PLAINTIFF'S EXHIBIT
TPI-98

MINUTES OF ORGANIZATION MEETING
OF THE BOARD OF DIRECTORS OF
TYLER CUSTOM MOLDING, INC.

December 31, 1973

The organization meeting of the Board of Directors of Tyler Custom Molding, Inc. was held at 3121 Southland Center, Dallas, Texas, on December 31, 1973 at 10:00 a.m., pursuant to a written waiver of notice signed by all the Directors.

The following Directors, being all the Directors named in the Certificate of Incorporation, were present:

Joseph F. McKinney
C. A. Rundell, Jr.
F. R. Meyer

A waiver of notice signed by all the Directors was read, the original copy of which has been inserted in the records of the corporation immediately preceding the minutes of this meeting. Joseph F. McKinney was chosen Chairman of the meeting and Neil J. O'Brien was chosen Secretary of the meeting.

After calling the meeting to order, the Chairman reported that the Certificate of Incorporation of the corporation had been filed in the office of the Secretary of State of the State of Delaware on December 31, 1973, and a certified copy thereof was duly recorded in the office of the Recorder of Deeds of the County of New Castle on December 31, 1973, and presented a copy of the Certificate of Incorporation to the meeting.

The Secretary of the meeting was instructed to cause a copy of the Certificate of Incorporation to be inserted in the minute book.

The Secretary of the meeting presented a form of bylaws for the government of the corporation, the conduct of its affairs, and the management of its property and business, which was thereupon read, article by article, and section by section.

Upon motion duly made, seconded and unanimously carried, it was:

> RESOLVED, that the bylaws submitted and read to this meeting be, and the same hereby are, adopted as and for the bylaws of Tyler Custom Molding, Inc., and that the Secretary be, and he hereby is, instructed to cause a copy of the same to be inserted in the records of the corporation immediately following the Certificate of Incorporation.

The Chairman stated that the Bylaws permit the corporation to have as many as nine directors, and that at present it was desirable for the corporation to have three directors. The Chairman suggested that the number of directors be fixed at three. Upon motion duly made, seconded, and carried, it was:

> RESOLVED, that pursuant to Article III, Section 1 of the corporation's Bylaws, the number of the corporation's directors shall be and hereby is fixed at three.

The Chairman stated that the next business to come before the meeting was the election of officers of the corporation to hold office for the ensuing year and until their respective successors be elected and qualified. The Chairman called for nominations at this time.

The following named persons were nominated for the offices of the corporation:

President	John A. Warner
Executive Vice President, Secretary and Treasurer	Glen C. Uzzel
Vice President	David K. McKie
Assistant Secretary	D. A. Russell
Assistant Secretary	Neil J. O'Brien
Assistant Secretary	Dwain C. Kline

All the Directors present having voted, the Chairman announced that the aforesaid persons had been elected to the offices set forth opposite their respective names to serve until the election and qualification of their respective successors. The Chairman and the Secretary of the corporation thereupon entered upon the discharge of their duties.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the form of stock certificate presented at this meeting be approved and adopted and the Secretary be, and he hereby is, instructed to insert a specimen thereof in the records of the corporation immediately following the minutes of this meeting.

Upon motion duly made, seconded and unanimously carried,

it was:

RESOLVED, that the seal, an impression of which is hereto affixed, be, and it hereby is, adopted as the seal of the corporation.

Upon motion duly made, seconded and unanimously carried,

it was:

RESOLVED, that the officers be, and they hereby are, authorized to establish bank accounts in the name of and on behalf of the corporation with such banks as the officers may deem necessary or advisable and in connection therewith to execute said banks' regular corporate resolution forms which are hereby incorporated by reference and made a part of this resolution, and the Secretary is hereby directed to place a copy of each corporate resolution form in the records of the corporation immediately following the minutes of this meeting.

Upon motion duly made, seconded and unanimously carried,

it was:

RESOLVED, that pursuant to Article VIII, Section 5, of the bylaws of the corporation, the fiscal year of the corporation shall commence on the 1st day of January and terminate on the 31st day of December of each year.

Upon motion duly made, seconded and unanimously carried,

it was:

RESOLVED, that pursuant to Article II, Section 2 of the Bylaws of the corporation the annual meeting of shareholders shall be held at 10:00 a.m. on the third Wednesday of April of each year at such place as is designated in the Notice of such shareholders meeting.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Treasurer be, and he hereby is, directed to pay all expenses properly incurred for the organization of the corporation and all expenses properly incurred for the reservation of the corporation's name in the several states in which this action was taken or is necessary.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that for the purpose of authorizing the corporation to do business in any state, territory, or dependency of the United States or any foreign country in which it is necessary or expedient for the corporation to transact business, the appropriate officers of the corporation be and hereby are authorized and empowered to appoint and substitute all necessary agents or attorneys for the service of process, to designate and change the location of all necessary certificates, reports, powers of attorney, and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to transact business therein, and whenever it is expedient for the corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the corporation to do business in any such state, territory, dependency or country, and to execute such general corporate resolution forms which may be required to effect any of the foregoing, said resolution forms being hereby incorporated by reference and made a part of this resolution, and the Secretary is hereby directed to place a copy of each corporate resolution form in the records of the corporation immediately following the minutes of this meeting.

FURTHER RESOLVED, that the Secretary be, and he hereby is instructed to purchase such record books and books of account, checks, stationery and office supplies as may be necessary or appropriate for the proper administration of the affairs of the corporation.

The Chairman then informed the meeting that Tyler Plastics Company, a Texas corporation (hereinafter called "Tyler Plastics"), had offered to acquire 1,000 shares of the corporation's Common Stock in exchange for $1,000 in cash. The Chairman stated that the foregoing consideration would constitute a payment of at least the amount of capital equal to the par value of 1,000 shares of the corporation's Common Stock. Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the offer by Tyler Plastics, a Texas corporation ("Tyler Plastics"), to purchase 1,000 shares of the corporation's Common Stock, par value $1.00, in exchange for $1,000 in cash, is hereby accepted; and

FURTHER RESOLVED, that the corporation issue to Tyler Plastics 1,000 shares of authorized but unissued Common Stock, evidenced by Stock Certificate No. 1, in consideration of the payment to the corporation by Tyler Plastics of $1,000 in cash; and

FURTHER RESOLVED, that the officers of the corporation be, and each of them hereby is, authorized, empowered, and directed on behalf of the corporation, to execute and deliver all such certificates and other things necessary or appropriate to carry out and comply with the foregoing resolution.

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Board of Directors of Tyler Custom Molding, Inc.
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December 31, 1973

There being no further business to come before this meeting, upon motion duly made and seconded, the meeting was adjourned.

Neil J. O'Brien

Neil J. O'Brien, Secretary

APPROVED:

J. F. McKinney

Joseph F. McKinney, Chairman

CONFIDENTIAL
T-55350

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Upon motion duly made, seconded and unanimously carried, it was:

> RESOLVED, that the bylaws submitted and read to this meeting be, and the same hereby are, adopted as and for the bylaws of Tyler Custom Molding, Inc., and that the Secretary be, and he hereby is, instructed to cause a copy of the same to be inserted in the records of the corporation immediately following the Certificate of Incorporation.

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RESOLVED, that the seal, an impression of which is hereto affixed, be, and it hereby is, adopted as the seal of the corporation.

Upon motion duly made, seconded and unanimously carried, it was:

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RESOLVED, that the Treasurer be, and he hereby is, directed to pay all expenses properly incurred for the organization of the corporation and all expenses properly incurred for the reservation of the corporation's name in the several states in which this action was taken or is necessary.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that for the purpose of authorizing the corporation to do business in any state, territory, or dependency of the United States or any foreign country in which it is necessary or expedient for the corporation to transact business, the appropriate officers of the corporation be and hereby are authorized and empowered to appoint and substitute all necessary agents or attorneys for the service of process, to designate and change the location of all necessary certificates, reports, powers of attorney, and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to transact business therein, and whenever it is expedient for the corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the corporation to do business in any such state, territory, dependency or country, and to execute such general corporate resolution forms which may be required to effect any of the foregoing, said resolution forms being hereby incorporated by reference and made a part of this resolution, and the Secretary is hereby directed to place a copy of each corporate resolution form in the records of the corporation immediately following the minutes of this meeting.

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FURTHER RESOLVED, that the officers of the corporation be, and each of them hereby is, authorized, empowered, and directed on behalf of the corporation, to execute and deliver all such certificates and other things necessary or appropriate to carry out and comply with the foregoing resolution.

There being no further business to come before this meeting, upon motion duly made and seconded, the meeting was adjourned.

Neil J. O'Brien, Secretary

APPROVED:

Joseph F. McKinney, Chairman