

**DISPOSAL FROM THE
STATE OF NEW HAMPSHIRE
TO
TOWN OF JAFFREY**

**JAFFREY
CHESHIRE COUNTY REGISTRY**

2408+00+

2455+55

WEBSTER ST.

2

TOWN LINE

2544+65

QUITCLAIM
KNOW ALL MEN BY THESE PRESENTS

THAT, The State of New Hampshire, whose mailing address is Department of Transportation, 1 Hazen Drive, PO Box 483, Concord, NH 03302-0483, pursuant to vote of the Governor and Council on February 17, 1999, and in accordance with the provisions of New Hampshire Revised Statutes Annotated 228:67, for considerations received, to it in hand before the delivery hereof, from the Town of Jaffrey whose mailing address is Jaffrey Town Hall, 10 Goodnow Street, Jaffrey, NH 03452, has remised, released and forever QUITCLAIMED, and by these presents, does remise, release and forever quitclaim unto said Town of Jaffrey, its successors, and assigns forever:

All of the right, title and interest in a portion of the former Monadnock Branch railroad line, so called, in and to all real estate or rights-of-way, including all bridges on or within said right-of-way in the Town of Jaffrey, County of Cheshire, State of New Hampshire as shown on Federal Valuation Plans on file in the records of the New Hampshire Department of Transportation's Bureau of Rail & Transit and formerly owned by the Boston and Maine Corporation and acquired for the Jaffrey STP-TE-X-000S(266), 12706 project, bounded and described as follows:

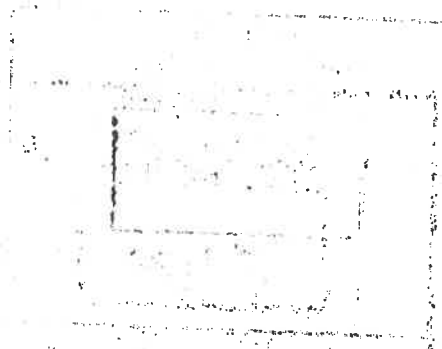
Parcel 1: Beginning at a point designated as Engineering Station 2408+/- as shown on Federal Valuation Plan V39.3NH - Map 11, thence running in a northerly direction to a point designated as Engineering Station 2455+55+/- as shown on Federal Valuation Plan V39.3 - Map 12. Said parcel containing a total area of about 315,640 square feet more or less or about 7.24 acres, more or less.

Parcel 2: Beginning at a point designated as Engineering Station 2510+74+/- as shown on Federal Valuation Plan V39.3NH - Map 13, thence running in a northerly direction to a point designated as Engineering Station 2544+65+/- as shown on Federal Valuation Plan V39.3 - Map 14. Said parcel containing a total area of about 247,390 square feet more or less or about 5.68 acres, more or less.

Meaning and intending to convey two parcels of the railroad right-of-way conveyed to the State of New Hampshire by the Boston & Maine Corporation by a deed recorded in the Cheshire County Registry of Deeds in Book 1700, Pages 801 - 807 on May 18, 1999 and identified as Parcels 3 and 4 in EXHIBIT A.

As a further condition of this instrument, the Town of Jaffrey agrees to the following:

1.) If at any time the railroad right-of-way herein conveyed, or any portion thereof, is proposed to be sold or otherwise conveyed, the Town of Jaffrey hereby agrees that it will submit said sale or conveyance to the Commissioner of the New Hampshire Department of Transportation (NHDOT), whose address is John O. Morton Building, 1 Hazen Drive, PO Box 483, Concord, NH 03302-0483 and the Federal Highway Administration (FHWA) New Hampshire Division, whose address is 279 Pleasant Street, Concord, NH 03301-2509, for approval of the sale of that portion or those portions proposed to be conveyed. The New




CHESHIRE COUNTY
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RECORDS

BK 1776PG0327

Hampshire Department of Transportation shall have 120 days, from being notified, to exercise the right of first refusal upon that portion or those portions to be sold or conveyed and the right to meet any subsequent bona fide offer by a third party.

2.) If the sale or conveyance of all or a portion of the railroad right-of-way occurs as outlined in 1.) above, the Town of Jaffrey agrees to reimburse the NHDOT the amount of eighty (80%) percent of the current market value of that portion or those portions proposed to be conveyed.

TO HAVE AND TO HOLD said premises, with all the privileges and appurtenances thereunto belonging to the Town of Jaffrey, its successors and assigns forever.

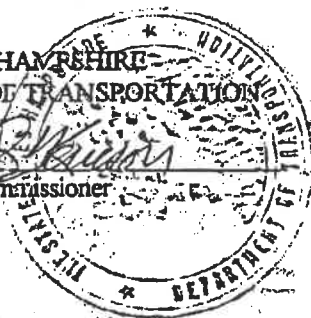
IN WITNESS WHEREOF, The State of New Hampshire has caused its name to be set and its seal to be hereunto affixed by the Commissioner of the New Hampshire Department of Transportation, duly authorized and executed this 27th day of July, 2000.

Signed, Sealed and Delivered in the presence of

Finn P. Proulx

STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION

William A. Boudreau
Commissioner



THE STATE OF NEW HAMPSHIRE
COUNTY OF MERRIMACK

On this 27th day of July, 2000, before me, *William A. Boudreau* the undersigned officer, personally appeared the Commissioner of the Department of Transportation, and that as such Commissioner, being authorized so to do, executed the forgoing instrument for the purposes therein contained, by signing the name of the State of New Hampshire as the Commissioner of the Department of Transportation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

WILLIAM A. BOUDREAU, Notary Public
My Commission Expires January 19, 2005

William A. Boudreau
NOTARY PUBLIC

