CERTIFICATE OF SECRETARY

OF

NIBCO INC.

I, Thomas L. Eisele, Secretary of NIBCO INC., an Indiana corporation, hereby certify that the resolutions attached are full, true and correct copies of resolutions authorizing the execution, delivery and performance of the Asset Purchase Agreement dated as of December 1, 1987, by and between Sloan Valve Company and NIBCO INC., and the other agreements contemplated thereby, duly adopted at a meeting of the Board of Directors of this corporation, held on the 6th day of October, 1987, and that said resolutions have not been modified or revoked and at this date are in full force and effect.

IN WITNESS WHEREOF, I have executed this Certificate and caused the seal of said corporation to be affixed hereto this 21st day of January, 1988.



Secretary

[S E A L]

000.164

RESOLVED, That the sale of Augusta was approved as presented.

NIBCO001143

CERTIFICATE OF SECRETARY

OF

SLOAN VALVE COMPANY

I, James Walsworth, Assistant Corporate Secretary of Sloan Valve Company, an Illinois corporation, hereby certify that the resolutions attached are full, true and correct copies of resolutions authorizing the execution, delivery and performance of the Asset Purchase Agreement by and between Sloan Valve Company and NIBCO Inc., dated as of December 1, 1987, and the other documents contemplated thereby, duly adopted at a meeting of the Board of Directors of this corporation, held on the 17th day of December, 1987, and that said resolutions have not been modified or revoked and at this date are in full force and effect. This certification is being delivered pursuant to Section 2.02(f)(ii) of said Asset purchase Agreement.

IN WITNESS WHEREOF, I have executed this Certificate and caused the seal of said corporation to be affixed hereto this 21st day of January, 1988.

James Walsworth

James Walsworth
Assistant Corporate Secretary

[S E A L]

2600Z

RESOLVED, that the Board of Directors of Sloan Valve Company, an Illinois corporation, hereby approves the purchase of certain assets generally known as the NIBCO Foundry from NIBCO Inc. pursuant to the terms of the Asset Purchase Agreement attached hereto as Exhibit A and the other documents contemplated thereby, and Charles Allen is hereby authorized to execute and deliver such Agreement and documents on behalf of the Corporation, with such changes therein as he shall approve with advice of counsel;

FURTHER RESOLVED, that any one or more of the officers of the Corporation be and they hereby are authorized to perform and do all such acts and things and to execute, deliver and file such other certificates, instruments and documents as may be necessary, desirable or appropriate in order to consummate the transactions authorized hereby, and in all other respects to carry out the purposes of the foregoing resolutions.

2600Z