the "**Portsmouth Branch**" so-called, located in Manchester, within the State of New Hampshire, and being described more particularly on Exhibit "A" attached hereto and made a part hereto (the "Trackage").

The Trackage which is the subject of this Bill of Sale is conveyed in "AS-IS" condition as of the date of the instrument. The Grantee acknowledges that it has taken all steps that Grantee deems necessary to inspect the property and materials conveyed by this instrument.

The Grantor hereby disclaims any and all warranties whatsoever, including warranties of title and implied warranties of merchantability and fitness for the Trackage for the particular purposes of the Grantee.

TO HAVE AND TO HOLD the said property to the State of New Hampshire Department of Transportation, its successors and assigns, to its own use and behalf forever. **THE BOSTON AND MAINE CORPORATION** hereby covenants with the Grantee that it is the lawful owner of the said goods and chattels; that they are free from all encumbrances that it has been the right to sell said personal property, and that it will warrant and defend the same against the lawful claims and demands of all persons.

IN WITNESS WHEREOF, the said **BOSTON AND MAINE CORPORATION** has caused this instrument to be sealed with its corporate seal and signed in its corporate name by David A. Fink, its Chief Executive Officer thereunto duly authorized, this 21st day of December, 1999.

Grantor:

BOSTON AND MAINE CORPORATION

[Signature]
Witness

By:

David A. Fink
David A. Fink, Chief Executive Officer

Grantee:

**STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION**

Victor H. Chase
Witness

By:

James F. Marshall

Middlesex, ss.

COMMONWEALTH OF MASSACHUSETTS

December 21, 1999

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

[Signature]
Notary Public
My Commission Expires: 12/03/04

Merriam

STATE OF NEW HAMPSHIRE

12/23 /, 1999

Then personally appeared the above-named of the **STATE OF NEW HAMPSHIRE DEPARTMENT OF TRANSPORTATION** and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of said of the **STATE OF NEW HAMPSHIRE DEPARTMENT OF TRANSPORTATION**, before me

[Signature]
Notary Public
My Commission Expires:

A:\PORTSBIL.SAL

DIANE L. HARTFORD
Notary Public
My Commission Expires July 21, 2004

LEGAL DESCRIPTION OF THE "PORTSMOUTH BRANCH"

Certain parcels or strips of land (railroad right-of-way) located in the City of Manchester, County of Hillsborough, State of New Hampshire and being portions of the railroad line sometimes referred to as the "Portsmouth Branch", so called, including all stations, buildings, bridges, structures, crossings, culverts and improvements thereon and including all appurtenances thereto and being more particularly described as follows:

Parcel 1

Beginning at a point designated as Engineering Station 1967+67± located on the westerly sideline of Page Street as shown on Federal Valuation Plan V28NH, Map 38;

Thence running generally in a westerly direction to a point designated as Engineering Station 1997+50± as shown on Federal Valuation Plan V28NH, Map 39;

Said parcel containing a total area of about 197,510 square feet, more or less, or about 4.53 acres, more or less.

Parcel 2

Beginning at a point designated as Engineering Station 2002+90± at the westerly sideline of Mammoth Road as shown on Federal Valuation Plan V28NH, Map 39;

Thence running generally in a westerly direction to a point designated as Engineering Station 2008+05± at the easterly sideline of Hall Road as shown on Federal Valuation Plan V28NH, Map 39;

Said parcel containing a total area of about 29,990 square feet, more or less, or about 0.69 acres, more or less.

Parcel 3

Beginning at a point designated as Engineering Station 2021+70± at the westerly sideline of Massebesic Street as shown on the Federal Valuation Plan V28NH, Map 39;

Thence running generally in a westerly direction and terminating at the easterly sideline of Union Street, a point designated as Engineering Station 2080+80± as shown on Federal Valuation Plan V28NH, Map 41;

Said parcel containing an area of about 301,839 square feet, more or less, or about 6.48 acres, more or less.

Parcel 4

Beginning at a point designated as Engineering Station 2094+12± as shown on Federal Valuation Plan V28NH, Map 41;

Thence running generally in a northwesterly direction and terminating at the easterly sideline of Elm Street, a point designated as Engineering Station 2104+28± as shown on Federal Valuation Plan V28NH, Map 41;

Said parcel containing an area of about 33,000 square feet, more or less, or about 0.75 acres, more or less

Said parcels include the entire width of said portion of said rail line including all appurtenances thereto and all fixtures attached or affixed thereon. Said right-of-way parcels run in a generally westerly direction and are more particularly defined as shown outlined within heavy dashed two dot 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, Hazen Drive, Concord, New Hampshire, 03302.