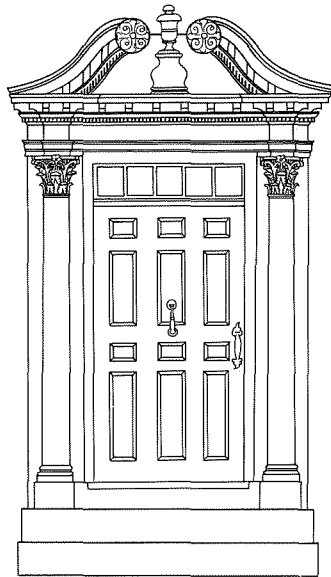


prospectus

february 1, 1969



PORTSMOUTH PRESERVATION *inc.*

19 Sheafe Street, Portsmouth, N.H. 03801

Portsmouth Preservation, Inc. is a profit-making real estate development corporation. The primary goals of the corporation are the purchase and rehabilitation of portions of the Vaughan Street Urban Renewal Project in Portsmouth, and the continuing preservation of architecturally and historically significant buildings for private residential and commercial use.

Portsmouth Preservation, Inc. is negotiating to purchase 9.6 acres of the Vaughan Street Project with some 65 buildings on their original sites or from other parts of the Urban Renewal Area. Current assessed value of this land, with 75 old and new structures, is \$320,050.00 with a market value of \$640,100.00. It is expected that the purchase price will be set by Urban Renewal at a figure well below current market value. The corporation expects the value of its own buildings and others within the area to increase through controls on the major architectural features, through improvement of surrounding properties, and through development of sympathetic adaptive uses for certain structures. Portsmouth Preservation, Inc. intends to sell these properties for more money than the price paid for the area when purchased from the Urban Renewal Authority.

Portsmouth Preservation, Inc. has proposed that six properties be removed or relocated for a planned highway access, seventeen inappropriate structures be removed, and more than a dozen important houses presently slated for demolition be moved to the land to be purchased by the corporation. The projected value of the land and 65 rehabilitated buildings is conservatively estimated at \$1,500,000.00 or an increase of 120% in market value. Evaluations of restored buildings in other parts of Portsmouth indicate increased assessed values of 100 to 400% after rehabilitation. Portsmouth Preservation, Inc. plans to profit from increased property values by maintaining ownership or options on several properties as well as selling homes for private restoration.

Portsmouth Preservation, Inc. was incorporated in New Hampshire in December, 1968, with authorized capital stock consisting of 1000 shares of common stock at \$500.00 par value, each of which is transferable and entitles the holder to one vote at all meetings of the shareholders of the corporation. Article 4, Section 6 of the By-laws of the corporation states that "shares of stock shall be non-assessable." Shareholders are not liable for any corporate debts beyond their investment as determined by the amount of their holding of shares in Portsmouth Preservation, Inc. All shares participate equally in dividends when, and if, declared by the Board of Directors, and on liquidation. Fractional shares have the same rights proportionally as full shares and shareholders have no pre-emptive rights. The corporation's shares were first offered for sale publicly on December 17, 1968.

Investment in Portsmouth Preservation, Inc. will provide the corporation with the capital to insure the preservation of these important buildings. While investment in Portsmouth Preservation, Inc. necessarily involves some risk, it also provides the opportunity to benefit from the growing economy of the community by ownership of stock in a real estate development firm. The officers and directors of the corporation believe that Portsmouth Preservation, Inc. will be a large benefactor from this economic growth through increased real estate values.

Shares of Portsmouth Preservation, Inc. stock may be purchased by writing to the corporation's office at 19 Sheafe Street, Portsmouth, N.H., 03801. Checks should be made out to Portsmouth Preservation, Inc.