

NIBCO INC.

OFFICER'S CERTIFICATE

The undersigned, Rex Martin, hereby certifies as follows:

1. This Certificate is given pursuant to the provisions of Section 2.01(g)(i) of the Asset Purchase Agreement, dated as of December 1, 1987 (the "Asset Purchase Agreement"), by and between Sloan Valve Company and NIBCO Inc.

2. To the best of my knowledge, each of the preconditions to closing described in Article 2, Section 2.01, Subsections (a)-(e) of the Asset Purchase Agreement have been satisfied.

DATED: January 21, 1988.

NIBCO Inc.

By: Rex Martin
Rex Martin, President

2599Z

NIBCO001158

SLOAN VALVE COMPANY
OFFICER'S CERTIFICATE

The undersigned, Charles Allen, hereby certifies as follows:

1. This Certificate is given pursuant to the provisions of Section 2.02(f)(i) of the Asset Purchase Agreement, dated as of December 1, 1987 (the "Asset Purchase Agreement"), by and between Sloan Valve Company and NIBCO Inc.

2. To the best of my knowledge, each of the preconditions to closing described in Article 2, Section 2.02, Subsections (a)-(d) of the Asset Purchase Agreement have been satisfied.

DATED: January 21, 1988.

SLOAN VALVE COMPANY

By: _____

Charles Allen, President

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