

RESOLVED, That pursuant to that certain Consolidated, Amended and Restated Loan Agreement to be entered into as of December 1, 1982 among the Company, the lenders named therein, and Bank of America National Trust and Savings Association, as agent, and in connection with the deeds and conveyances and assignments of lease and other agreements from the Company to Evans Retail Company of certain of the Company's owned and/or leased retail store properties situate in the states of New York and Maryland, and the execution and delivery of mortgages and deeds of trust in favor of the lenders on certain other retail and other properties of the Company, the execution and delivery of such deeds, conveyances, mortgages, and deeds of trust and the assignment of such leases and other agreements by the Company upon such terms and conditions as may be determined in the discretion of the Chairman of the Board, the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, any Assistant Secretary or any of the persons named below, be, and they hereby are, approved; and

FURTHER RESOLVED, That such officers of the Company, including and together with the following named persons: Maurice Grossman, Everett Grossman, Stanley Berman, Alan Frommer, Robert Flowers, Robert J. Hertel, James Doherty, Robert Venne and Paula Usher, be, and they hereby are, authorized, in the name and on behalf of the Company or otherwise, and under its corporate seal, if desired, and acting together or individually, to execute and deliver all such deeds, conveyances, mortgages, deeds of trust, assignments of lease and other agreements, further agreements, certificates and instruments and to take all such other action as in their sole discretion they may consider necessary or appropriate in order to carry out the intent of these resolutions.

RECORDED DEC 14 1982 at 11:45 A.M.

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