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AMENDMENT TO REGULATORY AGREEMENT

Reference is hereby made to a Regulatory Agreement dated July 20, 2006 by and between Ellsworth Village, LLC, a Massachusetts Limited Liability Company, having an address at 25 Westford Lane, Acton, MA 01720 ("Developer") and the Town of Acton, acting by and through its Board of Selectmen, having an address of 472 Main Street, Acton, MA 01720 (the "Municipality") and recorded with the Middlesex South District Registry of Deeds, Book 47846, Page 246 ("Regulatory Agreement").

Whereas, said Regulatory Agreement affects and encumbers the Affordable Units 17, 22 and 31 of the Ellsworth Village Condominium pursuant to paragraph 1 (incorrectly now numbered 6 at the top of page 2) contained therein;

Whereas, the Developer has requested the Municipality to re-designate one Affordable Unit to be located in Unit 30 instead of Unit 22;

Whereas, the Municipality has agreed to said re-designation pursuant to Amendment #2 of Decision 05-01, Ellsworth Village Senior Residence Special Permit recorded with the Middlesex South District Registry of Deeds, Book 52403, Page 291;

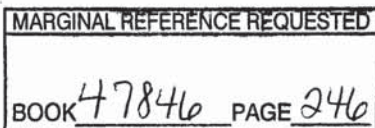
Now, therefore, paragraph 1 of the Regulatory Agreement is hereby amended as follows:

"1. This Regulatory Agreement affects and encumbers only the Affordable Units being Units numbered 17, 30 and 31 of the Ellsworth Village Condominium.

Unit Distribution. The distribution of the Affordable Units by Unit size shall be as set forth below:

	Unit 17	Unit 30	Unit 31
Initial Certified Sales Price	\$150,000.00	\$150,000.00	\$150,000.00"


In all other regards said Regulatory Agreement shall continue in full force and effect.



The Law Office of
 CHRISTINE MORGAN
 Patriot Square Building
 179 Great Road • Acton, MA 01720

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as a sealed instrument as of the date first above written.


DEVELOPER:
ELLSWORTH VILLAGE, LLC





Michael J. Jeanson
Authorized Signatory

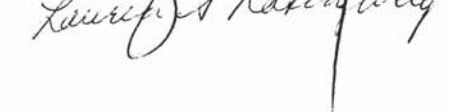
MONITORING AGENT AND MUNICIPALITY

The Town of Acton
Board of Selectmen





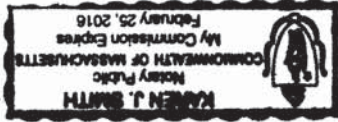




COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this 21 day of October, 2009, then personally appeared before me, the undersigned notary public, Michael J. Jeanson, proved to me through satisfactory evidence of identification, which was personally known to be the person to whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purposes as Authorized Signatory of Ellsworth Village, LLC, as aforesaid.



Karen J. Smith
 Notary Public Karen J. Smith
 My commission expires: 2-25-16

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss

On this 5th day of October, 2009, then personally appeared before me, the undersigned notary public, Acton Board of Selectmen proved to me through satisfactory evidence of identification, which was personally known to be the person to whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purposes as Authorized Signatory for the Town of Acton, as aforesaid.

Gail L. Sawyer
 Notary Public
 My commission expires: March 18, 2016

