

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
 RESOLUTION NO. 09-03-15  
 March 24, 2009

**AUTHORIZING EXECUTION AND DELIVERY OF MORTGAGE RELATING TO  
 MEDIA ACCESSORIES.COM, INC.**

**WHEREAS**, the St. Lawrence County Industrial Development Agency (“Agency”) has previously approved a project for Media Accessories.com, Inc, (“Media”), and

**WHEREAS**, the project will also require Media to acquire funding from Greater Massena Economic Development Fund (“GMEDF”), and

**WHEREAS**, such additional funding will require a first mortgage to GMEDF, and

**WHEREAS**, the Agency will hold title to the project pursuant to the financing documents, and

**WHEREAS** the mortgage will require the Agency as an accommodation party,

**NOW, THEREFORE, BE IT RESOLVED** that the Chairman, Vice-Chairman and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the mortgage to GMEDF and all documents reasonably contemplated by this resolution, and where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency to said documents as required and to attest the same; provided in all events recourse against the Agency is limited to the Agency’s interest in the project.

Move:	Greenwood			
Second:	Weekes			
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins	X			
Greenwood	X			
LaBaff	X			
McMahon	X			
Morrill	X			
Staples	X			
Weekes	X			

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

*/s/ Natalie A. Sweatland*

Natalie A. Sweatland  
 03/24/2009