

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company and under its corporation seal, if required or requested or otherwise, to execute and deliver all such other agreements, amendments, further assurances, confirmation statements, certificates, documents and other instruments and to take all such further action as any such officer in his sole discretion may approve in order to facilitate the execution or to carry out the terms of the Grossman's Lease, the Transfer and Assumption Agreement, the Grossman's Guaranty, the Shawmut Guaranty, the South Bayshore Guaranty, the First Evans Guaranty and the Tax-Sharing Agreement, and the transactions contemplated thereby and to effect in all other respects the intent of the foregoing resolutions, the execution and delivery thereof or the taking of any such action by such officer or officers to be conclusive evidence of such approval and of the authority of such officer or officers to execute and deliver or to take any such action the same on behalf of the Company.

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(OFFICIAL USE ONLY)

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