

ASSUMPTION OF LIABILITIES

This Assumption of Liabilities is dated December 31, 1973 from Tyler Pipe Industries, Inc., a Delaware corporation (hereinafter sometimes called the Purchaser), to Tyler Pipe Industries, Inc., a Texas corporation (hereinafter sometimes called the Seller).

In consideration of the premises and benefits to Purchaser stated in the Bill of Sale and Assignment of even date hercof between Purchaser and Seller, Purchaser does hereby assume and agree to perform or pay all of the debts, liabilities, obligations and contracts of Seller as of the close of business on the date hereof relating to or arising from the operations of Seller's Marketing and Distribution divisions described in Exhibit "A" attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Assumption of Liabilities to be signed in their respective corporate names by their respective Presidents and their respective corporate seals to be hereunto affixed and attested by their respective Secretaries, or one of their respective Assistant Secretaries, the day and year first above written.

TYLER PIPE INDUSTRIES, INC.
(a Delaware corporation)

[Seal]

By [Signature]
President

Attest:

Secretary

TYLER PIPE INDUSTRIES, INC.
(a Texas corporation)

[Seal]

By [Signature]
President

Attest:

Secretary

EXHIBIT A

Advances Payable to Tyler Corporation

\$2,456,656