WAIVER OF NOTICE AND CONSENT TO ANNUAL MEETING OF BOARD OF DIRECTORS OF A. P. GREEN SERVICES INC.

TO BE HELD MAY 29, 1987

The undersigned being all of the directors of A. P. GREEN SERVICES INC., hereby waive notice of change in the time of holding the annual meeting of the Board of Directors of said company, scheduled to be held on April 9, 1987, and consent to hold said meeting at the office of A. P. Green Refractories Co., Mexico, Missouri, immediately following the stockholder meeting, on the 29th day of May, 1987, at 10:00 A.M. C.D.T.

Dated this 15th day of May.

Max C. Aiken

Howard R. Copeland

William Crum

Robert W. Jones

Paul J. O'Bryan

Harry M. Stover

Chairman	- Paul J. O'Bryan
Vice Chairman	- Paul F. Hummer
President	- Max C. Aiken
Vice President	- William Crum
Vice President	- Robert W. Jones
Vice President	- Arthur H. Schulz
Secretary	- Howard R. Copeland
Assistant Secretary.	- Gene W. Davis
Treasurer	- David G. Binder
Assistant Treasurer	- J. T. Williams

Thereupon followed a discussion of the construction activity of the Company for the year ended December 31, 1986 and the four months ended April 30, 1987, as well as a discussion of the competitive elements present in the refractory construction industry.

The Chairman then stated that it would be appropriate to revise the banking resolution of March 4, 1981, for the conduct of business by this corporation. Upon motion duly made, seconded, and carried, it was:

RESOLVED, That the Treasurer of this corporation be, and he hereby is, authorized to open accounts in the name of this corporation at such places and in such banks as he shall determine; that the Treasurer of the corporation may deposit or cause to be deposited therein checks of A. P. Green Services Inc., and withdrawals are hereby authorized therefrom in the name of the corporation by any of the following:

Chairman of the Board
President
Treasurer

Endorsements for deposit may be by the written or stamped endorsement of the corporation with designation of the party making the endorsement, and all checks, notes or other evidences of debt payable to or belonging to the corporation shall be accepted for deposit only, and under no circumstances shall the proceeds be released to an individual.

FURTHER RESOLVED, That the Treasurer of this corporation be, and he hereby is, given full power and authority to authorize in writing any one or more agents or employees of this corporation to make withdrawals from any account so established in the name of this corporation with any bank or banks, which authority shall be delivered to the bank in which the account is opened, and shall be substantially in words as follows: