

RESOLUTIONS BY THE UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS OF
TYLER PIPE INDUSTRIES, INC.

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all the directors of Tyler Pipe Industries, Inc., a Delaware corporation (the "Corporation"), hereby declare that when all of us have signed this consent the following resolutions shall then be consented to, approved of and adopted to the same extent and to have the same force and effect as if adopted at a regular meeting of the Board of Directors duly called and held for the purpose of acting upon proposals to adopt such resolutions:

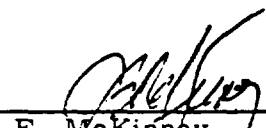
RESOLVED, that the Corporation create an issue of debentures to be known as its 10% Debentures due December 31, 1983 (the "Debentures") in an aggregate principal amount of \$65,000,000, to be issued to Tyler Corporation, a Delaware corporation ("Tyler"), as payment for all the common stock of Tyler No-Hub Company, Tyler Utilities Company, Tyler Pipe Industries, Inc. (Texas), Tyler Plastics Company, Wade, Inc., Tyler Pipe Industries, Inc. (Pennsylvania), M.J. Harvey Foundation, Swan Development Company and Jersey-Tyler Foundry Company held by Tyler;

RESOLVED FURTHER, that the President or any Vice President of the Corporation is hereby authorized to execute and issue in the name and on behalf of the Corporation and under its corporate seal, attested by the signature of the Secretary or Assistant Secretary \$65,000,000 aggregate principal amount of the Debentures in substantially the form attached to these unanimous consent resolutions, with such changes therein to be made prior to the execution of the Debentures as the officer executing the same may approve, such approval to be conclusively evidenced by the execution of the Debentures.

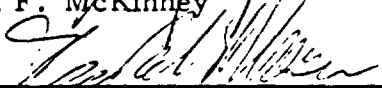
RESOLVED FURTHER, that the officers of the Corporation shall be and they hereby are authorized, empowered and directed to do or cause to be done all such acts and things as may be by then in their sole discretion deemed to be desirable or necessary in order

to carry out the purposes and intent of these resolutions and all of the acts and doings of the officers of the Corporation which are consistent with the purposes and intent of these resolutions shall be and the same are hereby in all respects ratified, approved and confirmed.

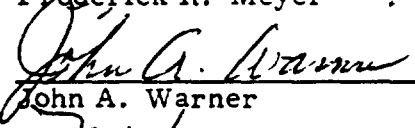
IN WITNESS WHEREOF, we have hereunto set our hands this 31st day of December, 1973.



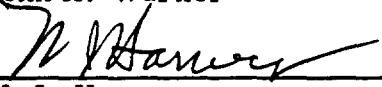
Joseph F. McKinney



Frederick R. Meyer



John A. Warner



M. J. Harvey



C. A. Rundell, Jr.

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