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CLERK'S CERTIFICATE

I, Marshall L. Field, do hereby certify that I have been duly elected to, and now hold, the office of Clerk of Proprietors of the Locks and Canals on Merrimack River, a corporation duly organized and existing under the laws of The Commonwealth of Massachusetts; that at a Special Meeting of the Board of Directors of said Corporation, duly held on October 15, 1980, at which a majority of the Directors were present and acting throughout, the following Vote was unanimously adopted and that said Vote is in full force and effect as of the date hereof without any change whatsoever:

"VOTED: To ratify and confirm the actions taken by the President, Melvin G. Loxberg, in negotiating and executing an Agreement with Wang Laboratories with regard to the water level of the Merrimack River, which Agreement is dated August 26, 1980. A copy of said Agreement is on file with the corporate records."

I hereby further certify that there are no provisions in the Charter or Bylaws of this Corporation limiting the power of the Board of Directors to adopt the foregoing Vote, and that the same is in conformity with the provisions of said Charter and Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said Corporation this tenth day of December, 1980.

Marshall L. Field
 Marshall L. Field, Clerk



Dick

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 452-4521*

BK2461**BK2461 PG 20**AGREEMENT

AGREEMENT made as of the twenty-sixth day of August 1980 by and between The Proprietors of The Locks and Canals on Merrimack River, a Massachusetts corporation having an usual place of business in Lowell, Massachusetts ("Proprietors"), and Wang Laboratories, Inc., a Massachusetts corporation having a principal place of business in Lowell, Massachusetts ("Wang").

W I T N E S S E T H :

WHEREAS, Wang has acquired two parcels of land on or adjacent to the Merrimack River in Lowell, Massachusetts, which parcels are shown as Parcels V and W on two plans recorded with Middlesex North District Registry of Deeds in Plan Book 130, Pages 42 and 43, and which are more particularly described in a deed to Wang recorded with said Deeds in Book 2401, Page 675 (the "Land"); and

WHEREAS, Wang desires to make improvements on the Land; and

WHEREAS, prior to the commencement of this work, Wang desires to determine the normal water levels of the Merrimack River at the Land; and

WHEREAS, the Proprietors are agreeable to establishing maximum heights of any structure ("Structure") to be placed

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above the capstones of its Pawtucket Dam in Lowell, Massachusetts.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration paid by Wang to the Proprietors, the receipt whereof is hereby acknowledged, the Proprietors hereby agree not to maintain any Structure at their Pawtucket Dam at an elevation over ninety-two and 2/10 (92.2) feet above mean sea level, U.S.G.S. Gauge, during the months of July, August, September, October, November, December, January and February, and not to maintain any Structure at an elevation over ninety-one and 2/10 (91.2) feet above mean sea level, U.S.G.S. Gauge, during the months of March, April, May and June, said two elevations being five (5) feet and four (4) feet, respectively, above the capstone of said Pawtucket Dam. The Proprietors further agree that Structure is defined as flashboards or other means of a similar nature which will fail to hold back water if the river rises one (1) foot above the level of the Structure.

The Proprietors hereby acknowledge that they have no other rights to raise the water above the Pawtucket Dam, as such rights may affect the Land, other than the rights set forth herein.

This agreement shall be binding upon and shall inure to the benefit of the Proprietors and Wang and their successors and assigns.

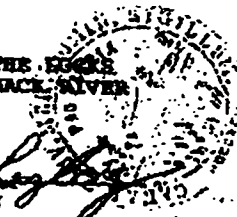
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WITNESS the execution hereof under seal as of the day
and year first above written.

THE PROPRIETORS OF THE LOCKS
AND CANALS ON MERRIMACK RIVER

By *Melvin G. Lesberg*
Melvin G. Lesberg



COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

August 26, 1980

Then personally appeared the above-named Melvin G.
Lesberg and acknowledged the foregoing instrument to be the
free act and deed of The Proprietors of The Locks and Canals
on Merrimack River, before me

Richard G. Drury
Richard G. Drury - Notary Public
My commission expires Nov. 21,
1986

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