MINUTES OF THE 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 at the office of the Company, 1396 Union Commerce Building, Cleveland, Ohio, on Friday, March 16, 1951 at 9:30 o'clock A.M.

The following directors were present:

Dwight P. Joyce	J. P. Ruth
Clifton M. Kolb	N. B. Betzold
P. E. Sprague	B. W. Maxey
R. G. Golseth	

Messrs. Adrian D. Joyce, W. J. O'Brien, J. A. Peters and A. D. Duncan were not present at the meeting.

In the absence of the Chairman, the President, Mr. Dwight P. Joyce, presided and Mr. Clifton M. Kolb, Secretary, recorded the minutes.

The reading of the minutes of the previous meeting was, upon motion duly made, seconded, and unanimously carried dispensed with and said minutes were approved.

A report of the PFE's approved by the President, Vice Presidents and Engineering Department, covering the period from February 24, 1951 to March 9, 1951, totaling $86,738.89 was, upon motion duly made and seconded, unanimously approved.

Mr. R. G. Golseth submitted PFE No. 37 - 344 in the amount of $16,750.00 covering the purchase and installation of two additional bean cleaners at the Soya Products Division's Chicago plant. The two additional bean cleaners, said Mr. Golseth, would permit production of a greater volume of high protein meal and would help the Company to thereby overcome certain transit disadvantages it was experiencing in the processing and shipment of soybean meal at Chicago. He also stated that the Division was assured a good market for the increased hulls which would result from the increased high-protein meal production. Following careful consideration and upon motion duly made and seconded, PFE No. 37 - 344 was unanimously approved by the Directors.

Mr. Dwight P. Joyce introduced PFE No. 23 - 313, in the amount of $86,495.00, covering renovation and re-equipping of the coconut manufacturing and filling departments at the Food Division's Elmhurst, New York plant. He stated that the Company had succeeded in developing a top quality shredded coconut but was handicapped by obsolete manufacturing and packaging processes and equipment. Two years of intensive planning had resulted in a proposal which, it was stated, would increase plant capacity by 50%, and effect substantial savings in labor and power and through minimizing losses from spillage and degrading. Mr. E. B. Nitchie, who was present during the discussion of this PFE, described the changes which would be made by the proposed manufacturing and packaging equipment and plant renovations. Photographs of a three-dimensional model of the three sections of the main building in which the Division's coconut processing operations were located, were examined by the Directors. The project could be completed, said Mr. Nitchie, within one year and represented the first major step in what the Division hoped would eventually be a fully automatic manufacturing and packaging operation. Upon motion duly made and seconded, the Directors, after a brief discussion, unanimously approved PFE No. 23 - 313 as submitted by Mr. Joyce.

The Secretary submitted the following resolution authorizing Dr. W. D. Stallcup, Naval Stores, Jacksonville, Florida, Division Manager, to sign Conditional Sales Contracts covering power saws used by independent wood contractors in pine distillate wood gathering operations, which resolution was upon motion duly made and seconded, unanimously carried:

RESOLVED, that W. D. Stallcup be and he is hereby authorized to enter into Conditional Sales Contracts on behalf of this Corporation, for the sale of power saws to pine distillate wood contractors operating under contract with this Company.

Mr. Kolb pointed out that all conditional sales contracts to be signed by Dr. Stallcup would be in a form satisfactory to and approved by the Legal Department.

The Secretary submitted the following bank resolutions which were upon motion duly made and seconded unanimously approved:

RESOLVED, that the authorization of (Mrs.) Virginia F. Kellen to sign on the Working Fund Account of the Evansville Branch of The Glidden Company maintained with the National City Bank, Evansville, Indiana, be cancelled and that the signature of (Miss) Dorothy M. Perry be substituted therefor; said change to be effective as of the date letter of notification is received by said Bank (letter of notification dated February 13, 1951). After said change has been made, the account should appear on the records of the Bank as follows:

Any Two: Clifton M. Kolb, Secretary
J. A. Peters, Treasurer
T. D. Myers
H. J. Hermsen
(Miss) Dorothy M. Perry

RESOLVED, that the authorization of Bertel Johnson to sign on the account known as "The Glidden Company - Nubian Industrial Paint Division" of the Nubian Paint & Varnish Company Division of The Glidden Company maintained with the Continental Illinois National Bank & Trust Company, Chicago, Illinois, be cancelled and that the signature of E. G. Stransky be substituted therefor; said change to be effective as of the date letter of notification is received by said Bank (letter of notification dated February 20, 1951). After said change has been made, the account should appear on the records of the Bank as follows:

Any Two: Clifton M. Kolb, Secretary
J. A. Peters, Treasurer
C. C. Johnson
H. K. Heath
L. Karbechek
John T. Radix
E. G. Stransky
August Albrandt

RESOLVED, that the authorization of John J. Malone to sign on the Account No. 2 maintained by The Glidden Company for the use of various of its Divisions located at Chicago, with the Continental Illinois National Bank and Trust Company at Chicago, Illinois be cancelled, and that the signature of I. O. Wyberg be substituted therefor, effective as of the date letter of notification is received by said Bank (letter of notification dated March 6, 1951). After these changes have been made in this account, it should appear on the records of the Bank as follows:

Any Two: J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
H. K. Heath
E. O. Kaupert
G. Norman Bruce
R. G. Colseth
H. M. Froyd
Raymond McGee
O. Florin
Ford M. Ferguson

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Robert A. Lahann
R. L. Wright
C. H. Raff
I. O. Wyberg

RESOLVED, that the authorization of John J. Malone to sign on the Working Fund Account of the Soya Products Division of The Glidden Company at 1825 N. Laramie Avenue, Chicago, Illinois, maintained with the Northern Trust Company, Chicago, Illinois, be cancelled and that the signature of I. O. Wyberg be substituted therefor; said change to be effective as of the date letter of notification is received by said Bank (letter of notification dated March 6, 1951). After said change has been made, the account should appear on the records of the Bank as follows:

Any Two: J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
R. G. Golseth
H. N. Froyd
O. Florin
Ford M. Ferguson
R. L. Wright
I. O. Wyberg

RESOLVED, that a bank account in the name of "Hoke S. Propes, Buying Agent for The Glidden Company - Nicholls Account" be opened on behalf of The Glidden Company with the Coffee County Bank, Douglas, Georgia, effective as of the date letter of notification thereof is received by said Bank (letter of notification dated March 7, 1951). The authorized signatures on this account shall be any one of the following:

Hoke S. Propes
Hoke S. Propes, Jr.
J. A. Peters
Clifton M. Kolb
W. D. Stallcup
C. M. Wells, Jr.

The following resolution relative to a lost stock certificate was submitted by the Secretary and upon motion duly made, seconded and unanimously carried it was

RESOLVED, that The New York Trust Company of the City of New York, Transfer Agent of this company, and The Chase National Bank of the City of New York, Registrar of this company, be and they are hereby authorized to issue and register a new Certificate for Fourteen (14) Shares of the Common Stock of this corporation in the name of The Aetna Casualty and Surety Company, Hartford 15, Connecticut, to replace Certificate No. NE 207559 representing Fourteen (14) Shares of Common Stock registered and outstanding in the name of Mrs. Vivien M. Brewer (correct name Brower); said Certificate for said Fourteen (14) Shares having been lost, the necessary indemnity bond and affidavit of loss having been deposited with the company and necessary power of transfer having been deposited with said The New York Trust Company.

The President reported that the Company's February financial report showed a net profit before taxes of $1,779,288.11 and $914,111.28 after taxes as compared with $762,417.26 and $510,514.65, respectively, in February 1950. During the first quarter of the 1951 fiscal year the Company had experienced a unit volume sale increase of approximately 30%, he stated. Business conditions continued to be good in all Divisions, he said, and supplies of most raw materials appeared satisfactory for the immediate future. He reported that the National Production Authority had notified the Company of its intention to decontrol all synthetic rubber latex not produced in government plants and that as a result of this action adequate supplies of synthetic latex for use in the manufacture of Spred Satin appeared assured. The container supply situation remained unsettled, he stated, but the present attitude of the Container Division of the National Production Authority as reported by Mr. Kolb indicated a willingness by NPA to permit continued use of tin-plate cans until adequate supplies of black-plate cans became available.

Mr. Joyce reported that the Company's Hillside, New Jersey vacant property, comprising 2.4 acres of the total of 5.1 acres owned by the Company at that location, had been sold for a consideration of $20,000, pursuant to approval of the Executive Committee. He also reported that nothing definite had developed relative to the proposed sale of the Metals Refining Company Division. Mr. Kolb pointed out that inasmuch as the Company might elect to abandon its Hammond, Indiana plant and equipment, Section 7 of the Clayton Act, as recently amended, might not prohibit a competitor of the Division taking over the inventories and trade accounts of the Metals Refining Company.

The Directors discussed the possibility of leasing a thirty foot strip of property, adjacent to the land owned by the American Norit Company's property at Jacksonville, Florida, to American Norit. Mr. Sprague pointed out that the Company might find it more advantageous to lease the strip of land in question to American Norit. The possibility of a sale with first option to buy was also discussed by the Directors, and it was concluded that Mr. Sprague be authorized to negotiate further toward working out an arrangement with American Morit which would be beneficial to both parties.

Mr. Kolb reported that an application for declaration and use of cephalin as a substitute for lecithin in margarine, under the Federal Standard of Identity for that product, had been submitted to the Food & Drug Administration, pursuant to discussions by Mr. Glenn Davidson with that Agency. Final copies of the application, which the Agency had approved as being in satisfactory form, had been filed, he said, with proper government officials.

Mr. B. W. Maxey, Controller, called the attention of the Directors to the importance of considering the effect of the Excess Profits Tax Act of 1950 upon the acquisition or sale of plants, equipment, and other capital assets owned by the Company. A need existed, he said, for proper interpretation of many provisions of the Statute and the effect of the tax upon companies subject to a number of special provisions contained in the Act. Mr. Kolb also emphasized the importance of thoroughly considering the effects of the Excess Profits Tax during the coming months and taking all steps necessary to make the best of any advantages offered by the Act.

Mr. Dwight P. Joyce reported that the Company's short term borrowings had not exceeded $18,500,000 and that there was a good possibility that further borrowings would not be necessary for the current fiscal year.

Mr. N. G. Golseth called the Directors' attention to difficulties experienced by the Soya Products Division's Chicago plant in obtaining railway boxcars for its shipments. Relief from the Eastern roads was urgently needed, he said, particularly because of the fact that most of the Chicago plant's shipments were made on these lines, whereas the C.M.St.P.& P. Railway, which serviced the plant, received only 20% of the plant's shipments.

There being no further business to come before the Directors, the meeting, upon motion duly made and seconded, was adjourned.

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