

FURTHER RESOLVED, that the officers of the Company (including without limitation the officers named below) be, and each of them hereby is authorized, in the name and on behalf of the Company and under seal of the Company, attested by the Secretary or Assistant Secretary, if required, to execute and deliver the Grossman's Lease, the Transfer and Assumption Agreement, the Lease Assignment, the Tax-Sharing Agreements, the Contract Assignment, the Stock Option Agreement, the waiver by and the acknowledgment and agreement of the Company to the Grossman's Guaranty, the South Bayshore Consent, the Old Stone Assignment Agreement, the Shawmut Consent and the Rental Assignment Agreement, in such form and containing such terms and conditions as may be approved by the officer or officers executing the same, the execution and delivery thereof 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 the same on behalf of the Company;

FURTHER RESOLVED, that the officers of the Company (including without limitation the officers named below) be, and each of them hereby is, authorized and directed to execute all other bills of sale, assignments and instruments of transfer, deeds, assumptions and agreements and to take all such other actions as they or any of them may approve to transfer to Grossman's as a contribution to capital, all the inventories, accounts receivable, other current assets and other assets not included in the Grossman's lease of the Company's retail building materials business, exclusive of Lindsley, Inc. and Evans Steel City, Inc., subject to the current liabilities of such business and the liabilities evidenced by four (4) W. Wolff promissory notes of Evans to Nelson G. Wolff, Nelson W. Wolff, Gary and George A. Wolff, dated as of April 1, 1984, each in the principal amount of \$250,000.09, and one (1) promissory note of Evans to Wolff, Incorporated, dated as of April 1, 1984, in the principal amount of \$1,842,105.32, 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 the same or to take any such action on behalf of the Company;

FURTHER RESOLVED, that the Company be, and it hereby is, authorized and directed to grant to the Bank of America, National Trust and Savings Association Mortgages on real property acquired by the Company on or after December 1, 1982, and the officers of the Company (including without limitation the officers named below) be, and each of them hereby is, authorized and directed on behalf of the Company to execute and deliver on behalf of the Company all such documents in connection with granting such mortgages as such officer or officers shall approve, the execution and delivery thereof 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 the same on behalf of the Company;

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