

**ACQUISITION FROM THE
CLAREMONT RAILWAY**

**CLAREMONT
SULLIVAN COUNTY REGISTRY**

**CLAREMONT RAILWAY COMPANY
Shareholder's and Directors' Consent
in Lieu of Special Meeting**

The undersigned, being the sole shareholder and all of the directors of Claremont Railway Company, pursuant to New Hampshire corporate law and the bylaws of the corporation, hereby consent to the adoption of the following vote:

VOTED: That the remaining right of way situated in the City of Claremont beginning at Valuation Station 2784+90 and ending at Valuation Station 2887+30 be sold to the State of New Hampshire pursuant to the terms and conditions of a Purchase and Sale Agreement by and between Claremont Railway Company and the State of New Hampshire dated May 15, 1997 (the "Agreement"), which Agreement is hereby approved, and that Marjorie P. Silver, President or John P. Levine, Vice President, each acting singly, is hereby authorized and directed to execute on behalf of Claremont Railway Company the Agreement and any and all instruments, of conveyance, assignments, agreements or documents and take such other actions as either may deem necessary or appropriate to effectuate the matters contemplated by the Agreement, their respective signature being evidence of the exercise of the authority vested in them respectively hereby.

Pursuant to Article III, Section 8 of the bylaws of Pinsky Railroad Company, the undersigned John P. Levine as Vice President and Secretary of Pinsky Railroad Company is executing and delivering this consent of Pinsky Railroad Company sole shareholder of Claremont Railway Company.

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SULLIVAN COUNTY
REGISTRY OF DEEDS

Directors:

MARJORIE P. SILVER
Marjorie P. Silver

John P. Levine
John P. Levine

Louis L. Lederman
Louis L. Lederman

L. Douglas LaPlante
L. Douglas LaPlante

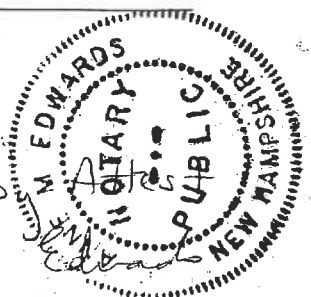
Pinsky Railroad Company
Sole Shareholder

By: John P. Levine
John P. Levine

J. Nicholas Filler
J. Nicholas Filler

Robert G. Smith
Robert G. Smith

Anne L. Levine
Anne L. Levine



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RAIL & TRANSIT

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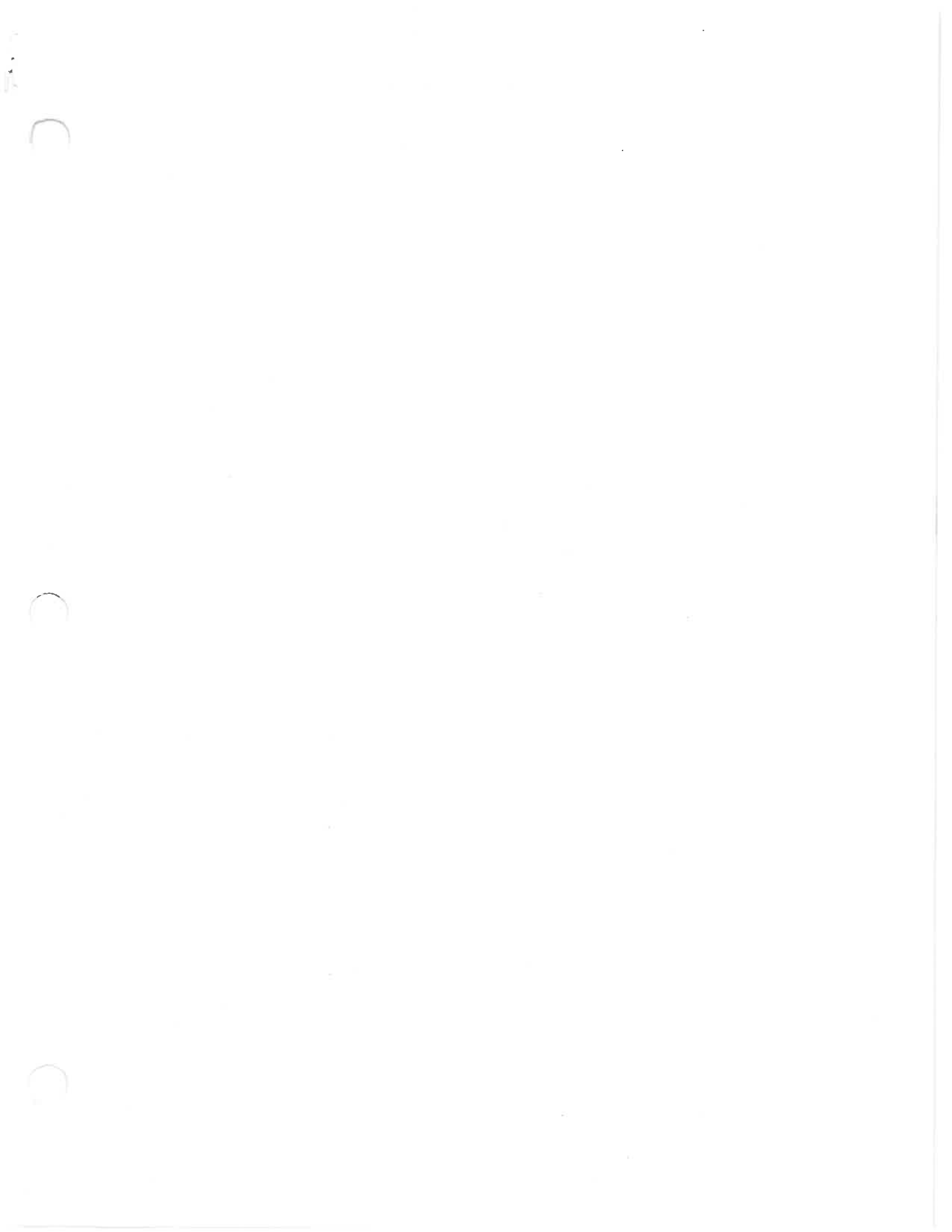
SULLIVAN COUNTY
REGISTRY OF DEEDS

RECORDS OF DEEDS
WARPORT, NEW HAMPSHIRE

Received
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Nick
Recorded in Vol. 1125 Page 347

State NH
Dept. Transp RR

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SULLIVAN COUNTY
REGISTRY OF DEEDS

Claremont Railway Company

to

The State of New Hampshire

QUITCLAIM DEED
REGISTRY OF DEEDS
NEWPORT, NEW HAMPSHIRE

Record

Index

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Assessed in



BUCKLEY AND ZOPF

ATTORNEYS AT LAW

233 BROAD STREET

P.O. BOX 1485

CLAREMONT, NEW HAMPSHIRE

03743-1485

Smith
1/9/58

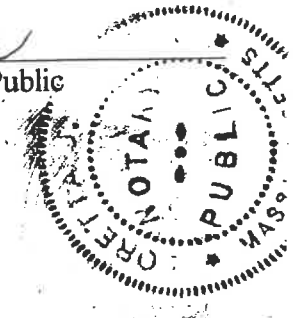
STATE OF MASSACHUSETTS
COUNTY OF HAMPDEN

MAY 15 , 1997

Personally appeared John P. Levine, Vice President of Claremont Railway Company, known to me, or satisfactorily proven, to be the persons whose name is subscribed to the foregoing and acknowledged that he executed the same for the purposes therein contained.

Before me,

Loretta J. Stober
Notary Public
Loretta J. Stober



My commission expires: 1-3-03

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97 JUL 29 AM 10:37

SULLIVAN COUNTY
REGISTRY OF DEEDS

KNOW ALL MEN BY THESE PRESENTS THAT Claremont Railway Company, a New Hampshire Corporation with a place of business at 53 Southampton Road, Westfield, Massachusetts, for consideration paid, grants to the State of New Hampshire, State House, Concord, New Hampshire, with QUITCLAIM COVENANTS to the State of New Hampshire, the following described premises:

All of the right, title and interest of Claremont Railway Company in and to all real estate or rights of way, including all bridges on or within said right of way situate in the City of Claremont, County of Sullivan and State of New Hampshire beginning at the westerly boundary of land now or formerly owned by the State of New Hampshire, which was conveyed by Quitclaim Deed to the State of New Hampshire by the Claremont & Concord Railway Company, Inc. dated April 23, 1980 and recorded in Vol. 659, Pg. 86 of the Sullivan County Registry of Deeds, at Valuation Station 2784+90 and running in a westerly direction along Washington Street across the Sugar River to the westerly side of Pleasant Street at a point in the easterly boundary of land now or formerly of Claremont Concord Railroad Corp. at Valuation Station 2887+37, which was conveyed by quitclaim deed to the Claremont Concord Railroad Corp. by the Claremont & Concord Railway Co. et al by deed dated October 18, 1988 and recorded in the Sullivan County Registry of Deeds in Vol. 866, Pg. 26.


Meaning and intending to convey a portion of the real estate and all rights or rights of way with respect to the same situate in said Claremont which were conveyed by the Boston and Maine Railroad to Claremont & Concord Railway Company by deed dated December 17, 1954 and recorded in the Sullivan County Registry of Deeds in Vol. 365, Pg. 100. Claremont Railway Company is the successor by Merger to Claremont and Concord Railway Company, Inc. reference being made to Certificate of Merger dated December 31, 1992.

The within conveyance is made subject to any easements, rights of way, or licenses which may affect said premises.

Signed this 15th day of May, 1997.

Claremont Railway Company

By


John P. Levine
Its Vice President

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