MINUTES OF REGULAR MONTHLY MEETING
OF THE BOARD OF DIRECTORS OF
THE GLIDDEN COMPANY

Minutes of the regular monthly meeting of the Board of Directors of The Glidden Company held in the Directors Room of the offices of the Company, 900 Union Commerce Building, Cleveland, Ohio, on Tuesday, April 22, 1958, at 9:00 A.M.

The following directors were present:

Alexander D. Duncan	Willard C. Lighter
E. W. Maxey	Harvey L. Slaughter
John H. Weeks	O. M. Halsey
Robert D. Horner	W. David Stallcup
William G. Phillips	

Messrs. Dwight P. Joyce, Chairman, and George S. Warner were not present at the meeting.

Mr. R. L. Lozon, General Purchasing Agent, was present during consideration of the General Purchasing Department report.

In the absence of the Chairman, Mr. Lighter, Executive Vice President, presided and Mr. Horner, Secretary, recorded the minutes.

Copies of the minutes of the March meeting of the Directors having been mailed to each director, the Directors present, on motion made and seconded, unanimously agreed to dispense with the reading of the minutes and approved them as they appeared in the copies received by them.

On motion made and seconded the Directors unanimously approved action taken by the Executive Committee since the March meeting of the Board of Directors, as reported in copies of minutes of the Executive Committee meetings mailed to each director.

Messrs. Duncan, Slaughter, Halsey, and Stallcup respectively reviewed current operations of the Paint, Food, Chemicals-Pigments-Metals, and Southern Chemical Divisions. Mr. Lighter discussed current Chemurgy Division operating results. Following consideration of financial statements for the month of March as set forth in the Controller's Monthly Reports, Mr. Lighter emphasized the need in all Divisions for maintaining earnings during the balance of the current fiscal year which would be at least comparable to those of the previous year, in order that dividend payments at the current quarterly rate might be maintained.

Mr. Duncan, Vice President in Charge of the Paint Division, submitted a proposed contract for acquisition of the paint business of the General Paint Corporation of San Francisco, California, together with a recommendation set forth in a memorandum dated April 11, 1958, distributed prior to the meeting to each director, urging approval of the acquisition. A summary of the proposal by Messrs. W. P. Stetzelberger, Assistant Secretary, and R. E. Dorfmeyer, Director of Acquisitions, was attached to the memorandum. Following careful consideration of Mr. Duncan's recommendation, the Directors unanimously approved the proposal set forth in Messrs. Stetzelberger's and Dorfmeyer's summary. On motion made and seconded it was unanimously

> RESOLVED, that the Purchase Agreement with the General Paint Corporation, a Nevada corporation of San Francisco, California, submitted to this meeting and covering the purchase by this Company of certain assets of the Paint Division of the said General Paint Corporation, be and it hereby is approved; and
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> FURTHER RESOLVED, that Willard C. Lighter, Executive Vice President of this Company, be and he hereby is authorized to execute said Agreement and all such other documents as may be required by and to do everything necessary to consummate said purchase.

The Directors accepted the Seventh Semi-Annual Progress Report of the Committee on Branches dated March 31, 1958, as distributed to each director prior to the meeting.

Mr. Duncan was thereupon excused from the meeting.

The Treasurer presented a brief report on the status of the Company's short-term loans, cash position, accounts receivable, and inventories.

The Directors accepted a report of the special committee appointed January 28, 1958 to study plans for reducing management salaries and effecting other cost savings. A copy of the report, dated April 21, 1958, had been submitted to each director prior to the meeting. A further report will be made by the Committee at the May 27, 1958 Board meeting.

Consideration was given to the monthly report of the General Purchasing Department dated April 21, 1958, as submitted by Mr. Clark P. Maxson, Vice President in Charge of Purchasing and Trade Relations, to each director in advance of the meeting. Mr. R. L. Lozon, General Purchasing Agent, was present during consideration of Mr. Maxson's report and discussed purchasing developments with the Directors.

All PFE's approved by the Executive Committee and the President, as well as those PFE's approved by the Vice Presidents and General Engineering Department, as set forth in reports prepared by the Accounting Department dated April 14, 1958, covering the month of March, were, on motion made and seconded, unanimously approved by the Directors.

On motion made and seconded the Directors unanimously approved PFE No. 32-33-A in the amount of $93,081 covering additional expense incurred in construction of the Chemicals-Pigments-Metals Division's Adrian Joyce Works titanium pigment plant in Baltimore, Maryland, resulting from interruption of the plant's construction program pursuant to action taken by the Board on August 27, 1957.

The Directors considered and, on motion made and seconded, unanimously approved PFE No. 39-206-A in the amount of $57,000 covering expenditures to be incurred over and above a total of $178,500 previously authorized by the Directors for changes in and additions to engineering plans prepared by the Skadberg-Olson Company for the Chemurgy Division's Indianapolis protein plant. Mr. Lighter said it was expected that PFE No. 39-206-A would permit the Chemurgy Division to complete all engineering work to be performed by Skadberg-Olson in connection with the Division's Indianapolis protein plant project.

Mr. Halcey, Vice President in Charge of the Chemicals-Pigments-Metals Division, reported on the status of financing arrangements being negotiated with the Mexican Government through its credit agency, Nacional Financiera, S.A., by Industrias Quimicas Basicas de Mexico, S.A., of Mexico, D.F., with whom the Company had entered into a Technological Assistance Agreement for construction of a titanium pigment plant in Mexico. He stated that no significant progress had been reported as to arrangements reviewed with the Executive Committee April 1, 1958 and summarized in minutes of a meeting of the Committee held that date.

It was reported that the agreement entered into with Dumont-Airplane & Marine Instruments, Inc. for the sale of the Company's Scranton, Pennsylvania plant and lead pigment business, as authorized by the Executive Committee March 3, 1958 and ratified by the Board March 25, 1958, had not been performed by Dumont, but that it was anticipated that following continued negotiation a satisfactory arrangement might be worked out whereby this transaction would, with certain modifications, ultimately be consummated. As soon as such negotiations are completed a revised proposal will be submitted to the Executive Committee.

Mr. Lighter reported on negotiations undertaken in connection with Project "A" as reviewed with the Directors at the March 25, 1958 meeting. A confidential report on an investigation of the Project, completed at the direction of the Future Profits Committee, had been submitted to each director prior to the meeting. Mr. Lighter explained that developments in furtherance of the Project, as reported at the March meeting, did not permit a definite recommendation to be made to the Board as to any specific action.

At 11:50 A.M. the meeting was recessed by the Acting Chairman for luncheon and reconvened at 1:30 P.M.

The Board further considered a proposal originally presented on August 27, 1957 by Dr. Stallcup, Vice President in Charge of the Southern Chemical Division, for construction of a laevo-menthol chemical plant at Jacksonville. Action on this proposal had been deferred at that meeting until the November 26, 1957 meeting, and at the latter meeting until the January 28, 1958 meeting. At that time action on the proposal was further deferred until the April meeting pending completion of additional work on plant design and engineering. Dr. Stallcup recommended that the Directors indefinitely defer further action on the project while additional engineering studies were being completed and pending clarification of the Company's financial position insofar as it affected the advisability of proceeding with this particular plant expansion program.

Mr. Maxey, Vice President in Charge of Finance, reported to the Directors on the status of his Department's contemplated plans for securing additional financing. He described briefly arrangements being made in preparation for such financing, as well as factors he believed determinative as to the time a public offering of debentures could be advantageously arranged.

The Foreign Trademark Committee's quarterly report for the period January 11 through April 10, 1958 was accepted by the Board.

The quarterly report of the Donations Committee for the period December 1, 1957 through February 28, 1958 was accepted by the Board.

The Directors reviewed the Secretary's monthly report dated April 18, 1958 on matters on which Directors and Executive Committee action had been taken and on which other action was pending.

Mr. Halsey reported that the Chemicals-Pigments-Metals Division's ilmenite exploration program being conducted near Fernandina, Florida on land owned by Rayonier Incorporated would be discontinued on or before the end of the current month and that the results of the program would be further evaluated at Baltimore prior to any recommendation being made by his Division with respect to the option granted the Company in its agreement with Rayonier as approved by the Executive Committee on October 10, 1957.

The Directors considered a retirement policy for the Company's wholly-owned Venezuelan subsidiary, Glidden International, C.A., proposed by the Pension Committee. Following a brief discussion it was unanimously decided that the proposed retirement policy should be submitted by the Company to Glidden International with a recommendation for its adoption.

There being no further business to come before the Directors, the meeting was adjourned at 3:30 P.M.