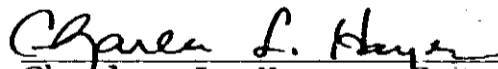


6. The following resolution was adopted by the Board of Directors of the Corporation on September 28, 1978 and such resolution remains unmodified and in full force and effect at the date hereof:

RESOLVED, that in order to assist this Corporation in carrying out its obligations in Section 3.03 of the Monumental Properties Liquidating Trust Agreement to convey record title to assets held by the Monumental Properties Trust as directed by the Trustees of Monumental Properties Trust, such attorneys-in-fact as are appointed from time to time by Frank Baker, Jr., Leslie B. Disharoon, Donald H. Wilson, Jr., Frank A. Cappeillo, Jr., Charles L. Hayes, and Paul J. Grochmal, or any one of them as officers of this Corporation, are hereby authorized as attorneys-in-fact to execute and deliver any and all such documents as such officers, or any one of them, (i) deem necessary or desirable to convey (or evidence the conveyance of) to the Trustees of Monumental Properties Trust, or to such persons as the Trustees may designate, the bare legal title to the properties as to which beneficial interest has been transferred to the Trust pursuant to the Plan of Partial Liquidation or to subject (or evidence subjection of) such bare legal title to the lien of any mortgage or other security interest in the property, and (ii) authorize such appointed attorney-in-fact to execute.

Dated: November 30, 1979


Charles L. Hayes, Secretary