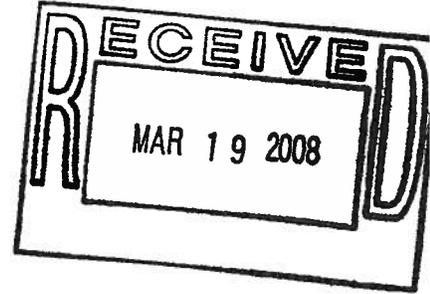


ANDERSON & KREIGER LLP

BOS MAIL
3/21/08

DEBORAH HALL ANDREWS
dandrewss@andersonkreiger.com
Direct phone: 617-621-6513
Direct fax: 617-621-6613



March 17, 2008

Mr. John Murray
Acting Town Manager
Town of Acton
472 Main Street
Acton, Massachusetts 01720

Re: Amended Conservation Restriction
Haartz Corporation to the Town of Acton Conservation Commission

Dear John:

In connection with Amended Conservation Restriction from Haartz Corporation to the Town of Acton Conservation Commission, enclosed please find recorded copies of the following documents:

1. Amended Conservation Restriction
(Recorded at Middlesex South Registry of Deeds in Book 50696, Page 555);
2. Affidavit Under M.G.L., Chapter 183, Section 5B
(Recorded at Middlesex South Registry of Deeds in Book 50844, Page 551);
3. Secretary's Certificate for The Haartz Corporation
(Recorded at Middlesex South Registry of Deeds in Book 50844, Page 552);
and
4. Legal Existence and Good Standing Certificate for The Haartz Corporation
(Recorded at Middlesex South Registry of Deeds in Book 50844, Page 553).

As you know, this Amended Conservation Restriction incorporates two additional parcels comprising 6.3 acres of abutting land into an original Conservation Restriction that is dated September 16, 1997 and recorded with the Middlesex South Registry of Deeds in Book 27757, Page 537. This Amended Conservation Restriction places the same terms and restrictions on the additional 6.3 acres as those that were applicable to the original 14.5 acres of land.

As always, please feel free to call me or Ryan should you have any questions.

Very Truly Yours,

Deborah Hall Andrews
Deborah Hall Andrews
Senior Paralegal

Enclosures

15



Bk: 50696 Pg: 555 Doc: AMEND
Page: 1 of 15 02/08/2008 10:09 AM

Amended Conservation Restriction

I. GRANTOR CLAUSE:

The Haartz Corporation, a Massachusetts corporation having its principal place of business at 87 Hayward Road, Acton, Massachusetts ("Grantor"), acting pursuant to Sections 31, 32 and 33 of Chapter 184 of the General Laws,

grants to

The Inhabitants of the Town of Acton, acting solely through its Conservation Commission and its successors and permitted assigns ("Grantee") in perpetuity and for conservation purposes, the following described Conservation Restriction on two parcels of land located in the Town of Acton, Massachusetts, constituting approximately 6.3 acres, said parcels being described as Parcel 2 and Parcel 3 on Exhibit A attached hereto (the "Premises").

II. PURPOSES:

This instrument confirms and extends the Conservation Restriction previously granted to the Inhabitants of the Town of Acton on September 16, 1997, recorded with the Middlesex South District Registry of Deeds at Book 27757, Page 537, and which affected only the 14.5-acre parcel identified in Exhibit A as "Parcel 1." The purpose of this Amended Conservation Restriction is to make the two additional parcels of land listed in Exhibit A, and adjoining the originally restricted parcel, subject to the same restrictions as noted herein. Nothing in this Amended Conservation Restriction shall be deemed to release, waive or eliminate any restrictions previously imposed.

The Premises, comprised of approximately 6.3 acres of land (and/or water) which contain special qualities the protection of which in their predominately natural or open condition will be of benefit to the public. This land consists now of a mature upland forest of red oak, and white pine. The adoption of the conservation restriction would establish a perpetual buffer between industrially-zoned land and residentially-zoned land. This is intended to meet one of the goals set forth in the Kelley's Corner Specific Area Plan, Prepared by the Kelley's Corner Planning Committee Report and the Acton Planning Department, dated June 1995. Conservation interests include open space for wild animals living in the area and maintaining green areas for carbon dioxide absorption.

III. PROHIBITED ACTS AND USES, EXCEPTIONS THERETO, AND PERMITTED USES:

A. Prohibited Acts and Uses. Subject to the exceptions set forth in Paragraph B below, the following acts and uses are prohibited on the Premises:

1. Constructing or placing of any building, tennis court, landing strip, mobile home, swimming pool, asphalt or concrete pavement, sign, billboard or other advertising

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CHZ/mjb

display, antenna, utility pole, tower, conduit, line or other temporary or permanent structure or facility on, below or above the Premises;

2. Mining, excavating, dredging or removing from the Premises of soil, loam, peat, gravel, sand, rock or other mineral resources or natural deposit;
3. Placing, filling, storing or dumping on the Premises of soil, refuse, trash, vehicle bodies or parts, rubbish, debris, junk, waste or other substance or material whatsoever or the installation of underground storage tanks;
4. Activities detrimental to drainage, flood control, water conservation, erosion control or soil conservation;
5. Cutting of trees within 25' of boundary adjacent to residences on charter Road and also boundary adjacent to Charter Road, except as permitted by sections III, B. 7, 8 and 10.
6. Any other use of the Premises or activity which would materially impair significant conservation interests unless necessary for the protection of the conservation interests that are the subject of this Conservation Restriction.

B. Exceptions to otherwise Prohibited Acts and Uses. The following acts and uses otherwise prohibited in Subparagraph A are permitted but only if such acts or uses do not materially impair significant conservation interests.

1. Excavation and removal from the Premises or addition to the Premises of soil, gravel or other mineral resource or natural deposit as may be incidental to the installation or maintenance or removal of septic systems, utilities, or to the maintenance of good drainage, soil conservation practices or to other permissible use of the Premises and/or the remainder of the land presently owned by the Grantor.
2. The maintenance of piles of limbs, brush, leaves and similar biodegradable material provided such piles are not conspicuous or otherwise interfere with the conservation objectives of this Conservation Restriction.
3. The placement or construction of facilities for the development and utilization of energy resources, wind, and solar for use principally on the Premises and/or the remainder of the land presently owned by the Grantor subject to Conservation Commission approval, which agreement will not unreasonably be withheld.
4. Division of the Premises in which case the Grantor shall make reference to this restriction in the conveyance, subject to approval of the Conservation Commission, which approval will not unreasonably be withheld.
5. The placing of fences that do not interfere with the conservation purposes of this restriction and which permit the passage of small animals.

6. Digging or drilling of water wells.
 7. Selective cutting of trees for fire protection, unpaved trail and road maintenance, tick control, or otherwise to preserve the present condition of the Premises.
 8. Woodland and meadow operations carried on in accordance with sound agricultural and forest management practices (including but not limited to the mowing of meadows, and the selective cutting and planting of trees). By way of example, an area would be cleared for meadow in the event of installation of a leaching field.
 9. Erection of signs by the Grantor or Grantee identifying the Grantee as holder of the restriction and to educate the public about the conservation values protected and any limitations relating to public access.
 10. Installation and maintenance of leaching field and/or other subsurface septic treatment facilities to serve the remainder of the Grantor's property including the existing buildings amounting to 332,000 sq. ft.± and up to an additional 92,000 square feet of building floor space all on other, adjacent land of the Grantor. It is agreed that any septic treatment system on the Premises shall only be used to serve up to an additional 90,000 square feet of floor area on the Grantor's adjacent land, unless the present system fails, in which event the Premises may be used for a system to serve all buildings on the Grantor's adjacent premises including up to an additional 92,000 square feet of floor area. Under no circumstances shall the system installed in this area be used to serve more than 424,000 square feet.
 11. Continued existence, maintenance and ongoing repair of existing driveway over southeast corner of the 14.5-acre parcel identified in Exhibit A as "Parcel 1" and the right to use the driveway for the benefit of the remaining land of Grantor for all purposes for which other driveways are used on said remaining land of the Grantor, but in no event shall the width of the driveway within the restricted area be increased.
- C. Permitted Acts and Uses. All acts and uses not prohibited by Subparagraphs A and B are permissible.

IV. LEGAL REMEDIES OF THE GRANTEE:

A. Legal and Injunctive Relief

Grantee shall have the right to enforce this Conservation Restriction by appropriate legal proceedings and to obtain injunctive and other equitable relief against any violations, including, without limitation, relief requiring restoration of the Premises to its condition prior to the time of the injury complained of (it being agreed that the Grantee may have no adequate remedy at law), and shall be in addition to, and not in limitation of, any other rights and remedies available to the Grantee.

B. Reimbursement of Costs of Enforcement

The Grantor, and thereafter the successors and assigns of the Grantor covenant and agree to reimburse the Grantee for all reasonable costs and expenses (including without limitation counsel fees) incurred in enforcing this Conservation Restriction or in remedying or abating any violation thereof.

C. Grantee Disclaimer of Liability

By its acceptance of this Conservation Restriction, the Grantee does not undertake any liability or obligation relating to the condition of the Premises.

D. Severability Clause

If any provision of this Conservation Restriction shall to any extent be held invalid, the remainder shall not be affected.

E. Non-waiver

Any election by the Grantee as to the manner and timing of its right to enforce this Conservation Restriction or otherwise exercise its rights hereunder shall not be deemed or construed to be a waiver of such rights.

V. ACCESS:

The Conservation Restriction hereby conveyed does not grant to the Grantee, to the general public, or to any other person any right to enter upon the Premises except there is granted to the Grantee and its representatives the right to enter the Premises at reasonable times and in a reasonable manner for the purpose of inspecting the same to determine compliance herewith.

VI. ASSIGNABILITY:

A. Running of the Burden

The burdens of this Conservation Restriction shall run with the Premises in perpetuity, and shall be enforceable against the Grantor and the successors and assigns of the Grantor holding any interest in the Premises.

B. Execution of Instruments

The Grantee is authorized to record or file any notices or instruments appropriate to assuring the perpetual enforceability of this Conservation Restriction; the Grantor on behalf of themselves and their successors and assigns appoint the Grantee their attorney-in-fact to execute, acknowledge and deliver any such instruments on their behalf. Without limiting the foregoing, the Grantor and their successors and assigns agree themselves to execute any such instruments upon request.

C. Running of the Benefit

The benefits of this Conservation Restriction shall be in gross and shall not be assignable by the Grantee, except in the following instances and from time to time:

- (i) as a condition of any assignment, the Grantee requires that the purpose of this Conservation Restriction continue to be carried out, and
- (ii) the assignee, at the time of assignment, qualifies under section 170(h) of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder, and under Section 32 of Chapter 184 of the General Laws as are eligible donee to receive this Conservation Restriction directly.
- (iii) the provisions of Article 97 of the Amendments to the State Constitution are complied with.

VII. SUBSEQUENT TRANSFERS:

The Grantor agrees to incorporate by reference the terms of this conservation Restriction in any deed or other legal instrument by which they divest themselves of any interest in all or a portion of the Premises.

VIII. ESTOPPEL CERTIFICATES:

Upon request by the Grantor, the Grantee shall within twenty (20) days execute and deliver to the Grantor any document, including an estoppel certificate, which certifies the Grantor compliance with any obligation of the Grantor contained in this Conservation Restriction.

IX. EFFECTIVE DATE:

This Amended Conservation Restriction shall be effective when the Grantor and the Grantee have executed it, and it has been recorded in the Middlesex South District Registry of Deeds.

In witness whereof The Haartz Corporation has caused its corporate seal to be hereto affixed and these presents to be signed in its name and on its behalf by Eric R. Haartz, its Chief Executive officer this 27th day of *March*, 2006.

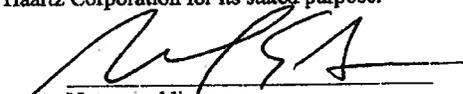
THE HAARTZ CORPORATION

By: 
Eric R. Haartz,
Chief Executive Officer

COMMONWEALTH OF MASSACHUSETTS

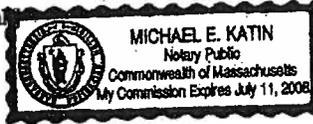
Middlesex, ss:

On this 27th day of MARCH 2006, before me, the undersigned notary public, personally appeared Eric R. Haartz, proved to me through satisfactory evidence of identification, which was driver's license passport / employee ID card / _____ to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily on behalf of The Hartz Corporation for its stated purpose.



Notary public
My commission expires:

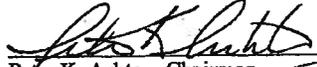
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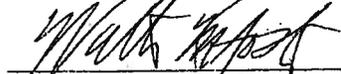


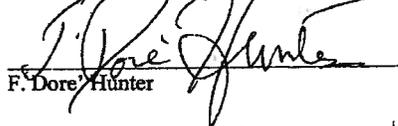
ACCEPTANCE BY SELECTMEN

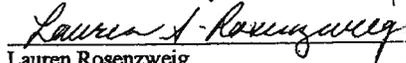
We the undersigned, being a majority of the Selectmen of the Town of Acton, Massachusetts hereby certify that at a meeting duly held on March 27, 2006 the Selectmen voted to accept the foregoing Amendment to Conservation Restriction to the Town of Acton acting through its Conservation Commission, pursuant to M.G. L. Chapter 40 section 8C and Chapter 184 section 32.

Acton Board of Selectmen,


Peter K. Ashton, Chairman


Walter M. Foster, Vice-Chairman


F. Dore Hunter

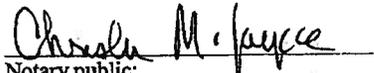

Lauren Rosenzweig

Andrew Magee

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss:

On this 27 day of March 2006, before me, the undersigned notary public, personally appeared The Board of Selectmen, proved to me through satisfactory evidence of identification, which was driver's license / passport / employee ID card / to be the person(s) whose name(s) is/are signed on the preceding or attached document, and acknowledged to me that he/she/they signed it voluntarily on behalf of the Board of Selectmen of the Town of Acton for its stated purpose.

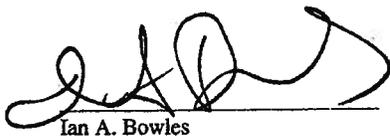

Notary public:
My commission expires: Sept 26, 08

APPROVAL BY SECRETARY OF ENERGY AND ENVIRONMENTAL AFFAIRS
COMMONWEALTH OF MASSACHUSETTS

The undersigned, Secretary of Executive Office of Energy and Environmental Affairs of the Commonwealth of Massachusetts, hereby certifies that the foregoing Conservation Restriction to the Town of Acton has been approved in the public interest pursuant to Massachusetts General Laws, Chapter 184, Section 32. The terms of this Conservation Restriction include the agreement attached hereto as Exhibit B clarifying the intent and understanding of the parties regarding the terms contained therein.

Approval of this Conservation Restriction pursuant to M.G.L. Chapter 184, Section 32 by the Secretary of Energy and Environmental Affairs is not to be construed as representing the existence or non-existence of any pre-existing rights of the public, if any, in and to the Premises, and any such pre-existing rights of the public, if any, are not affected by the granting of this Conservation Restriction.

Dated: 5/21, 2007

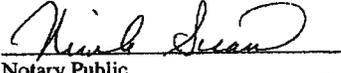


Ian A. Bowles
Secretary of Energy and
Environmental Affairs

S. Clark
Middlesex, ss:

COMMONWEALTH OF MASSACHUSETTS

On this 21st day of MAY, 2007, before me, the undersigned notary public, personally appeared Ian A. Bowles proved to me through satisfactory evidence of identification which was personal knowledge to be the person whose name is signed on the proceeding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as Secretary of Energy and Environmental Affairs for the Commonwealth of Massachusetts.



Notary Public
My Commission Expires: 12/15/2011

Exhibit A

PARCEL 1 (Existing Area of Conservation Restriction)

That certain parcel of land which is shown as the "Residential (R2)" portion of the property shown on "Plan of Land in Acton, Mass. Owned By: Haartz Auto Fabric Company, dated February 9, 1976, recorded with Middlesex South District Registry of Deeds at the End of Book 12956.

Said parcel is more particularly bounded and described as follows:

Southwesterly by Charter Road seventy-four and 18/100 (74.18) feet;

Northerly by land of Charter Oaks Realty Trust, as shown on said plan, one hundred ninety-seven and 77/100 (197.77) feet;

Westerly by said land of Charter Oaks Realty Trust, as shown on said plan, two hundred fifty-two and 56/100 (252.56) feet;

Southerly by said land of Charter Oaks Realty Trust, as shown on said plan, eighty-five and 51/100 (85.51) feet;

Westerly by land of James E. Jr. and Barbara Ryan, as shown on said plan, eighty and 5/100 (80.05) feet;

Southerly by said land of Ryan, as shown on said plan, thirty-nine and 9/100 (39.09) feet;

Westerly by land of Raymond J. & Catherine F. Grey and land of Donald E. & Joan B. Westcott; as shown on said plan, four hundred twenty and 48/100 (420.48) feet;

Northwesterly by the wall at land of charter, as shown on said plan, seventy-three and 90/100 (73.90) feet;

Westerly by the wall at land of Charter, as shown on said plan, by two courses, nineteen and 62/100 (19.62) and forty and 46/100 (40.46) feet, respectively;

Northwesterly by the wall at land of Charter, as shown on said plan, by two courses, sixty-three and 69/100 (63.69) and two hundred seventy-eight and 24/100 (278.24) feet, respectively;

Northeasterly by the wall at land of the Commonwealth of Massachusetts, as shown on said plan, by two courses, one hundred forty-two and 78/100 (142.78) and three hundred forty-two and 25/100 (342.25) feet, respectively;

Easterly by "Industrial (I-1)" land of Grantor eight hundred sixty-six and 44/100 (866.44) feet;

southerly by "Industrial (I-1)m land of Grantor, as shown on said plan, by two courses, two hundred nineteen and 99/100 (219.99) and five hundred twenty-six and 79/100 (526.79) feet, respectively;

Containing 14.46 acres of land, as shown on said plan, by computation.

For title, see deed recorded with said deeds in Book 11316, Page 750.

PARCEL 2 (Area Being Added to Conservation Restriction)

That certain parcel of land which is shown as Parcel C consisting of 245,943 ± square feet shown on a plan entitled "Plan of Land in Acton, Massachusetts (Middlesex County) For: The Haartz Corporation" Scale: 1" = 40' dated January 23, 2006 (revised: June 8, 2006 (Zoning)), prepared by Stanski and McNary, Inc., attached hereto as Exhibit 1, being a portion of the property owned by Haartz Corporation by deed from the Commonwealth of Massachusetts dated September 8, 2005, recorded with said Registry of Deeds in Book 46070, Page 388.

Said Parcel C is more particularly bounded and described as follows:

- SOUTHERLY by Other Land of The Haartz Corporation two hundred Twenty Five and no/100 (225.00) feet;
- EASTERLY by the westerly line of Route 2 in two courses measuring nine hundred sixteen and 17/100 (916.17) feet and sixty four and 32/100 (64.32) feet, respectively;
- NORTHERLY by parcels of land now or formerly Kailas & Yasodara Aravinthan, Sanjay K. Ashtanan and Vandana Sahay and Edward H. Stevens, in two (2) courses measuring one hundred thirty six and 18/100 (136.18) feet and one hundred thirty seven and 96/100 (137.96) feet, respectively;
- WESTERLY by two parcels of land now or formerly of Dean A. and Marcia Charter in two (2) courses measuring one hundred seventy five and no/100 (175.00) feet and two hundred twenty six and 38/100 (226.38) feet, respectively;
- SOUTHERLY by Parcel D as shown on said plan one hundred twenty and no/100 (120.00) feet;
- WESTERLY by Parcel D as shown on said plan one hundred forty and 29/100 (140.29) feet;
- SOUTHERLY by Parcel B as shown on said plan two hundred forty three and 14/100 (243.14) feet; and
- WESTERLY by Parcel B as shown on said plan three hundred sixty and 98/100 (360.98) feet.

PARCEL 3 (Area Being Added to Conservation Restriction)

That certain parcel of land which is shown as Parcel D consisting of 33,806 ± square feet shown on a plan entitled "Plan of Land in Acton, Massachusetts (Middlesex County) For: The Haartz Corporation" Scale: 1" = 40' dated January 23, 2006 (revised: June 8, 2006 (Zoning)), prepared by Stamski and McNary, Inc., attached hereto as Exhibit 1, being a portion of the property owned by Haartz Corporation (f/k/a Haartz Auto Fabric Company) by deed recorded with said deeds in Book 11316, Page 750.

Said Parcel D is more particularly bounded and described as follows:

SOUTHERLY	by Other Land of The Haartz Corporation twenty two and 58/100 (22.58) feet;
WESTERLY	by Other Land of The Haartz Corporation in two (2) courses measuring three hundred forty two and 28/100 (342.28) feet and one hundred forty two and 94/100 (142.94) feet, respectively;
NORTHERLY	by Parcel B as shown on said plan one hundred twenty and no/100 (120.00) feet; and
EASTERLY	by Parcel B and Parcel C as shown on said plan five hundred two and 01/100 (502.01) feet.

Parcels 1, 2 and 3, above, are also shown on a plan entitled "Plan of Land in Acton, Massachusetts (Middlesex County)" Scale: 1" = 200' dated January 30, 2006, prepared by Stamski & McNary, Inc., a copy of which is attached hereto as Exhibit 2. Parcel 1 is shown on Exhibit 2 as "Existing Area of Conservation Restriction (15+/- AC)", Parcel 2 is shown on Exhibit 2 as "Parcel C" and Parcel 3 is shown on Exhibit 2 as "Parcel D."

Exhibit B

The following constitutes a clarification of the intent and understanding of the parties to the Amended Conservation Restriction to which this Exhibit B is attached and in the event of any discrepancy between the language appearing in this Exhibit B and the Amended Conservation Restriction, the language of this Exhibit B will control:

1. Notwithstanding anything in Article III to the contrary, no snowmobiles, motorcycles, mopeds, all-terrain vehicles, bicycles, trail bikes, or any other motorized or non-motorized vehicles of any kind shall be used, parked, stored, maintained, operated or otherwise allowed on the Premises except for vehicles necessary for allowed uses and for public safety (i.e., fire, police, ambulance, other government officials) in carrying out their lawful duties.
2. Notwithstanding anything in Article III, paragraph 10 to the contrary, in the event that a portion of the Premises are used for the installation and maintenance of a leaching field and/or any other subsurface septic treatment the facility, Premises shall continue to be fully maintained as a meadow habitat.
3. Notwithstanding anything in Article IX to the contrary, this Amended Restriction Conservation shall be effective when the Grantor and the Grantee have executed the it, administrative Approvals required by Section 32 of Chapter 184 of the General Laws have been obtained, and it has been recorded in the Middlesex South District Registry of Deeds. The Grantee shall record this instrument in a timely fashion.

REGISTRY OF DEEDS
SOUTHERN DISTRICT
ATTEST:

Angela C. Brune

REGISTER

Handwritten initials

AFFIDAVIT UNDER M.G.L., CHAPTER 183, SECTION 5B

Property Address: Property owned by The Haartz Corporation in Acton, MA

Title Reference: Conservation Restriction dated September 16, 1997 recorded with the Middlesex South Registry of Deeds in Book 27757 page 537 and the Amended Conservation Restriction ("Amended Restriction") dated March 27, 2006 recorded with said Registry in Book 50696 page 555

I, Michael E. Katin, an attorney at law with offices at Acton, Middlesex County, Massachusetts having personal knowledge of the facts herein stated under oath depose and say as follows:

1. The undersigned caused to be recorded the Amended Restriction on February 8, 2008
2. Due to inadvertence, the Secretary's Certificate of Vote, the original of which is attached hereto, was not recorded with the Amended Restriction. Furthermore, the Certificate of Good Standing for The Haartz Corporation, recorded herewith, should be referenced to the Amended Restriction.

Signed under the pains and penalties of perjury this 19th day of February, 2008.



Bk: 50844 Pg: 551 Doc: AFF
Page: 1 of 2 03/07/2008 10:38 AM

Handwritten signature of Michael E. Katin

Michael E. Katin

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss:

On this 19th day of February, 2008, before me, the undersigned notary public, personally appeared ~~IN PERSON~~ known to me, proved to me through satisfactory evidence of identification, which was a driver's license, passport, employee I.D. card or known to me, to be the person whose name is signed on the preceding or attached document, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief.

*Michael E. Katin

Handwritten signature of Eugene C. Burns
Handwritten signature of Michele J. Bedell
Notary Public
Attest Middlesex S. Register My commission expires: 12/12/2014

F:\CORP\CLIENT\HAARTZ\CORPORATION\AFFIDAVIT-VOTE FOR RESTRICTION



MICHELE J. BEDELL
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 12, 2014

RETURN TO:
SCHEIER & KATIN, P.C.
103 GREAT ROAD
ACTON, MA 01720

SECRETARY'S CERTIFICATE

I, Eric R. Haartz, do hereby certify that I am the Secretary of The Haartz Corporation, a Massachusetts Corporation duly established by law, and that by consent of the Board of Directors of the Corporation, the following vote, was passed:

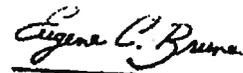
"VOTED: That the Chief Executive Officer ("CEO"), was authorized to take any and all steps necessary to grant an Amended Conservation Restriction to the Town of Acton dated March 27, 2006 and duly recorded with the Middlesex County Southern District Registry of Deeds in Book 50696 page 555, and that he be, and hereby is, authorized and directed to execute any and all documents necessary to accomplish the foregoing; that the CEO be, and hereby is, authorized and empowered for and on behalf of said Corporation, and as and for its corporate act and deed, to sign, acknowledge and deliver in the name of said Corporation, and affix the corporate seal to any and all deeds, discharges, assignments, partial releases, mortgages, notes, extensions of mortgages, waivers, and any and all other instruments relating to real estate or personal property in which the Corporation at any time may have any interest whatever, and this authority shall continue until a certificate evidencing the revocation thereof, shall be recorded with the Registry of Deeds in which this certificate is recorded, with regard to all real estate covered by said Registry of Deeds.

And I further certify that the present ^{Chief} Officers of the Corporation ^{is} ~~are~~, Chief Executive Officer: Eric R. Haartz, and that the foregoing vote is now in full force and effect. E.R.H.

A TRUE COPY.

ATTEST:


Eric R. Haartz


Eugene C. Berra
Assistant Middlesex County Registrar

f:\corp\client\haartzcorporation\secretary's cert-conservation restriction

RETURN TO:
SCHEIER & KATIN, P.C.
103 GREAT ROAD
ACTON, MA 01720

OK



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

February 11, 2008

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

THE HAARTZ CORPORATION

is a domestic corporation organized on **September 21, 1922**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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Bk: 60844 Pg: 553 Doc: CERT
Page: 1 of 1 03/07/2008 10:38 AM

Eugene C. Burns
Attest Middlesex S. Register



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth

Processed By: njm

RETURN TO:
SCHEIER & KATIN, P.C.
103 GREAT ROAD
ACTON, MA 01720



Mr. Peter Ashton, Chairman
Board of Selectmen
Acton Town Hall
472 Main Street
Acton, MA 01720

January 9, 2006

Dear Mr. Ashton,

Mr. Dick Hatfield talked with you and other Selectmen about The Haartz Corporation's intentions for the approximately 7.6 acres of land bought from the Commonwealth of Massachusetts in the DCAM auction of June 28, 2005. Technically the land consists of two parcels, but I will refer to them both as a singular land unit, here. At request of Mr. Roland Bartl, I offer this letter as statement of our intentions with respect to that land. Based on our best ability to anticipate future land-use needs, we would like to have the entire 7.6 acres rezoned to industrial land, and secure the majority of that former state property in a conservation restriction. This would supplement the buffer zone between our plant and our residential neighbors. We would like to keep a smaller portion of the land open to possible future use in connection with our business operations here.

Presuming that you have familiarity with the property in question here (and if not, we will be happy to furnish a plot plan), we would like to keep the southwesterly two acres open for potential future use. This end is nearest to our existing business facilities, and although we have no specific use in mind right now, we want to keep open the option for facility needs, consistent with all applicable zoning regulations now in force for industrially zoned Acton land.

The larger portion of the subject land, approximately 5.6 acres comprising the northerly and easterly part of the property, is what we would like to secure in a conservation restricted status. The industrial zoning of this portion would enable the acreage to count in the denominator of our floor area ratio. Based on internal conversations here with Mr. Hatfield, I understand this to be mutually desirable to our neighbors and to the Town. Ten years ago, the citizens of the Town kindly voted to approve the rezoning of some 15 acres of our Hayward Road property in preparation for securing conservation restricted status, and the Commonwealth was kind enough to grant that status. Ideally, we would like to expand that conservation restriction to encompass the approximately 5.6 acres under consideration now.

If you have further questions regarding this proposal, feel welcome to contact Dick Hatfield or me (if via telephone, call 978-264-2600).

Sincerely,

The Haartz Corporation
Eric R. Haartz, C.E.O.

c. Mr. Don Johnson
Mr. Dick Hatfield