

**PLAINTIFF'S
EXHIBIT**

TPI-478

TYLER PIPE INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEET
DECEMBER 31, 1983

ASSETS

CURRENT ASSETS

CASH		\$ 381,689
TRADE ACCOUNTS RECEIVABLE	\$ 16,226,291	
LESS ALLOWANCE FOR DOUBTFUL ACCOUNTS	<u>(83,859)</u>	16,142,432

INVENTORIES

FINISHED GOODS

CAST IRON & RELATED PRODUCTS	29,150,929	
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PLASTICS	<u>2,504,911</u>	
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	<u>31,655,840</u>	
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RAW MATERIALS & PURCHASED PARTS	4,093,727	
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LESS LIFO RESERVE	<u>(15,031,055)</u>	20,718,512
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PREPAID EXPENSES		<u>335,297</u>
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TOTAL CURRENT ASSETS		37,577,930
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INTERCOMPANY:

ADVANCES RECEIVABLE - TYLER CORPORATION

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INTANGIBLES & OTHER ASSETS:

SUNDRY RECEIVABLES, DEPOSITS, ETC.		32,473,789
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PROPERTY, PLANT, & EQUIPMENT:

LAND	672,505	
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PRODUCING PROPERTIES	126,625	
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BUILDING & LEASEHOLD IMPROVEMENTS	12,634,260	
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MACHINERY & EQUIPMENT	65,671,650	
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TRANSPORTATION	13,204,574	
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CONSTRUCTION IN PROGRESS	<u>3,976,336</u>	
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	<u>96,285,950</u>	
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LESS ALLOWANCE FOR DEPRECIATION	<u>(62,931,183)</u>	
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LESS ALLOWANCE FOR DEPLETION	<u>(15,582)</u>	33,339,185
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TOTAL ASSETS		<u>\$ 103,390,904</u>
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TYLER PIPE INDUSTRIES, INC.
CONSOLIDATED STATEMENT OF
INCOME & RETAINED EARNINGS
FOR THE 53 WEEKS ENDED
DECEMBER 31, 1983 2/4

NET SALES:			
CAST IRON & RELATED PRODUCTS	\$ 170,848,293	13,898,503	
PLASTICS		1,712,181	
OTHER INCOME	<u>21,144,952</u>	\$ 191,993,245	15,690,744
		435,401	14,768
		<u>192,428,646</u>	15,707,512
COSTS AND EXPENSES:			
MANUFACTURING & OTHER COSTS		152,754,295	13,390,799
SELLING, ADMINISTRATIVE & GENERAL EXPENSE		<u>14,425,368</u>	1,377,951
		<u>167,179,663</u>	14,768,750
OPERATING PROFIT		25,248,983	938,762
ADJ. TO OPERATING PROFITS:			
OUTSIDE INTEREST INCOME			
OUTSIDE INTEREST EXPENSE		172,841	12,358
		<u>(256,114)</u>	(21,407)
PROFIT PRETAX/INTEREST		25,165,710	929,713
INTERCOMPANY INTEREST			
		<u>6,552,745</u>	447,250
PRETAX INCOME		18,612,965	482,463
PROVISION FOR INCOME TAXES:			
STATE			
FEDERAL		177,044	189
	<u>8,046,083</u>	221,844	8,223,127
NET INCOME			<u>222,035</u>
		10,389,838	200,428
RETAINED EARNINGS BEGINNING OF PERIOD 12/25/82		80,923,741	83,943,590
DIVIDENDS PAID			<u>(7,369,989)</u>
BALANCE, RETAINED EARNINGS END OF PERIOD		<u>\$ 83,943,590</u>	84,204,018

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TYLER PIPE INDUSTRIES, INC.
CONSOLIDATED COMPARATIVE BALANCE SHEET
DECEMBER 31, 1983

	<u>12/25/82</u>	<u>CURRENT MONTH</u>	<u>CHANGE INCREASE (DECREASE)</u>
CASH	\$ 60,663	\$ 381,689	\$ 321,026
RECEIVABLES	16,787,839	16,142,432	(645,407)
INVENTORIES	20,734,489	20,718,512	(15,977)
PREPAID EXPENSES	<u>292,050</u>	<u>335,297</u>	<u>43,247</u>
TOTAL CURRENT ASSETS	37,875,041	37,577,930	(297,111)
CAPITAL STOCK	--	--	--
INTERCOMPANY-ADVANCES REC.	--	--	--
INTERCOMPANY-ACCOUNTS REC.	--	--	--
INTANGIBLES & OTHER ASSETS	33,287,352	32,473,789	(813,563) (A)
PROPERTY, PLANT & EQUIPMENT	<u>31,609,406</u>	<u>33,339,185</u>	<u>1,729,779</u> (B)
TOTAL ASSETS	<u>\$ 102,771,799</u>	<u>\$ 103,390,904</u>	<u>\$ 619,105</u>
TRADE PAYABLE	\$ 7,486,312	\$ 8,172,393	\$ 686,081
ACCRUALS	6,181,667	5,177,438	(1,004,229)
INCOME TAXES PAYABLE	<u>60,886</u>	<u>(37,427)</u>	<u>(98,313)</u>
TOTAL CURRENT LIABILITIES	13,728,865	13,312,404	(416,461)
INTERCOMPANY-ACCOUNTS PAY.	439,975	448,017	8,042
INTERCOMPANY-ADVANCES PAY.	--	62,000	62,000
LONG-TERM DEBENTURES	2,257,058	--	(2,257,058)
LONG-TERM DEBT	2,400,000	2,400,000	--
DEFERRED INCOME TAXES	2,922,160	3,124,893	202,733
STOCKHOLDERS EQUITY	<u>81,023,741</u>	<u>84,043,590</u>	<u>3,019,849</u> (C)
TOTAL LIAB. & STKHOLDRS EQUITY	<u>\$ 102,771,799</u>	<u>\$ 103,390,904</u>	<u>\$ 619,105</u>

A-OTHER \$ 67,887 (MOSTLY RECLASSIFICATION OF SUNDRY RECEIVABLES).

INDUSTRIAL REVENUE BONDS PENN DIVISION \$ (881,450)

B-CHANGE REPRESENTS DEPRECIATION OF \$ 7,294,912 NET ADDITION TO PROPERTY, PLANT
AND EQUIPMENT \$ 9,024,691.

C-CHANGE REPRESENTS NET INCOME, (LOSS) \$ 10,389,838

AND DIVIDENDS PAID \$ (7,369,989)

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TYLER PIPE INDUSTRIES, INC.
CONSOLIDATED SOURCE AND APPLICATION OF FUNDS STATEMENT
FOR THE 53 WEEKS ENDED DECEMBER 31, 1983

SOURCE OF FUNDS

1.	NET INCOME	\$ 10,389,838
2.	DEPRECIATION OF PROPERTY, PLANT, & EQUIPMENT	7,294,912
4.	DECREASE IN CURRENT ASSETS	618,137
5.	DECREASE IN INTANGIBLES	813,563
7.	DEBT ACQUISITION	-0-
8.	INCREASE IN DEFERRED INCOME TAXES	202,733
9.	INCREASE IN INTERCOMPANY PAYABLES	8,042
10.	INCREASE IN INTERCOMPANY ADVANCES PAYABLE	<u>62,000</u>
14.	TOTAL SOURCES	19,389,225

APPLICATION OF FUNDS

16.	CAPITAL EXPENDITURES (NET OF RETIREMENTS)	9,024,691
20.	DECREASE IN CURRENT LIABILITIES	416,461
27.	OTHER	<u>9,627,047 (A)</u>
28.	TOTAL APPLICATIONS	19,068,199
29.	CASH CHANGE	321,026
30.	CASH - BEGINNING OF PERIOD	60,663
31.	CASH - ENDING OF PERIOD	<u>\$ <u>381,689</u></u>

(A)-OTHER-DIVIDENDS PAID \$ 7,369,989, DEBENTURES PAID \$2,257,058

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TYLER PIPE INDUSTRIES, INC.
SUPPLEMENTAL INFORMATION
DECEMBER 31, 1983

INTERCOMPANY TRANSACTIONS

	<u>COMPANY</u>	<u>AMOUNT</u>
SALES - (YEAR-TO-DATE)	C & H	\$ 9,259
PURCHASES - (YEAR-TO-DATE)	C & H	1,066,144
PURCHASES - (YEAR-TO-DATE)	THURSTON	3,381
ADVANCES RECEIVABLE	TYLER CORP.	--
ACCOUNTS PAYABLE	TYLER CORP.	448,017
ADVANCES PAYABLE	TYLER CORP.	62,000

SCHEDULE OF TRANSPORTATION EQUIPMENT
AND EQUIPMENT BORROWING BASE

TRANSPORTATION EQUIPMENT AT COST	\$ 6,251,938
DEPRECIATION OF TRANSPORTATION EQUIPMENT	3,627,972
BOOK VALUE OF TRANSPORTATION EQUIPMENT	2,623,966
DEBT. SECURED BY LIEN ON TRANSPORTATION EQUIPMENT	--
ITEM 3 LESS ITEM 5	2,623,966
BORROWING BASE (85% OF ITEM 6)	2,230,371

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TYLER PIPE INDUSTRIES, INC.

INCOME TAXES PAYABLE

DECEMBER 31, 1983

	<u>MONTH ENDED</u>		<u>YEAR-TO-DATE</u>	
	<u>FEDERAL</u>	<u>STATE</u>	<u>FEDERAL</u>	<u>STATE</u>
BEGINNING BALANCE	\$ 436,368	\$ 35,246	\$ --	\$ 60,886
TOTAL PROVISION FOR INCOME TAXES	(369,942)	(19,199)	7,843,350	177,044
CASH PAYMENTS TO CORPORATE (FIT)	(436,368)	--	(8,213,292)	--
PAYMENTS OF STATE INCOME TAXES	--	(53,474)	--	(275,357)
RECLASSIFICATIONS AND ADJUSTMENTS	--	--	--	--
DEFERRED PROVISION FOR INCOME TAXES	--	--	--	--
RECLASS. OF CAPITAL STOCK TAX	--	--	--	--
TRANSFERRED TO INTER-CO. ADVANCES	<u>369,942</u>	<u>--</u>	<u>369,942</u>	<u>--</u>
ENDING BALANCE	\$ <u>--</u>	\$ <u>(37,427)</u>	\$ <u>--</u>	\$ <u>(37,427)</u>

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TYLER PIPE INDUSTRIES, INC.
TONS/UNITS/LBS. COMPARISON WITH LAST YEAR

	SALES TO CUSTOMERS				PRODUCTION				INVENTORY			
	53 WEEKS ENDED 12/31/83	52 WEEKS ENDED 12/25/82	INCREASE %		53 WEEKS ENDED 12/31/83	52 WEEKS ENDED 12/25/82	INCREASE %		12/31/83	12/25/82	INCREASE %	
TONS												
SOIL PIPE	63,084	60,693	4		62,779	60,637	4		9,419	10,514	(10)	
SOIL FITTINGS	18,320	17,289	6		18,734	18,141	3		5,100	5,230	(2)	
SPECIALS	2,647	2,366	12		2,443	2,411	1		937	1,181	(21)	
MO-HUB PIPE	53,808	49,855	8		56,628	51,806	9		5,568	5,648	(1)	
MO-HUB FITTINGS	12,965	11,320	15		13,428	12,465	8		2,868	3,143	(9)	
RUMFALL COMPONENTS	4,045	4,200	(4)		945	919	3		501	405	23	
SPEC. PRODUCTS	--	--	--		4,287	5,429	(21)		8	20	(60)	
TOTAL CAST IRON-DWV	154,889	145,723	6		159,244	151,808	5		24,401	26,141	(7)	
DUCTILE FITTINGS	685	--	--		1,095	--	--		646	--	--	
FAB PIPE	825	1,066	(23)		--	--	--		110	149	(26)	
GRAY IRON FITTINGS	48,707	46,159	6		46,178	47,018	(2)		13,510	15,818	(15)	
UTILITY PIPE	39	63	(38)		--	--	--		267	334	(20)	
TOTAL UTILITIES	50,256	47,288	6		47,273	47,018	1		14,533	16,301	(11)	
TOTAL TONS	205,145	193,011	6		206,517	198,826	4		38,934	42,442	(8)	
UNITS												
TY-SEAL GASKETS	4,802,235	4,569,764	5						820,455	515,544	59	
MO-HUB ACCESSORIES	8,685,976	8,671,662	--						741,261	1,355,378	(45)	
TOTAL UNITS	13,488,211	13,241,426	2						1,561,716	1,870,922	(17)	
POUNDS												
PVC PIPE SCH. 40 PE x PE	25,122,912	24,983,849	1		23,975,494	28,648,875	(16)		1,615,780	2,710,831	(40)	
PVC PIPE SCH. 40 B x PE	3,665,757	4,612,547	(21)		3,350,922	4,821,472	(31)		305,500	583,063	(48)	
PVC PIPE CLASS 160 & 200	1,548,714	2,100,516	(26)		1,425,900	2,620,471	(46)		400,020	524,486	(24)	
TOTAL PVC PIPE	30,337,383	31,696,912	(4)		28,752,316	36,090,818	(20)		2,321,300	3,818,380	(39)	
PVC FITTINGS	7,879,351	3,780,736	108		7,658,719	3,625,226	111		1,475,320	992,660	49	
TOTAL POUNDS	38,216,734	35,477,648	8		36,411,035	39,716,044	(8)		3,796,620	4,811,040	(21)	
SPECIFICATION PRODUCTS	12,047,880	13,017,300	(7)									

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TYLER PIPE INDUSTRIES, INC.
CONSOLIDATING BALANCE SHEET
DECEMBER 31, 1983

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	CONSOLIDATED	ELIM- NATIONS	CASH AND DUE	UTILITIES	PLASTICS
CURRENT ASSETS					
CASH	301,689		301,689		
ACCOUNTS RECEIVABLE, NET	161,424.32		105,963.05	44,542.40	100,020.3
INVENTORIES					
FINISHED GOODS	291,509.29		190,263.88	101,265.61	250,451.1
CAST IRON	250,491.1		190,263.88	101,265.61	250,451.1
PLASTIC	316,588.50		320,072.0	89,479.9	302,911.1
TOTAL FINISHED GOODS	409,372.7		320,072.0	89,479.9	302,911.1
RAW MATERIALS	150,310.55		94,530.40	46,726.01	50,541.4
LESS LIFO RESERVE	(201,851.2)		123,720.76	54,594.3	28,545.6
TOTAL INVENTORIES	357,831.8		218,212.96	100,790.21	179,997.6
PREPAID EXPENSES	33,520.7		32,534.2	985.5	0
TOTAL CURRENT ASSETS	375,779.30		436,774.62	591,526.5	390,115.9
INVESTMENT IN SUBSIDIARIES					
CAPITAL STOCK	0	502,235 (B)	-502,235		
ADVANCES RECEIVABLE	0	-301,433 (A)	774,665	26,471.316	1,776,932
BRANCH OFFICE	-100,000 (B)	0	100,000		
LONG TERM DEBT	0	0 (A)	0		
TOTAL INVESTMENT IN SUBS	-295,315.90		774,665	26,471.316	1,776,932
INTANGIBLES & OTHER	324,737.85		324,737.85		
PROPERTY, PLANT & EQUIPMENT					
LAND	672,505		672,505		
PRODUCING PROPERTIES	124,425		124,425		
BUILDING & LEASEHOLD IMPROVE.	128,342.60		121,700.04	29,637.0	1,736.6
MACHINERY & EQUIPMENT	456,716.30		504,370.63	671,014.1	652,446
TRANSPORTATION EQUIPMENT	132,049.74		132,049.74		
CONSTRUCTION IN PROGRESS	397,633.6		397,633.6		
ALLOCATED PROP. PLANT & EQUIP	542,655.55		-100,000.00	100,000.00	
TOTAL PROP. PLANT & EQUIP	-62,931.183		705,871.07	190,021.1	66,581.32
ALLOWANCE FOR DEPRECIATION	-15,582		-54,125.361	-62,568.7	-456,592.5
NET PROP. PLANT & EQUIP	322,391.82		184,461.64	32,960.14	2,122,207
TOTAL ASSETS	1,633,909.04	-295,315.90	810,807.45	431,516.19	789,233.8

(A) ELIMINATION OF INTERCOMPANY RECEIVABLES & PAYABLES
(B) ELIMINATION OF INTERCOMPANY IN SUBSIDIARIES

TYLER PIPE INDUSTRIES, INC.
CONSOLIDATING BALANCE SHEET
DECEMBER 31, 1983

CURRENT LIABILITIES

TRADE ACCOUNTS PAYABLE 8172393
ACCRUED LIABILITIES 5171938
INCOME TAXES PAYABLE -37427
TOTAL CURRENT LIABILITIES 13312604

ELIMINATION
CONSOLIDATED
NATIONS

LAST
IRON ORE

UTILITIES

PLASTICS

7799506 11202 301485
5151130 19720 4388
-37427 0 0
12915409 30922 366073

INTERCOMPANY

ACCOUNTS PAYABLE 448017
ADVANCES PAYABLE 62000 -30014333 (A)
LONG TERM DEBENTURES 0 0 (A)

TOTAL INTERCOMPANY PAYABLE 510017 -30014333

448017 22312268 0 0 114465

LONG TERM DEBT 2400000

2400000

DEFERRED FEDERAL INCOME TAX 3124893

2530840

320011

601442

SHAREHOLDERS EQUITY

HOME OFFICE 1000 -100000 (B)
COMMON STOCK 99000 -1000 (B)
ADDITIONAL PAID-IN CAPITAL 80923741 583735 (B)
RETAINED EARNINGS 12-25-82 -7365985
DIVIDENDS PAID 1038588
NET INCOME -LCSS 53 WEEKS 89043550 464725

TOTAL SHAREHOLDERS EQUITY 103390904 -29531598

TOTAL LIAB. & S/E 81878745 43151419

(A) ELIMINATION OF INTERCOMPANY RECEIVABLES & PAYABLES
(B) ELIMINATION OF INVESTMENT IN SUBSIDIARIES

TYLEN PIPE INDUSTRIES, INC.
CONSOLIDATING INCOME STATEMENT
FOR THE 53 WEEKS ENDED DECEMBER 31, 1963

	CONSOLIDATED	ELIM- NATIONS	CASH FROM SALES	UTILITIES	PLASTICS
NET SALES	141993245		121087595	4916058	21144552
CUSTOMER INTERCOMPANY	-22013852 (C)		31921095	92035	722
TOTAL NET SALES	141793245	-32013852	153008690	49252733	21145674
OTHER INCOME -EXPENSE	435401		434502	820	75
TOTAL INCOME	152428646	-32013852	154043192	49253553	21145753
COSTS & EXPENSES					
MANUFACTURING & OPER. COSTS	152754255	-32013852 (C)	127459038	38123234	15185835
SELLING, GENERAL & ADMIN EXP.	14425368		11009666	2473650	54252
TOTAL COSTS & EXPENSES	16717963	-32013852	138468704	40596884	20127927
OPERATING PROFIT	25248983		15374488	8656669	1017826
ADJ. TO OPERATING PROFITS:					
OUTSIDE INTEREST INCOME	172841		172841	0	0
OUTSIDE INTEREST EXPENSE	-256114		-256114	0	0
PROFIT PRETAX/INTEREST	25165710		15491215	8656669	1017826
INTERCOMPANY INTEREST	4552745		5474326	842983	23436
PRETAX INCOME	16012565		10016889	7813686	782250
PROVISION FOR INCOME TAXES					
STATE	117044		117044		
FEDERAL	8046083		4234054	3477371	334616
TOTAL	8223127		4411138	3477371	334616
NET INCOME -LOSS	10389838		5605751	4336315	447772

(C) ELIMINATION OF INTERCOMPANY SALES

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