

FURTHER RESOLVED, that the form of, and the terms and conditions contained in, the Guaranty and Subordination Agreement by Grossman's, Inc. for the benefit of the financial institutions listed therein, Bank of America National Trust and Savings Association, as agent, and Continental Illinois National Bank and Trust Company of Chicago, as agent (the "Grossman's Guaranty"), providing for the guaranty of certain loans to the Company and Evans Financial Corp., together with the waiver by and the acknowledgment and agreement of the Company and its wholly owned subsidiary, Evans Financial Corp., thereto, 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 Consent and Lease Modification Agreement (the "South Bayshore Consent") among the Company, Grossman's, HMG Property Investors, Inc. and Transco Realty Trust, and the Assignments of Sublease Rents, which are Schedules C and D to the South Bayshore Consent, 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 terms and conditions contained in, an Assignment of Rents and Leases by the Company to Old Stone Bank (the "Old Stone Assignment Agreement"), 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 terms and conditions contained in, the Consent Agreement (the "Shawmut Consent") among the Company, Grossman's, Shawmut Bank of Boston, N.A. and Max Goldsmith (the "Trustees") under the Indenture of Mortgage and Deed of Trust dated as of August 15, 1977, as supplemented and amended (the "Indenture") and the Registered Owners of the 9% Secured Notes of the Company due January 1, 1998 issued pursuant to the indenture, 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 terms and conditions contained in, the Rental Assignment Agreement (the "Rental Assignment Agreement") among the Company, Grossman's and the Trustees, 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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