

CONSENT AND SUBORDINATION

ENTERPRISE BANK AND TRUST COMPANY, holder of 1) a Construction Mortgage from Exchange Hall, LLC to Enterprise Bank and Trust Company in the original principal amount of \$630,000 dated November 19, 2010, recorded with the Middlesex South District Registry of Deeds (the "Registry") in Book 55882, Page 288 (the "First Construction Mortgage"); 2) an Assignment of Rents from Exchange Hall, LLC to Enterprise Bank and Trust Company dated November 19, 2010, recorded with said Registry in Book 55882, Page 302 (the "First Assignment of Rents"); 3) an Assignment of Plans, Specifications and Approvals from Exchange Hall, LLC to Enterprise Bank and Trust Company dated November 19, 2010, recorded with said Registry in Book 55882, Page 336 (the "Assignment of Plans"); 4) a Construction Mortgage from Exchange Hall, LLC to Enterprise Bank and Trust Company in the original principal amount of \$232,000 dated January 25, 2013, recorded with said Registry in Book 61052, Page 135 (the "Second Construction Mortgage"); and 5) an Assignment of Rents from Exchange Hall, LLC to Enterprise Bank and Trust Company dated January 25, 2013, recorded with said Registry in Book 61052, Page 149 (the "Second Assignment of Rents" and together with the First Construction Mortgage, the First Assignment of Rents, the Assignment of Plans, and the Second Construction Mortgage being collectively referred to herein as the "Mortgage Documents") hereby consents to the submission of the premises commonly known as 2 School Street in the Town of Acton, Middlesex County, Massachusetts, which premises are encumbered by the Mortgage Documents, to the terms and provisions of a Preservation Restriction Agreement between the Town of Acton and Exchange Hall, LLC dated _____ and being recorded in said Registry simultaneously herewith (the "Preservation Restriction"), and further agrees that the Mortgage Documents shall be and hereby are subordinate in all respects to the Preservation Restriction and the terms and provisions thereof as if the Preservation Restriction had been made, executed, delivered, and recorded prior to the making, execution, delivery and recording of the Mortgage Documents.

[Signature Page Follows]

Executed as a sealed instrument this 28th day of May, 2013.

ENTERPRISE BANK AND TRUST COMPANY

BY Lauretta T. Doyle
Name: Lauretta T. Doyle
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, SS.

On this 28th day of May, 2013, before me, the undersigned notary public, personally appeared Lauretta T. Doyle proved to me through satisfactory evidence of identification, which was:
[] personally known to me to have the identity claimed; or
[x] examination of Massachusetts Driver's License, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he/she signed it voluntarily for its stated purpose as Vice President [title] of Enterprise Bank and Trust Company.

Melissa A. Rodrigues
Notary Public: Melissa A. Rodrigues

My Commission Expires: March 13, 2020

[apply seal]