

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

PLAINTIFF'S  
EXHIBIT

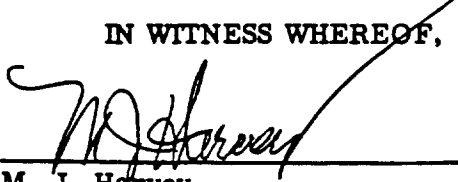
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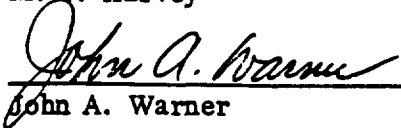
Pursuant to Article 9.10B of the Texas Business Corporation Act, the undersigned, being all the directors of Tyler Pipe Industries of Texas, Inc., a Texas corporation (the "Company"), hereby declare that when all of us have signed this consent the following resolutions shall then be consented to, approved 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:

BE IT RESOLVED, that a contribution be made by the Company to the Tyler Pipe Industries, Inc. Salaried Employees' Profit-Sharing Trust and to the Tyler Pipe Industries, Inc. Non-Salaried Employees' Profit-Sharing Trust in an aggregate amount equal to \$850,000.00 which will exceed one percent (1%) of the Company's net income as determined for Federal Income Tax purposes for the Company's fiscal year ending December 28, 1974, and the Trusts' fiscal year ended November 4, 1974, and that such contribution be paid in one or more installments to the Trustees not later than the time prescribed by law for filing the income tax return for such fiscal year (including extension thereof).

FURTHER RESOLVED, that such total contribution shall be allocated between the Tyler Pipe Industries, Inc. Salaried Employees' Profit-Sharing Trust and the Tyler Pipe Industries, Inc. Non-Salaried Employees' Profit-Sharing Trust in the proportion that the adjusted compensation of participating employees in each Trust bears to the total of adjusted compensation of all participating employees in both Trusts.

IN WITNESS WHEREOF, we have hereunto set our hands this December 31, 1974.

  
M. J. Harvey

  
John A. Warner

  
C. A. Rundell, Jr.

  
F. R. Meyer

  
D. C. Kline