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DAVID M. MOORE
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April 2, 2009

Todd K. Helwig, Esq.
Mirick O'Connell
100 Front Street
Worcester, MA 01608-1477

Re: City of Worcester Planning Board v. Thien Phan et al.
Worcester Superior Court Civil Action No. WOCV2009-0711C

Dear Attorney Helwig:

Enclosed in connection with the above-captioned case, please find a copy of a Standstill Agreement between Plaintiff City of Worcester Planning Board and Defendants Thien Phan and Hang Thai Nguyen, wherein Defendants Phan and Nguyen agree to refrain from altering or developing Parcel D on Azalea Drive. I have filed this suit on behalf of the Planning Board against Defendants Phan and Nguyen, as well as Mirajuddin Ahmed and Iqbal Ali, individually and as Trustees of the Winter Heights Worcester Subdivision Trust. It is my understanding that the Winter Heights Homeowners' Association is taking steps to retain you to represent their interest regarding Parcel D, and so I am providing this document as a courtesy. The hearing on the preliminary injunction that was scheduled for today has now been continued per this agreement to June 4, 2009 at 2:00 p.m.

Please let me know if you have any questions or concerns regarding this matter. Thank you.

Very truly yours,

Wendy L. Quinn
Assistant City Solicitor

Enclosures

COMMONWEALTH OF MASSACHUSETTS

WORCESTER, SS.

SUPERIOR COURT DEPT.
OF THE TRIAL COURT
CIVIL ACTION NO. 09-0711C

CITY OF WORCESTER, through its)
PLANNING BOARD and its members,)
JOHN SHEA, SCOTT CASHMAN, ANNE)
O'CONNOR, MARGARET GUZMAN and)
NICOLE XIFARAS PARELLA,)
Plaintiffs,)

v.)

THIEN PHAN and HANG THAI NGUYEN)
MIRAJUDDIN AHMED and IQBAL ALI,)
Individually and as Trustees of the Winter)
Heights Worcester Subdivision Trust,)
Defendants.)

STANDSTILL AGREEMENT

1. The City of Worcester through its Planning Board and its members, John Shea, Scott Cashman, Anne O'Connor, Margaret Guzman and Nicole Xifaras Parella ("the Planning Board") have initiated an action in the Worcester County Superior Court, Civil Action No. 09-0711C seeking amongst other things injunctive relief against the Defendants Thien Phan and Hang Thai Nguyen ("Phan and Nguyen") which would prohibit them from developing, encumbering or altering what is known as Parcel D on a Plan of Land entitled "Winter Heights Definitive Subdivision Plan of Land in Worcester and Holden dated May 1, 1998 and recorded at the Worcester District Registry of Deeds in Plan Book 737, Plan 102, as parcels along Azelea Drive, which intersects with Chester Street, and forms a gateway into the subdivision.

2. A hearing on the Planning Board's Motion for Preliminary Injunction is scheduled Thursday, April 2, 2009 at 2:00 p.m.

3. In order to promote judicial economy and attempt to resolve the issues in dispute between the parties, the Planning Board and Phan and Nguyen agree that the hearing on the Planning Board's Motion for Preliminary Injunction shall be continued until June 4, 2009 at 2:00 p.m.

4. Until further order of the Court, Phan and Nguyen agree that they, their agents, servants, and those persons in active concert or in participation with them will refrain from selling, conveying, encumbering, digging upon, removing trees, building upon or otherwise altering Parcel D, as shown on a Plan entitled "Winter Heights Definitive subdivision Plan of Land in Worcester & Holden, Massachusetts," dated May 1, 1998, and recorded with the Worcester District Registry of Deeds in Plan Book 737, Plan 102, presently standing in Defendant Phan's name, as granted by a Quitclaim Deed dated September 16, 2008 and recorded in the Worcester District Registry of Deeds on October 17, 1998, Book 43421, Page 42, which is the subject matter of the above entitled action.

5. It is agreed that during this time period the parties will attempt to negotiate a resolution of the matters in dispute.

6. During this time period, the parties agree that all deadlines for filing answers or discovery or other pre-trial motions will be tolled.

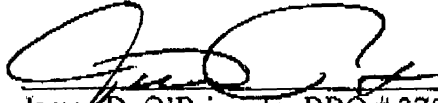
7. By entering into this Standstill Agreement, the parties do not waive and expressly reserve all their rights and defenses.

CITY OF WORCESTER, through its
PLANNING BOARD and its members,
JOHN SHEA, SCOTT CASHMAN,
ANNE O'CONNOR, MARGARET GUZMAN
and NICOLE XIFARAS PARELLA,
By its attorney,



Wendy L. Quinn, BBO #653954
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455 Main Street
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The Defendants,
THIEN PHAN and HANG THAI NGUYEN,
By their attorney,



James D. O'Brien, Jr., BBO # 375755
MOUNTAIN, DEARBORN & WHITING LLP
370 Main Street
Worcester, MA 01608
(508) 756-2423

Dated: April 1, 2009