

RESOLVED, that the form of, and the terms and conditions contained in the Agreement of Lease, Sublease and Sublicense by and between the Company and its wholly owned subsidiary, Grossman's Inc. ("Grossman's"), together with all Exhibits and other attachments thereto (the "Grossman's Lease"), providing for the lease or sublease of the retail stores, and other real properties and related fixtures and equipment and the sublicense of the trademarks, in such form and containing such terms and conditions as may be approved by the officer or officers executing the same, be, and the same hereby is, approved and adopted in all respects;

FURTHER RESOLVED, that the form of, and the terms and conditions contained in, a General Instrument of Transfer and Assumption Agreement between the Company and Grossman's (the "Transfer and Assumption Agreement"), providing for the transfer of certain assets of the Company's Retail Building Materials Group (the "Retail Group") to Grossman's, and the assumption by Grossman's of the obligations and liabilities of the Company relating to the Retail Group, and the indebtedness of the Company to Evans Financial Corp. incurred after March 25, 1984, in such form and containing such terms and conditions as may be approved by the officer or officers executing the same, be, and the same hereby is, approved and adopted in all respects;

FURTHER RESOLVED, that the form of, and the terms and conditions contained in the Assignment of Lessor's Interest in Leases (the "Lease Assignment"), providing for the assignment to the Bank of America, National Trust and Savings Association, of all rentals pursuant to the Grossman's Lease, in such form and containing such terms and conditions as may be approved by the officer or officers executing the same, be, and the same hereby is, approved and adopted in all respects;

FURTHER RESOLVED, that the form of, and the terms and conditions contained in the Tax-Sharing Agreements between the Company and each of Grossman's, Lindsley, Inc. and Evans Steel City, Inc. (the "Tax-Sharing Agreements") and the assignment thereof contained in the Contract Assignment by the Company to Bank of America National Trust and Savings Association ("the Contract Assignment"), in such form and containing such terms and conditions as may be approved by the officer or officers executing the same, be, and the same hereby are, approved and adopted in all respects;

FURTHER RESOLVED, that the form of, and the terms and conditions contained in, the Stock Option Agreement (the "Stock Option Agreement") between the Company and Grossman's, providing for an option by Grossman's to purchase the stock of Lindsley, Inc. and Evans Steel City, Inc., in such form and containing such terms and conditions as may be approved by the officer or officers executing the same, be, and the same hereby is, approved and adopted in all respects;

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