

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			
VOTE	AYE	NAY	ABSTAIN	ABSENT
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