

CERTIFICATE

I, Charles E. Defendorf, a Registered Professional Engineer holding Certificate 18523 issued by the Board of Registration of Professional Engineers and Land Surveyors of the Commonwealth of Massachusetts pursuant to Section 81M of Chapter 112 of the Massachusetts General Laws do hereby certify that the property lines shown on the series of 80 maps accompanying the deed from George P. Baker, et al Trustees of Penn Central Transportation Company, Debtor to the Massachusetts Bay Transportation Authority in the Towns of Avon, Braintree, Canton, Dedham, Dover, Foxboro, Franklin, Holbrook, Medfield, Millis, Needham, Norfolk, Norwood, Randolph, Stoughton, Walpole, Wellesley, Wellesley Farms, Wellesley Hills, Westwood, all within the County of Norfolk are the lines dividing existing ownerships and that the lines of streets and ways shown on the plans are those of public or private streets or ways already established, and that no new lines for the division of existing ownership or for new ways are shown.

Said plans are identified by the following Map Nos.:

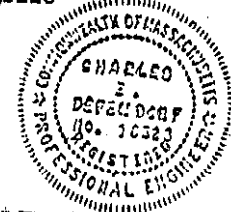
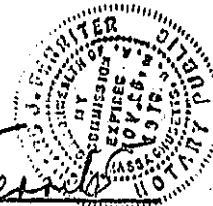
V 3 13 16.1, 17.1, 18.1, 19.1, 20.1, 21.1 22.1, 23.1, 24;
 V 3 14 25.1, 26, 27.1, 28.1; V 3 14 & 15 29.1; V 3 15 30.1;
 V 3 15 32.1; V 3 18 1.1; V 3 20 6; V 3 22 1.1; 2.1, 3.1, 4.1;
 V 4 11 ST. 11.2; V 4 12 12, 13; V 4 14 14, 15, 16; V 4 14 & 15 17;
 V 4 15 18; 19; 20.1; V 4 16 21, 22, 23, 24, 25, 26, 27, 28;
 V 4 17 29; V 4 26 2, 3, 4; V 4 27 1A, 1B, 2, 3; V 4 27 & 28 4;
 V 4 28 5, 6, 7, 8, 9, 10; V 4 28 & 29 11.1; V 4 29 12, 13, 14;
 V 5 15 & 16 12, 13, 14, 15, 16; V 5 31 1; V 5 31 & 32 2;
 V 5 32 3, 4, 5, 6, 7; V 5 43 1, 2; V 5 42 & 44 8; V 5 44 9;
 V 1 13, 14, 15, 16, 17.

V 3204 4.1; V 3205 5.1;

Charles E. Defendorf
 Charles E. Defendorf
 Registered Professional Engineer

Subscribed to and sworn before me this 22nd day
 of January , 1973.

Richard J. Ferris
 Notary Public



Recorded Jan. 26, 1973 at 4h. P. M.

REI VOI 7685 P. 600 REEM TG

FORECUMANT Vol 5684 P. 67 STATE-11760

See Pl. Nos. 163 through 245 Pl. Book 236



MASSACHUSETTS
BAY
TRANSPORTATION
AUTHORITY

629

Law Department
500 Arborway, Boston, Mass. 02130

January 24, 1973

Trustees of the Property of the
Penn Central Transportation Company, Debtor
South Station
Atlantic Avenue
Boston, Massachusetts

Gentlemen:

In accordance with the contract between the Massachusetts Bay Transportation Authority and Richard Joyce Smith, William J. Kirk and Harry W. Dorigan, Trustees of the Property of the New York, New Haven and Hartford Railroad Company, for the provision of passenger train service and the sale or option of certain real estate within the Commonwealth of Massachusetts dated July 28, 1965, as amended, December 28, 1967, and more specifically with the provisions of Article V, entitled Options to Purchase Additional Rights of Way, A. Rights-of-Way Used In Performing Contract Service, and which provides as follows:

1. New Haven hereby grants to the Authority, subject to the terms and conditions hereinafter set forth, the right to purchase, to the full width of New Haven's property line limits therein, all or any portion of the following rights-of-way, title to which is in New Haven on the date of this agreement, and used in the performance of contract service, all subject to more accurate description, computation and survey at the time of conveyance:

a. West Roxbury Station to Needham Heights Station, and in accordance with the provisions of Article VIII, Sales and Options of Real Properties, in the contract between the Massachusetts Bay Transportation Authority and the Trustees of the Penn Central Transportation Company, Debtor, dated August 31, 1970, as amended, the Massa-

Massachusetts Bay Transportation Authority herein exercises the option to acquire the rights-of-way from the West Roxbury Station to the Needham Heights Station.

Sincerely yours,

Joseph C. Kelly
Joseph C. Kelly
General Manager

cc

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

Then personally appeared the above named Joseph C. Kelly, General Manager of the Massachusetts Bay Transportation Authority and acknowledged the foregoing instrument to be the free act and deed of the Massachusetts Bay Transportation Authority, before me,



Arthur Cappellano
Arthur Cappellano, Notary Public

My Commission expires August 3, 1973

Recorded Jan. 26, 1973 at 4h. P. M.

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In the Matter of : In Proceedings for the
: Reorganization of a
PENN CENTRAL TRANSPORTATION : Railroad
COMPANY, :
Debtor : No. 70-347

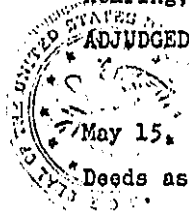
ORDER NO. 1085

AND NOW, this 24th day of JANUARY, 1973,
upon consideration of the "Petition Of Trustees For An Order
To Show Cause Why An Order Of Taking Of Property Of The
Debtor By The Town Of Dedham, Massachusetts, Should Not Be
Adjudged Null And Void" (Document No. 3849) and the representa-

tions and requests made by the parties at the June 30, 1972

hearing, which hearing was duly noticed, it is ORDERED and

ADJUDGED that:



1. The order dated May 10, 1972, and recorded on May 15, 1972 with Norfolk County, Massachusetts, Registry of Deeds as "No. 347, 1972, Bk. 4829, Pg. 265," concerning a parcel of land situated in Dedham, Massachusetts and shown as Lot A on a plan entitled "Land in Dedham, Mass.," dated February 7, 1963 by Pilling Engineering Company, Inc., recorded with Norfolk County, Massachusetts, Registry of Deeds (the parcel), is hereby RATIFIED insofar as it purported to take by eminent domain property of the Debtor.

2. The Trustees, or any of them or their designees, are authorized to convey by assignment or otherwise all of their right, title and interest in and to the parcel, or any awards for damages in substitution thereof, in order to

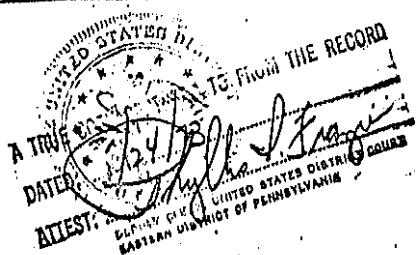
- 2 -

carry out the conveyance authorized by paragraph 2 of Order No. 867 herein, as amended.

3. This Order shall be deemed to be of no force and effect if the transaction approved and authorized by Order No. 867 herein, as amended, is not consummated.

15/JOHN P. FULLAM

JOHN P. FULLAM
District Judge



Recorded Jan. 26, 1973 at 4h. P. M.

KNOW ALL MEN BY THESE PRESENTS:

We, GEORGE P. BAKER, RICHARD C. BOND, and JERVIS LANGDON, JR., Trustees of the property of the Penn Central Transportation Company, In Proceedings for the Reorganization of a Railroad entitled: "In the Matter of Penn Central Transportation Company, Debtor", No. 70-347, in the United States District Court for the Eastern District of Pennsylvania (Grantors), acting herein pursuant to the authority vested in us by Orders Nos. 20, 867 and 1065 in said proceedings, for the consideration of Nineteen Million Five Hundred Thousand Dollars (\$19,500,000), the receipt of which is hereby acknowledged, GRANT to the MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, a body politic and corporate and a political sub-division of the COMMONWEALTH OF MASSACHUSETTS, established under the provisions of Chapter 161A of the General Laws, inserted by Section 18 of Chapter 563 of the Acts of 1964 (Grantee), free of all liens and encumbrances, subject only to existing leases, licenses and agreements recorded prior to February 3, 1972, all of our right, title and interest in and to certain property of the Grantors, including interests in land, buildings, track bridges, excluding those bridges within the purview of Chapter 634 of the Massachusetts Acts of 1971, all track and related track structures and the signal system and related facilities, consisting of:

(A) The properties of the former Boston and Providence Railroad Company located in the Commonwealth of Massachusetts;

(B) Certain branch lines of railroad of the former New York, New Haven and Hartford Railroad Company; a portion of the abandoned former New York, New Haven and Hartford Railroad Company branch line from Easton to Whittenton Junction; the station facilities and land at Route 128 Station in the Towns of Dedham and Westwood;

(C) Certain parcels of land originally acquired in the name of the former New York, New Haven and Hartford Railroad Company;

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(D) The former Boston & Albany main line between Riverside and Framingham, Massachusetts, together with a portion of the Newton Lower Falls Branch Line beginning at Station 519 + 20 and extending southwesterly 2,040 feet to Route 128.

All of the aforesaid property hereby granted is described in Schedule "A" attached hereto and made a part hereof and is shown in red outline on a series of Valuation Plans made a part hereto, entitled:

"Right Of Way And Track Map (Boston And Providence R.R. Corp.) (Old Colony R.R. Co.) (The New York New Haven And Hartford R.R. Co.) Operated by The New York New Haven And Hartford R.R. Co., Scale: 1" = 100 Ft. Date June 30, 1915 Office Of Valuation Engineer, Boston, Mass." and numbered as follows:

V 3.10 through V 3.17	Sheets 4 through 41-1/2, Sheet 31 excluded.
V 3.18 (3.18)1.1(1)	
V 3.19 through V 3.20	Sheets 1 through 6
V 3.21	Sheets 1 through 5
V 3.22	Sheets 1 through 4
V 4.11 through V 4.17	Sheets 11.1, 11.2 through 29
V 4.26	Sheets 1 through 4
V 4.27 through V 4.29	Sheets 1 through 15 including 1A and 1B
V 5.15 through V 5.19	Sheets 12 through 37
V 5.31 through V 5.32	Sheets 1 through 11
V 5.43	Sheets 1 and 2
V 5.44 through V 5.45	Sheets 8 through 18
V 7.22	Sheets 1 and 2

and on a certain set of Valuation Plans entitled:

"Right Of Way And Track Map Boston And Albany Railroad Operated By The New York Central Railroad Company As Lessee Main Line Scale: 1" = 100' June 30, 1915 Office of Valuation Engineer Boston, Mass." and numbered V 1 Sheets 11 through 22.

Said Plans, showing the property granted within each County, are recorded herewith in the Registry of Deeds of the appropriate County.

Reserving from this grant, however, to the Grantors, their successors and assigns, the right and easement, hereinafter referred to as the transportation easement, to use such portions of the premises herein granted, together with the existing buildings, structures, railroad track, facilities and appurtenances thereon as may be necessary, as shall be mutually agreed upon between the parties, for transportation purposes, in common with Grantee's use thereof. Freight service conducted on the transportation easement reserved on the portion of the former Boston and Providence Railroad Company main line between Valuation Station 2267 + 00 in Boston and Valuation Station 1810 + 00 in Readville shall be limited to the use of a single track from which Grantors will be able to continue service solely to existing receivers of freight on said portion of said line. Grantors shall have the right to use the existing track system for purposes of required crossovers for such freight service. Any change in the existing crossover/system made by the Grantee shall be at the expense of the Grantee as provided hereinafter. To the extent that use of the easement reserved herein may be reduced either by discontinuance of passenger service or by an abandonment of freight service, then the easement reserved may be limited to the minimum required trackage as may be mutually agreed upon.

The transportation easement reserved on the remaining lines of former Boston and Providence Railroad Company and on the other branch line rights of way shall be the minimum adequate to enable Grantors to carry out their obligations to shippers and receivers on the said main lines and branch line rights of way on a track or tracks to be mutually agreed upon between the parties. To the extent that passenger services on said main lines or branch line rights of way are presently being conducted the transportation easement shall also be the minimum adequate to operate such service so long as it continues.

The transportation easement reserved on the main line of the former Boston and Providence Railroad Company includes the right to operate passenger trains for the account of "Amtrak," so-called, and Grantors are obligated under their agreement with "Amtrak" to preserve, until July 1, 1973, the use of said main lines for the purposes of providing Inter-City Passenger Service. The transportation easement so far as it relates to this "Amtrak" service shall terminate on July 1, 1973 unless (a) the "Amtrak" agreement is extended or (b) Grantors are required by law or an order of a regulatory agency to continue Inter-City Passenger Service. In the event of such continuance of service, the transportation easement shall continue subject to terms and conditions to be agreed upon by the parties or their successors. The transportation easement reserved shall terminate as to any portion or portions thereof when and if Grantors obtain from any regulatory agency having jurisdiction a certificate permitting of abandonment of operations over any such portion or portions.

The transportation easement reserved herein does not include the right to participate in the proceeds from any development of the air rights over said easement and said easement is intended to permit Grantors to operate thereon for transportation purposes.

Grantors further reserve to themselves, their successors and assigns, the right and easement to use, maintain, replace renew, or install poles, pipes, wires and appurtenances within the scope of the Grantors' easement.

Grantors and Grantee agree that on certain of the rights of way granted, joint use of those rights of way may be feasible and desirable. Grantors and Grantee agree that the use reserved by Grantors with respect to those rights of way may be limited by time or usage to enable Grantee to enjoy use of said rights of way for rapid transit or other purposes. In the event of such

joint use, separate operating agreements shall be negotiated between Grantee and Grantors. In the event that Grantee desires exclusive use of any portion or portions of the properties subject to the easement reserved herein, free of the said easement, Grantors, at Grantee's sole cost and expense, shall modify their operations in accordance with plans and contracts approved by the Chief Engineer of Grantors at such locations as may be mutually agreed upon between the parties. Said approval of the Chief Engineer shall not be unreasonably withheld.

Grantee agrees that any air rights development will not interfere with Grantors' free and uninterrupted use of the transportation easement reserved and agrees to submit plans of any such development over said easement for approval by Grantors' Chief Engineer to the extent said development affects such easement, which approval shall not be unreasonably withheld.

Grantors agree to bear the cost of necessary maintenance, repair and alteration of all buildings, structures, tracks, facilities and appurtenances, used solely by Grantors. If Grantors and Grantee use any of the premises jointly then Grantee shall assume the obligations of this covenant to the extent of such joint use, provided, however, that neither party shall be obligated to pay more than the amount which would have been required had there been a separate rather than a joint use. Grantors and Grantee agree that the maintenance, repair and alteration covenant assumed herein may require Grantors to provide, from time to time, material, which in accordance with sound accounting principles is chargeable to capital account. With respect to such material provided by Grantors, Grantors shall retain the right to remove it upon the abandonment of the transportation easement reserved, provided that the usefulness of the premises is not impaired. Without limiting the generality of the foregoing, items chargeable to capital account shall include heavier rail than that on the premises at the closing date, welded rail and new signal

systems or their appurtenances.

Grantors agree that at such time or times as they obtain a certificate of abandonment of the transportation easement, or any portion or portions thereof, or if they in fact cease to use the said easement, then the said easement shall to the same extent terminate and Grantors shall execute upon the request of Grantee an appropriate release of said easement.

Said premises are granted subject to conditions of title and to leases, licenses and agreements of the Grantors applicable to the granted premises in effect and recorded prior to February 3, 1972; and for consideration of the aforesaid, the Grantors, insofar as they lawfully may, do hereby assign to Grantee all of their rights and privileges applicable to the granted premises, except that the existing agreements between Grantors and Massachusetts Bay Transportation Authority and Grantor and "Amtrak" or any extension thereof are not included herein, and it is further agreed that in lieu of any real estate tax apportionment with regard to the property hereunder, the income from said property shall be retained by Grantor for the calendar year 1972 and applied to the payment of Massachusetts real estate taxes as ordered by the Reorganization Court.

All of the terms and provisions of this grant shall bind and inure to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns forever.

In order to facilitate the recording of this deed it has been executed in several counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

The Massachusetts deed excise tax stamps required in connection with the grant hereby made have been affixed to the

counterpart hereof to be recorded with Suffolk County Registry of Deeds.

IN WITNESS WHEREOF, we, George P. Baker, Richard C. Bond and Jervis Langdon, Jr., Trustees of the Property of Penn Central Transportation Company, Debtor, have hereunto set our hands and seals this 17th day of January, 1973.

SIGNED, SEALED, and DELIVERED in the presence of

David L. McConnell
Vernon L. Musaj

George P. Baker
George P. Baker, Trustee

Richard C. Bond
Richard C. Bond, Trustee

Jervis Langdon Jr.
Jervis Langdon Jr., Trustee

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

Boston, January 17 1973

Then personally appeared the above-named George P. Baker and acknowledged the foregoing instrument to be his free act and deed, before me.

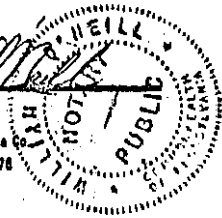
Richard J. Ferriter
Richard J. Ferriter
Notary Public
My Commission Expires:
November 26, 1976

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA)

Philadelphia, Pa. January 22, 1973

Then personally appeared the above-named Richard C. Bond and Jervis Langdon, Jr. and acknowledged the foregoing instrument to be their free act and deed, before me.

William J. O'Neill
Notary Public
WILLIAM J. O'NEILL
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires June 26, 1978



SCHEDULE A

(A) The property comprising the main line right of way of the former Boston and Providence Railroad Company, beginning in Boston and extending in a generally southwesterly direction through Roxbury, Jamaica Plain, Forest Hills, Mount Hope, Clarendon Hills, Hazelwood, Readville, in Suffolk County, and continuing thence in a southwesterly direction through Dedham, Canton, Westwood, Sharon, Sharon Heights, Foxboro, East Foxboro, in Norfolk County, and continuing thence in a southwesterly direction through Mansfield, West Mansfield and Attleboro at the boundary line between the Commonwealth of Massachusetts and the State of Rhode Island in Bristol County.

The former Boston and Providence Railroad Company East Junction Branch Line from East Junction in the City of Attleboro to the boundary line between the Commonwealth of Massachusetts and the State of Rhode Island in the City of Seekonk, all located in Bristol County.

The former Boston and Providence Railroad Company Dedham Branch Line, beginning in Boston, Suffolk County, and extending to Dedham, Norfolk County.

The former Boston and Providence Railroad Company Branch Line between Forest Hills and West Roxbury, all located in Suffolk County.

The former Boston and Providence Railroad Company Branch Line from Canton to Stoughton, all in the County of Norfolk.

The former Boston and Providence Railroad Company Branch Line from West Roxbury in Suffolk County to Dedham in Norfolk County.

(B) The former New York, New Haven and Hartford Railroad Company Branch Line, beginning at Stoughton, Norfolk County, continuing through Easton to Raynham in Bristol County, together with a portion of the former New York, New Haven and Hartford Railroad Company abandoned branch line between Easton and Whittenton Junction, Taunton, all in Bristol County.

The former New York, New Haven and Hartford Railroad Company Branch Line, beginning in West Roxbury, Suffolk County, to Needham, Norfolk County.

The former New York, New Haven and Hartford Railroad Company Branch Line from Cook Street in Newton, Middlesex County, through Needham, Dedham, Dover, Medfield to Millis in Norfolk County.

The former New York, New Haven and Hartford Railroad Company Branch Line between Braintree, Norfolk County, to Plymouth, Plymouth County, passing through Weymouth, Abington, Whitman, Hanson, Halifax, Plympton and Kingston.

The former New York, New Haven and Hartford Railroad Company Branch Line between Readville and Franklin, beginning in Boston, Suffolk County, running through Dedham, Westwood, Norwood, Walpole, Norfolk to Franklin, Norfolk County.

The former New York, New Haven and Hartford Railroad Company Branch Line between Braintree and Campello, beginning in Braintree, running through Randolph, Holbrook and Avon, Norfolk County, continuing thence to Brockton, Plymouth County.

(C) Certain parcels of land originally acquired in the name of the former New York, New Haven and Hartford Railroad Company located within or immediately adjacent to the former Boston and Providence Railroad Company main line between Valuation Stations 2267 + 00 and 305 + 13, included within the red outline on the plans made a part of and filed with the deed granting the properties herein, as follows:

<u>Location</u>	<u>County</u>	<u>Val. map</u>	<u>Valuation CL Sta.</u>	<u>Area</u>
Boston	Suffolk	11(317)41.1 41 1/2.1 (41.1 41 1/2.1)	2215+0	100 sq. ft.
"	"	"	2216+50	2,000 " "
Hyde Park	"	11(315)34.1(34)	1833+50	12,750 " "
" "	"	11(315)33.1(33)	1800+0	3,750 " "
Sharon	Norfolk	11(3.13)21.1(21)	1292+0	4,500 " "
"	"	11(3.13)19.1A(19-20)	1234+0	4,350 " "
"	"	"	1223+0	5,200 " "
"	"	11(3.13)19.1(19)	1210+0	40,850 " "
E. Foxboro	"	11(3.13)17.1(17)	1070+0 to 1097+39	88,285 " "
Foxboro	"	11(3.13)16.1(16)	1036+10 to 1070+31	95,640 " "
"	"	"	1030+0	22,110 " "
Attleboro	Bristol	11(3.12)9.1(9)	660+0	21,780 " "
"	"	11(3.11)7.1(7)	570+0	37,800 " "

<u>Location</u>	<u>County</u>	<u>Val. map</u>	<u>Valuation</u>	<u>CL Sta.</u>	<u>Area</u>
Seekonk	Bristol	11(3.10) A (4)	334+34.68(parcel)	4)	4,950 sq. ft.
Perrins Sta.	"	11(3.10 B (5)	380+0		7,500 " "
Attleboro	"	10(3.11-12) A (8)	612+0		10,260 " "
"	"	10(3.11-12) A (8)	625+0		4,200 " "
Foxboro	Norfolk	10(3.13) C (18)	1140+0		64,750 " "
East. Jct.	Bristol	11(3.21-11)5.1(5)	490+0 (par. 9)		23,788 " "

(D) The former Boston and Albany main line between Riverside and Framingham, beginning in Auburndale, Middlesex County, running through Wellesley Farms, Wellesley Hills, Wellesley, Norfolk County, and continuing through Natick to Framingham in Middlesex County, together with a portion of the Newton Lower Falls Branch Line, beginning at Station 519 + 20 and extending southwesterly 2,040 feet to Route 128, consisting of approximately 163,500 square feet.

(E) All of the lands of the Grantor situated in Walpole and Canton as more specifically described in Certificates of Title Nos. 9388 and 90756, respectively, registered with the Registry District of Norfolk County in Book 47, Page 188 and Book 454, Page 156, respectively.

All of the aforesaid property granted within each County is shown in red outline on a series of Valuation Plans recorded with the deed granting the aforesaid property in the Registry of Deeds in the appropriate County.

Recorded Jan. 26, 1973 at 4h. P. M.

MORTGAGE DEED

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MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, a body politic and corporate and a political sub-division of the COMMONWEALTH OF MASSACHUSETTS, established under the provisions of Chapter 161A of The General Laws, inserted by Section 18 of Chapter 563 of The Acts of 1964, for consideration paid, grants to the UNITED STATES OF AMERICA, acting by and through its DEPARTMENT OF TRANSPORTATION and the URBAN MASS TRANSPORTATION ADMINISTRATION thereof pursuant to Section 3(b) of The Urban Mass Transportation Act of 1964, as amended (P.L. 88-365, 78 Stat. 302, 49 U.S.C., Sec 1602(b) as amended by P.L. 91-453, 84 Stat. 936, 964), and pursuant to Reorganization Plan No. 2 of 1968 (33 Fed. Reg. 6965, 82 Stat. 1369), as delegated by the Secretary of Transportation (49 C.F.R., Subtitle A, Sec. 1.50 as amended May 9, 1972, 37 Fed. Reg. 9321, 9322), with MORTGAGE COVENANTS to secure the payment of NINETEEN MILLION FIVE HUNDRED THOUSAND and NO/100 (\$19,500,000.00) DOLLARS in Ten (10) years with interest thereon as provided in a Note and Loan Agreement of even date herewith, all of its right, title and interest in and to certain property of the Grantor including land, buildings, track bridges and all track and related track structures and the signal system and related facilities, consisting of:

- (A) The properties of the former Boston and Providence Railroad Company located in the Commonwealth of Massachusetts;
- (B) Certain branch lines of railroad of the former New York, New Haven and Hartford Railroad Company; a portion of the abandoned former New York, New Haven and Hartford Railroad Company branch line from Easton to Whittenton Junction; the station facilities and land at Route 128 Station in the Towns of Dedham and Westwood;
- (C) Certain parcels of land originally acquired in the name of the former New York, New Haven and Hartford Railroad Company;

*See Partial Release Vol 5884 P 690
See Release Vol 6801 P 81
Discharge 7685/600*

(D) The former Boston & Albany main line between Riverside and Framingham, Massachusetts, together with a portion of the Newton Lower Falls Branch Line beginning at Station 519 + 20 and extending southwesterly 2,040 feet to Route 128.

All of the aforesaid property hereby granted is described in Schedule "A" attached hereto and made a part hereof and is shown in red outline on a series of Valuation Plans, entitled:

"Right Of Way And Track Map (Boston And Providence R.R. Corp.) (Old Colony R.R. Co.) (The New York New Haven And Hartford R.R. Co.) Operated by The New York New Haven And Hartford R. R. Co., Scale: 1" = 100 Ft., Date June 30, 1915 Office of Valuation Engineer, Boston, Mass." and numbered as follows:

V 3.10 through V 3.17	Sheets 4 through 41-1/2, Sheet 31 excluded.
V 3.18 (3.18)1.1(1)	
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V 5.44 through V 5.45	Sheets 8 through 18
V 7.22	Sheets 1 and 2

and on a certain set of Valuation Plans entitled:

"Right Of Way And Track Map Boston And Albany Railroad Operated By The New York Central Railroad Company As Lessee Main Line Scale: 1" = 100' June 30, 1915 Office of Valuation Engineer Boston, Mass." and numbered V 1 Sheets 11 through 22.

Said Plans, showing the property granted within each County, are recorded herewith in the Registry of Deeds of the appropriate County.

The above-described premises are conveyed subject to and with the benefit of easements, reservations, agreements, conditions of title and leases, licenses and agreements applicable to the granted premises in effect and recorded prior to February 3, 1972.

Meaning and intending to convey all and the same premises conveyed to this Grantor by deed of George P. Baker, Richard C. Bond and Jervis Langdon, Jr., Trustees of the property of the Penn Central Transportation Company to be recorded herewith.

This mortgage is upon the statutory condition, for any breach of which the mortgagee shall have the statutory power of sale.

IN WITNESS WHEREOF, the said MASSACHUSETTS BAY TRANSPORTATION AUTHORITY has caused its corporate seal to be hereto affixed and these presents to be signed, acknowledged and delivered in its name and behalf by Henry Sears Lodge its Chairman this 26th day of January, 1973.

Signed and sealed in the presence of:

MASSACHUSETTS BAY TRANSPORTATION AUTHORITY

By Henry Sears Lodge, Chairman

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK: ss

January 26, 1973

Then personally appeared the above-named Henry Sears Lodge and acknowledged the foregoing instrument to be the free act and deed of the corporation, before me

Theodore L. Tillotson
Notary Public

My commission expires: _____

THEODORE L. TILLOTSON, Notary Public
My Commission Expires November 27, 1975

SCHEDULE A

(A) The property comprising the main line right of way of the former Boston and Providence Railroad Company, beginning in Boston and extending in a generally southwesterly direction through Roxbury, Jamaica Plain, Forest Hills, Mount Hope, Clarendon Hills, Hazelwood, Readville, in Suffolk County, and continuing thence in a southwesterly direction through Dedham, Canton, Westwood, Sharon, Sharon Heights, Foxboro, East Foxboro, in Norfolk County, and continuing thence in a southwesterly direction through Mansfield, West Mansfield and Attleboro at the boundary line between the Commonwealth of Massachusetts and the State of Rhode Island in Bristol County.

The former Boston and Providence Railroad Company East Junction Branch Line from East Junction in the City of Attleboro to the boundary line between the Commonwealth of Massachusetts and the State of Rhode Island in the City of Seekonk, all located in Bristol County.

The former Boston and Providence Railroad Company Dedham Branch Line, beginning in Boston, Suffolk County, and extending to Dedham, Norfolk County.

The former Boston and Providence Railroad Company Branch Line between Forest Hills and West Roxbury, all located in Suffolk County.

The former Boston and Providence Railroad Company Branch Line from Canton to Stoughton, all in the County of Norfolk.

The former Boston and Providence Railroad Company Branch Line from West Roxbury in Suffolk County to Dedham in Norfolk County.

(B) The former New York, New Haven and Hartford Railroad Company Branch Line, beginning at Stoughton, Norfolk County, continuing through Easton to Raynham in Bristol County, together with a portion of the former New York, New Haven and Hartford Railroad Company abandoned branch line between Easton and Whittenton Junction, Taunton, all in Bristol County.

The former New York, New Haven and Hartford Railroad Company Branch Line, beginning in West Roxbury, Suffolk County, to Needham, Norfolk County.

The former New York, New Haven and Hartford Railroad Company Branch Line from Cook Street in Newton, Middlesex County, through Needham, Dedham, Dover, Medfield to Millis in Norfolk County.

The former New York, New Haven and Hartford Railroad Company Branch Line between Braintree, Norfolk County, to Plymouth, Plymouth County, passing through Weymouth, Abington, Whitman, Hanson, Halifax, Plympton and Kingston.

The former New York, New Haven and Hartford Railroad Company Branch Line between Readville and Franklin, beginning in Boston, Suffolk County, running through Dedham, Westwood, Norwood, Walpole, Norfolk to Franklin, Norfolk County.

The former New York, New Haven and Hartford Railroad Company Branch Line between Braintree and Campello, beginning in Braintree, running through Randolph, Holbrook and Avon, Norfolk County, continuing thence to Brockton, Plymouth County.

(C) Certain parcels of land originally acquired in the name of the former New York, New Haven and Hartford Railroad Company located within or immediately adjacent to the former Boston and Providence Railroad Company main line between Valuation Stations 2267 + 00 and 305 + 13, included within the red outline on the plans made a part of and filed with the deed granting the properties herein, as follows:

<u>Location</u>	<u>County</u>	<u>Val. map</u>	<u>Valuation CL Sta.</u>	<u>Area</u>
Boston	Suffolk	11(317) 41.1 41 1/2.1 (41.1 41 1/2.1)	2215+0	100 sq. ft.
"	"	"	2216+50	2,000 " "
Hyde Park	"	11(315) 34.1(34)	1833+50	12,750 " "
"	"	11(315) 33.1(33)	1800+0	3,750 " "
Sharon	Norfolk	11(3.13) 21.1(21)	1292+0	4,500 " "
"	"	11(3.13) 19.1A(19-20)	1234+0	4,350 " "
"	"	"	1223+0	5,200 " "
"	"	11(3.13) 19.1(19)	1210+0	40,850 " "
E. Foxboro	"	11(3.13) 17.1(17)	1070+0 to 1097+39	88,285 " "
Foxboro	"	11(3.13) 16.1(16)	1036+10 to 1070+31	95,640 " "
"	"	"	1030+0	22,110 " "
Attleboro	Bristol	11(3.12) 9.1(9)	660+0	21,780 " "
"	"	11(3.11) 7.1(7)	570+0	37,800 " "