

AGREEMENT made this 2nd day of January, 1968, by and between UNITED STATES GYPSUM COMPANY, a Delaware corporation having its principal office and place of business at Chicago, Illinois (herein called "USG"), and A. P. GREEN REFRACTORIES CO., a Delaware corporation having its principal office and place of business at Mexico, Missouri (herein called "Green (Del)"), wherein the parties agree as follows:

WHEREAS, under a Plan and Agreement of Merger dated September 18, 1967, between USG and A. P. Green Refractories Co., a Missouri corporation (herein called "Green (Mo)"), which was approved by the stockholders of both companies at meetings held November 22, 1967, Green (Mo) was merged into USG under the statutes of Delaware and Missouri, effective at the close of business December 29, 1967; and

WHEREAS, under and by virtue of such merger, USG succeeded to the possession and ownership of all property, rights, privileges, powers, franchises and immunities of Green (Mo) subject to all existing restrictions, disabilities and duties of Green (Mo) and became liable upon all debts, liabilities and duties of Green (Mo); and

WHEREAS, it was intended and contemplated that the enterprise operated by Green (Mo) immediately prior to such merger would be operated by USG through a subsidiary formed by USG to be known as A. P. GREEN REFRACTORIFS CO., a Delaware corporation, and such a subsidiary has been formed and is in existence and the capital stock thereof is all owned by USG;

NOW, THEREFORE, it is AGREED:

1. Conveyance of Assets: USG hereby conveys, assigns and transfers to Green (Del) as a capital contribution all of the properties and assets of every kind and nature which USG received upon the merger of Green (Mo) into USG which was effective December 29, 1967, excluding, however, those properties and assets expressly excepted or reserved by USG in this agreement, and subject to all restrictions, liabilities, debts and duties of Green (Mo) existing on the effective date of the merger, including, but not by way of limitation, the following assets and liabilities:

- (a) Real Estate: The real estate described in the copies of deeds contained in Book of Deeds designated as Exhibit A the originals of which were delivered to Green (Del) on the date of this agreement. All real properties in the State of Pennsylvania owned by Green (Mo) on or prior to the effective date of the merger (except those listed in Exhibit A) are expressly excluded from said conveyances:

and transfers and from the within agreement, the same having been leased by USG to Green (Del) by separate written leases which have been executed and delivered to Green (Del) contemporaneously with this agreement.

- (b) Machinery and Equipment: All machinery and equipment owned by Green (Mo) at the close of business on December 29, 1967, as shown by its Plant Property Ledgers.
- (c) Vehicles and Rolling Stock: All vehicles, mobile equipment and rolling stock owned by Green (Mo) as of the close of business December 29, 1967, including without limitation, the vehicles listed in Exhibit B. All certificates of title and registration of vehicles are being endorsed over and transferred by USG to Green (Del), as required in the various states in which such vehicles are registered.
- (d) Inventories: All inventories of finished products, work in process, raw materials and supplies and installation contracts in progress which were owned by Green (Mo) at the close of business December 29, 1967.
- (e) Office Furniture, Fixtures and Supplies: All office furniture, furnishings, equipment and supplies, regardless of where located, which were owned by Green (Mo) at the close of business on December 29, 1967.

(f) Investments in Subsidiaries and Affiliates: The capital stock in the companies listed in Exhibit C, specific assignments of which have been made as of the date of this agreement.

(g) Other Current Assets, Investments and Prepaid Expenses: Cash, marketable securities, accounts receivable, advances and other investments, sundry assets, construction in progress, leasehold improvements and prepaid insurance. Specifically, but not in limitation of the aforesaid, the bank accounts heretofore established and maintained by Green (Mo) in the banks listed in Exhibit D, which bank accounts became the property of USG upon the aforesaid merger, are hereby assigned and transferred to Green (Del) subject to any outstanding claims or checks previously drawn against said accounts by Green (Mo).

(h) Patents and Trademarks: The patents and trademarks listed in Exhibit E, together with the good will of the business pertaining thereto.

2. Assignment and Assumption of Contracts: USG assigns to Green (Del) and Green (Del) assumes and agrees to perform all contracts, agreements and licenses to which Green (Mo) was a party or under which Green (Mo) had any obligation or liability, whether fixed, contingent or otherwise; including, but not by way of limitation, the following:

- (a) Labor Contracts: The labor contracts listed in Exhibit F.
- (b) Purchase Contracts: The purchase contracts listed in Exhibit G.
- (c) Pending Orders: All pending orders and contracts for the sale of products.
- (d) Licenses: The license and technical aid agreements listed in Exhibit H.
- (e) Railroad Agreements: The agreements with railroads listed in Exhibit I.
- (f) Leases (office, warehouse, farms, etc.): The leases listed in Exhibit J.
- (g) Miscellaneous Contracts: The miscellaneous contracts listed in Exhibit K.

EXCLUDING, nevertheless, the following agreements and all obligations and liabilities thereunder:

- (h) All stock option plans and options or rights to purchase any of the capital stock of any class of Green (Mo) including the restricted stock option plan approved by the stockholders of Green (Mo) in November, 1955 and the amended (qualified) stock option plan approved by the stockholders of Green (Mo) on April 23, 1965 and all options issued or granted under those plans. USG has

specifically assumed outstanding options granted under said restricted and amended (qualified) stock option plans under the terms of the aforesaid Plan and Agreement of Merger and is giving appropriate notification of such assumption to the outstanding optionees of Green (Mo) stock on the effective date of the merger.

- (i) That certain agreement of employment between Green (Mo) and William S. Lowe, its president, dated December 1, 1958, as amended, which agreement was cancelled and terminated on December 29, 1967. William S. Lowe has entered into a new agreement of employment with Green (Del) dated January 2, 1968.

3. Assumption of Green (Mo) Liabilities: USG hereby assigns to Green (Del) and Green (Del) hereby assumes and agrees to pay, discharge and perform all of the outstanding debts, liabilities and obligations of Green (Mo) as of the close of business on December 29, 1967, regardless of whether contingent or fixed or liquidated or unliquidated in amount, including, but not in limitation of the foregoing:

- (a) Notes issued by Green (Mo) under that certain agreement with New York Life Insurance Company dated February 5, 1959, which notes bear interest at 4-3/4% per annum and mature on July 1, 1979.

- (a) Notes issued by Green (Mo) under that certain agreement with First National Bank in St. Louis and Mercantile Trust Company National Association dated May 6, 1966, which notes bear interest at 5-1/4% per annum and mature on January 31, 1973.
- (c) All other notes payable and all other liabilities, including without limitation accounts payable, salaries and wages, federal and Canadian income taxes and other taxes, which were due or incurred by Green (Mo) on or prior to the close of business on December 29, 1967, or which arise out of any transactions entered into by or acts or omissions of Green (Mo) prior to the close of business on December 29, 1967.

EXCEPTING, nevertheless, obligations arising under agreements expressly excluded from this agreement.

4. Investment Plan: Green (Mo)'s investment plan for salaried employees was on November 22, 1967, adopted by Green (Del) with certain amendments recorded in the minutes of Green (Del) and it is recognized that no further action need be taken in regard to the investment plan for salaried employees
5. Green (Mo) Pension Plans: The pension plans of Green (Mo) were adopted as amended, at a meeting of the directors of Green (Del) held December 29, 1967, and all agreements with

respect thereto mentioned in the Merger Agreement have been complied with.

6. Green (Mo) Health and Welfare Plans: Green (Mo)'s health and welfare plans in effect on the effective date of the merger were, by action of the board of directors of Green (Del), adopted and assumed, with suitable technical amendments, at a meeting of the directors of Green (Del) on December 29, 1967, and USG's obligation with respect thereto, as contained in the Merger Agreement, has been complied with.
7. No Continuing Commitment: This agreement with respect to the carrying out of the obligations of USG under the Merger Agreement shall not be construed as imposing any obligation upon USG to continue to operate the business heretofore conducted by Green (Mo) for any specific length of time through Green (Del), nor to continue any of the pension, investment, health and welfare or similar plans for any specified length of time or prevent USG, in its discretion, from partially or completely liquidating said corporation, reorganizing or recapitalizing or causing it to convey some or all of its properties and assets.

IN WITNESS WHEREOF the parties hereto have caused these presents to be executed and their corporate seals to be affixed, pursuant to

authorization of their respective Boards of Directors, all on the day and year first above written.

UNITED STATES GYPSUM COMPANY

By _____
President

ATTEST:

Secretary

A. P. GREEN REFRACTORIES CO.

By _____
President

ATTEST:

Secretary

STATE OF ILLINOIS)
COUNTY OF COOK) ss.

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY that GRAHAM J. MORGAN, personally known to me to be the President of UNITED STATES GYPSUM COMPANY, a Delaware corporation, and _____, personally known to me to be the _____ Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and _____ Secretary, they signed and delivered the said instrument as President and _____ Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and official seal, this 2nd day of January, 1968.

Notary Public

My commission expires _____

UNRECORDED

STATE OF _____)
COUNTY OF _____) ss.

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY that WILLIAM S. LOWE personally known to me to be the President of A. P. GREEN REFRACTORIES CO., a Delaware corporation, and _____ personally known to me to be the _____ Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and _____ Secretary, they signed and delivered the said instrument as President and _____ Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and official seal, this 2nd day of January, 1968.

Notary Public

My commission expires _____

EXHIBIT B

VEHICLES AND ROLLING STOCK

Mexico, Missouri

1950 Chevrolet Truck (L. W. Base) 6 cyl. #HEA440470
1954 Ford Truck (Dump) 8 cyl. #F75J4H37558
1955 International Truck 6 cyl. #139485
1955 International Truck 6 cyl. #8123
1956 International Truck 6 cyl. #348213
1957 International Truck 6 cyl. #BD264-427954
1957 International Truck 6 cyl. #BD264-415879
1959 Ford Pick Up Truck 6 cyl. #F10J9G21375
1961 Ford Truck (Pick Up) 6 cyl. #F10JG200434
1962 Ford Pick Up 6 cyl. #F10JK211018
1962 Ford Dump Truck 8 cyl. #T80FU211015
1962 Ford Truck (C&C) 8 cyl. #T70NU230801
1962 Ford Pick Up 6 cyl. F10JK272985
1962 Ford Pick Up 6 cyl. #F10JK273153
1962 Ford Dump Truck 8 cyl. #F50CK272638
1962 International Station Wagon 4 cyl. #FC41053A
1962 Ford Truck (C&C) 8 cyl. #F70NU283151
1962 Ford Pick Up 6 cyl. #F10JK295634
1963 Ford Dump Truck 8 cyl. #F75WU393496
1963 Ford Dump Truck 8 cyl. #F75WU433436
1964 Ford Truck (F-600) 8 cyl. #F60 MK 504372
1964 International Truck 8 cyl. #SB439296F
1964 International Truck 8 cyl. #FD70740H
1965 Ford Pick Up 8 cyl. #F10DK613279
1967 Ford Pick Up 6 cyl. #F25AKB19156
1965 International Scout 4 cyl. #FC41309A
1965 Ford Truck (T-800) 8 cyl. #T80KU663603
1965 Ford Pick Up 8 cyl. #F10DK661832
1966 Ford Pick Up #F10YK735093
1966 Ford Truck (F-600) 8 cyl. #F60DK807637
1966 Ford Pick Up 8 cyl. #F10YK820667
1966 Ford Truck (F-600) 8 cyl. #F60DK830921
1966 Ford Truck (Pick Up) 6 cyl. #F10AL887276
1966 Ford Truck (T-800) 8 cyl. #T80EU891192
1966 Ford Truck (T-800) 8 cyl. #T80EU891191
1966 International Truck 8 cyl. #486060H643195
1962 Ford Dump Truck 8 cyl. #T80FU210908

Mexico, Missouri (continued)

1967 International Truck 8 cyl. #486070H658139
1967 Ford Truck (T-800) 8 cyl. #80EUB13379
1967 Ford Truck (T-800) 8 cyl. #80EUB29107

Tampa, Florida (Warehouse):

1963 Ford Truck (C-700) 8 cyl. #C701U412791

Durex Division, Jackson, Ohio:

1967 Chevrolet Dump Truck #CE637F155958
1964 Chevrolet Dump Truck #4C613N100281
1946 International Dump Truck #13214
1956 Chevrolet Dump Truck #6B56N007394
1949 Ford Dump Truck #98RTH269066
1946 Chevrolet Dump Truck #JEA986659

Pyro Division, Oak Hill, Ohio:

1965 Rambler 4 door station wagon #Z304218
1961 Cushman Mailster #112989
1950 Ford Dump Truck #98MTH18283
1948 Dodge Power Wagon #83908540

Dixie Division, Kimberly, Alabama:

1955 Chevrolet Dump Truck #V5W25A024
1956 Ford Pick-up #F25V617629
1964 GMC flatbed truck #F1237K

Birmingham, Alabama (Warehouse):

1961 Chevrolet flatbed truck #1C633N103950

Troy Division, Troy, Idaho:

1967 GMC Pick-up #CM1590DZC-1226-A
1954 Dodge pick-up #T137-36-114

Standard Division, Pueblo, Colorado:

1941 Ford Truck (Flat Bed) #99-T-345089
1942 Ford Truck (Flat Bed) #99-T-480568
1951 Chevrolet Truck (Flat Bed) #JEA 794473
1954 Ford Pick Up (F-100) #F10D4K23404
1954 Ford Dump Truck (F-600) #F60Z4K23892
1956 GMC Dump Truck #353PX1790
1957 International Dump Truck #ACF172FA1010
1959 MACK Truck #B73T 2011
1966 Fruehauf Semi-Trailer #FWF 447602
1966 Fruehauf Semi-Trailer #FWF 492701

Freeport Division, Freeport, Texas:

1966 Chevrolet Pick Up #C15468 105904

Climax Division, New Bethlehem, Pennsylvania:

1951 GMC Dump Truck #35324P296
1953 Fruehauf Trailer (28' Tandem) #FW88573
1953 Fruehauf Trailer (28' Tandem) #FW88574
1955 Fruehauf Trailer (28' Tandem) #FW102496
1958 Dorsey Trailer (32' Tandem) #38916
1959 Dorsey Trailer (32' Tandem) #40363
1957 International Tractor #V225AFV7161
1959 Willis Truck #5754889559
1962 GMC Truck #K1502PJ1527B
1967 GMC Truck #CS1570CPC2064A
1966 Ford Station Wagon #U15FL830043
1967 Dodge Truck #1161731756
1967 GMC Truck #EM5700VC8386E

Stevens Division, Macon, Georgia:

1963 8 cyl. Ford T700 Cab & CHSS #T701U400882
1967 8 cyl. Ford 100 pick-up #F10YCA90798

Valentine Division, Woodbridge, N. J.:

1962 Chevrolet pick-up Model C1404 #2C144T126998
1967 Chevrolet pick-up Model C1404 #147B138190

Valentine Division (continued)

1967 Chevrolet Dump Model HM7 #HM7140P104721
1957 International Dump Model 51840 #51840FS12655

Remmey Division, Philadelphia, Pa.:

1956 Ford Truck #F8056H61462
1958 International Truck #AC18920FA2056
1963 Chevrolet Truck #HC144B109456
1952 Mack Truck #EF1S5719
1956 Mack Truck #LJT1D12051
1951 Mack Truck #EF154837
1967 Ford Truck #F60CEB44858
1967 Mobile Field Office #8541
Used Fruehauf Trailer #AV6995
Used Great Dane Trailer #EV4502

Granite City Division, Granite City, Illinois:

1966 GMC 2-1/2 ton stake truck 6 cyl. #EM6670VC2740F

Tarentum Division, Tarentum, Pennsylvania:

1967 Chevrolet Pick-up #CS147B105280RNB

Sulphur Springs Division, Sulphur Springs, Texas:

1967 Ford Truck 2-1/2 ton #F70FUA87194
1965 Chevrolet Truck 2-1/2 ton #C8135 P104158
1951 Dodge Pick Up #T30620914
1959 Nabors Trailer #36414DT
1959 Nabors Trailer #1-100-CST
1952 Willys Jeep 1/4 ton #3J113874
1955 Chevrolet Dump Truck #0410449F255N

Moline, Illinois (Warehouse):

1965 Ford Cab Stake #F60B1651341

EXHIBIT C

CAPITAL STOCK IN OTHER COMPANIES

Domestic companies

Illinois Clay Products Company
E. J. Bartells Company
Bigelow-Liptak Corporation
A. Lynn Thomas Company, Inc.
A. P. Green Export Company
A. P. Green Refractories, Inc.
A. P. Green Refractories Co. of Michigan
A. P. Green Refractories Co. of Ohio
A. P. Green Refractories Co. of Texas
A. P. Green Refractories of New York, Inc.
A. P. Green Refractories of Wisconsin, Inc.
A. P. Green Fire Brick Co. of Illinois, Inc.
Metropolitan Refractories Corporation
Valentine Fire Brick Company (inactive)
Thermo Fire Brick Company (inactive)
Stevens Fire Brick Company (inactive)
Standard Fire Brick Company
Pyro-Durex-Portsmouth Refractories (inactive)
Richard C. Remmey Son Company (inactive)
Climax Fire Brick Company (inactive)
Dixie Fire Brick Company (inactive)
Cambria Fire Clay Products Co.
Audrain Broadcasting Company

Foreign companies

A. P. Green Refractories Co. (Canada) Ltd.
Liptak-Bradley Limited
A. P. Green Refractories Limited (England)
A. P. Green Argentina S.A.
Cia Mexicana de Refractarios A. P. Green S.A.
Refractarios Lota-Green S.A.
Kumardhubi Fireclay & Silica Works, Ltd.
A. P. Green Comaco Refractarios, S.A.
Newbold General Refractories, Ltd.

100-000000

EXHIBIT D

BANK ACCOUNTS OF GREEN (MO)
AS OF DECEMBER 29, 1967

<u>Bank</u>	<u>Location</u>
Mexico Savings Bank	Mexico, Missouri
First National Bank	St. Louis, Missouri
Mercantile Trust Company	St. Louis, Missouri
Hibernia National Bank	New Orleans, La.
Merchants National Bank	Mobile, Alabama
First National City Bank	New York, New York
First National Bank	Boston, Mass.
First National Bank	Pueblo, Colorado
Provident National Bank	Philadelphia, Pa.
New Bethlehem Bank	New Bethlehem, Pa.
Manufacturers Hanover Trust	New York, New York
Bank of the Southwest	Houston, Texas
First Granite City National	Granite City, Illinois
Chase Manhattan Bank	New York, New York
First Bank of Troy	Troy, Idaho
Warrior Savings Bank	Warrior, Alabama
First National Bank	Mexico, Missouri
Citizens & Southern National	Macon, Georgia
First National Bank	Jackson, Ohio
Union National Bank	Tarentum, Pa.
Birmingham Trust Company	Birmingham, Alabama
Sulphur Springs State Bank	Sulphur Springs, Texas
First Bank & Trust Company	Woodbridge, New Jersey

EXHIBIT E

PATENTS AND TRADEMARKS

United States Patents

<u>Patent No.</u>	<u>Patent Date</u>
2,865,772	December 23, 1958
3,010,835	November 28, 1961
3,100,677	August 13, 1963
3,153,834	October 27, 1964
3,187,694	June 8, 1965
3,208,412	September 28, 1965
3,161,162	December 15, 1964

United States Patent Applications

<u>Serial No.</u>	<u>Date Filed</u>
408,912	November 4, 1964
589,198	October 25, 1966
589,228	October 25, 1966
662,612	May 31, 1967
665,486	September 5, 1967
680,032	November 2, 1967

Argentine Patents

<u>Patent No.</u>	<u>Patent Date</u>	<u>Corres. U.S. Patent</u>
144,915	June 28, 1965	3,100,677

Canadian Patents

<u>Patent No.</u>	<u>Patent Date</u>	<u>Corres. U.S. Patent</u>
570,503	February 10, 1959	2,865,772
656,294	January 22, 1963	3,010,835
692,255	August 11, 1964	3,100,677

Canadian Patent Applications

<u>Serial No.</u>	<u>Filing Date</u>	<u>Corres. U.S. Serial No.</u>
637,417	February 27, 1962	662,612
944,509		

Chilean Patents

<u>Patent No.</u>	<u>Patent Date</u>	<u>Corres. U.S. Patent No.</u>
17,134	November 25, 1960	3,100,677

Mexican Patents

<u>Patent No.</u>	<u>Patent Date</u>	<u>Corres. U.S. Patent No.</u>
62,885	August 9, 1961	2,865,772
67,825	October 20, 1964	3,010,835
64,248	Filed	

Trademark Registrations in the United States

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
DIAMOND-JO	160,512	12
PYRO	170,216	12
MIZZOU	171,610	12
D.P.	171,612	12
MEXI-KOMO	181,425	12
KRUZITE	183,374	12
'SAIRSET	231,135	12
ATMOSET	236,227	12
BIG CHIEF	238,809	12
MEX-KO	268,018	12
GROG-O-MIX	269,099	12
HYDROSET	342,309	12
KAST-O-LITE	364,858	12
CLIPPER	388,629	12
KD-2	429,456	12
KX-99	438,285	12
QUIK-PACH	500,121	12
MEXICO	505,910	12
EMPIRE	510,415	12
STAR-LA	549,316	12

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
VALCOSET	549,317	12
VALENTINE XX	553,154	12
SUPER HYBOND	561,015	12
KAST-SET	564,427	12
GREENCAST	600,884	12
GREEN-X	603,200	12
SK-7	607,178	12
A. P. GREEN	608,971	12
KS-4	611,665	12
JERZITE	626,763	12
GREENCOTE	628,914	12
TROY	655,153	12
DUREX	655,702	12
XSIL	680,276	12
YUKON	686,536	12
RED X and DES.	698,813	12
GUNPATCH	717,077	12
NICARB	719,857	12
GREEN	730,277	12
SATANITE	769,373	12
GREENCLAD	770,595	12
GREENCARB	259,109	12
GREENLITE	-	

Trademark Registrations in Argentina

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
MEX-KO	342,722	3
BIG CHIEF	432,870	3
KX-99	439,549	3
ATMOSET	439,636	3
GREENCOTE	439,637	3
KAST-O-LITE	447,957	3
KD-2	479,510	3
A. P. GREEN	498,280	3
TWO HEMISPHERES	512,268	3
SATANITE	522,167	3
GREENTAR	525,422	3
GREENCLAD	525,448	3
GREENRAM	525,489	3
GREENTARAM	525,590	3
DIAMOND-JO	526,303	3

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
MIZZOU	526,387	3
'SAIRSET	526,388	3
QUIK-PACH	526,389	3
KRUZITE	536,470	3
EMPIRE	540,569	3
KAST-SET	540,570	3
OZARK	540,571	3
SUPER-PLASTIC	384,019	

Trademark Registration in Australia

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
'SAIRSET	76,374	17

Trademark Registrations in Belgium

<u>Trademark</u>	<u>Reg. No.</u>
'SAIRSET	35,245
ATMOSET	82,136
GREENCAST	82,137
KAST-SET	82,138
QUIK-PACH	82,139
GREEN-X	82,140
A. P. GREEN	82,141
SK-7	82,142
KS-4	82,143
KAST-O-LITE	82,144

Trademark Registrations in Brazil

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
KX-99	290,362	16
'SAIRSET	290,363	16
SUPER HYBOND	290,364	16
A. P. GREEN	290,365	16
QUIK-PAK	290,366	16
CLIPPER	290,367	16
OZARK	290,369	16
MEX-KO	290,370	16
EMPIRE	290,371	16

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
GREENCOTE	290,728	16
KAST-SET	290,898	16
KD-2	291,022	16
MEXI-KOMO	291,281	16
SATANITE	291,284	16
KAST-O-LITE	291,532	16
KRUZITE	291,533	16
MIZZOU	305,782	16

Trademark Registrations in Canada

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
'SAIRSET	43361	Register 197
MIZZOU	43370	Register 197
KRUZITE	43391	Register 197
MEX-KO	NS 9685	Register 35
ATMOSET	NS 10059	Register 37
QUIK-PACH	NS 10060	Register 37
GREENCOTE	NS 10320	Register 38
KAST-SET	NS 12191	Register 45

Trademark Registrations in Chile

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
A. P. GREEN	140,524	
KAST-SET	140,525	7
KX-99	140,527	7
'SAIRSET	140,528	7
KAST-O-LITE	154,035	7
HYDROSET	154,036	7
OZARK	115,491	7
CLIPPER	115,492	7
VALENTINE XX	115,493	7
SK-7	115,494	7
KS-4	115,495	7
SUPER HYBOND	115,496	7
QUIK-PAK	115,497	7
SATANITE	115,498	7

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
EMPIRE	116,579	7
KD-2	120,501	7
KRUZITE	140,526	7
GREENCOTE	143,429	7

Trademark Registrations in France

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
KS-4	66,754	19
SK-7	66,755	19
KAST-SET	66,756	19
KAST-O-LITE	66,757	19
ATMOSET	66,758	19
GREENCAST	66,759	19
QUIK-PACH	66,760	19
GREEN-X	66,761	17
A. P. GREEN	66,762	17 and 19
'SAIRSET	71,844	19

Trademark Registrations in Germany

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
A. P. GREEN-X	728,594	37
GREENCAST	713,379	37
KAST-O-LITE	713,378	37
KAST-SET	719,348	37
QUICK-PACH	719,906	37
SAIRSET	394,831	37

Trademark Registrations in Great Britian

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
'SAIRSET	490,720	1
ATMOSET	541,058	1
KAST-O-LITE	737,638	19
A. P. GREEN	819,489	19
KAST-SET	819,490	19

Trademark Registrations in India

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
'SAIRSET	114,263	19
CLIPPER	234,212	19
MIZZOU	234,215	19
SATANITE	234,217	19
EMPIRE	234,210	19
BIG CHIEF	234,214	
KRUZITE	234,216	
HYBOND	234,218	
KAST-O-LITE	234,219	
CRYSTALITE	234,808	
XSIL	234,809	
KAST-SET	234,810	

Trademark Registrations in Italy

<u>Trademark</u>	<u>Serial No.</u>	<u>Registration No.</u>
SK-7	16336	193296
SUPER-PLASTIC	16337	193258
KRUZITE	16338	193259
MIZZOU	16339	193260
MUL-8	16340	193261
'SAIRSET	16341	193262
CRYSTALITE	16342	193263
KS-4	16343	193264
KAST-O-LITE	16344	193265
A. P. GREEN	16345	193266
KAST-SET	16346	193271

Trademark Registrations in Japan

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
'SAIRSET	381,067	13
'SAIRSET	387,779	14
A. P. GREEN	416,211	13
A. P. GREEN	420,367	14
APG	669,610	7

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
A. P. GREEN	416,211	13
A. P. GREEN	420,367	14
GREENCAST	704,517	7
GREENCLAD	703,765	7
GREEN TARAM	704,518	7
KAST-O-LITE	673,121	7
MIZZOU CASTABLE	703,764	7
SAIRSET	381,067	13
SAIRSET	387,779	14
STEELKON	673,120	7
VSL-50	675,759	7

Trademark Registrations in Mexico

<u>Trademark</u>	<u>Reg. No.</u>
A. P. GREEN	48,065
MEX-KO M	58,165
KRUZITE M	58,166
KX-99 M	58,167
MEXI-KOMO M	58,168
'SAIRSET M	58,169
CROWN M	58,543
KAST-SET M	58,763
EMPIRE M	58,764
MIZZOU M	58,948
QUIK-PACH M	49,672
G-23 M	61,415
KD-2 M	61,416
QUIK-PAK M	61,670
KAST-O-LITE M	62,619
G-26 M	70,711
G-20 M	70,712
G-16 M	71,498
GREENCOTE M	85,929
SATANITE M	86,055
SUPER-PLASTIC M	88,335
SUPER HYBOND M	89,611
BIG CHIEF M	109,931

Trademark Applications in Mexico

<u>Trademark</u>	<u>No.</u>
MC-22 M	109,929
BIG CHIEF M	109,931

Trademark Registrations in Peru

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
A. P. GREEN	27,202	29
'SAIRSET	47,797	29
KRUZITE	47,806	29

Trademark Registrations in Sweden

<u>Trademark</u>	<u>Reg. No.</u>
'SAIRSET	79,566
SUPER HYBOND	80,457
KAST-SE	82,983

Trademark Registrations in Union of South Africa

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
KRUZITE	606/39	16
MIZZOU	607/39	16
'SAIRSET	611/1939	17
KAST-O-LITE	617/1939	17

Trademark Registrations in Uruguay

<u>Trademark</u>	<u>Reg. No.</u>	<u>Class</u>
KRUZITE	66,712	8
KAST-SET	66,713	8
'SAIRSET	66,714	8
EMPIRE	75,230	8
MEX-KO	75,280	8
A. P. GREEN	89,728	8

EXHIBIT F

LABOR CONTRACTS

<u>Plant Location</u>	<u>Union</u>	<u>Expiration Date</u>
Kimberly, Ala.	United Brick and Clay Workers of America, Local #443	9-15-69
Pueblo, Col.	UBCW, Local #643	7-31-69
Granite City, Illinois	United Steelworkers of America	10-1-69
Morris, Ill.	United Steelworkers of America	3-31-70
Mexico, Mo.	UBCW, Local #790	11-16-69
Woodbridge, N.J.	Eastern District Council #12, UBCW, Local #676	10-10-69
Jackson, Ohio	UBCW, Local #936	6-30-68
Oak Hill, Ohio	UMW, District 50, Local #14771	7-15-69
Climax, Pa.	UMW, District 50, Local #14658	9-15-69
Philadelphia, Pa.	Eastern District Council #12, UBCW, Local #972	9-13-69
Tarentum, Pa.	UMW, District 50, Local #15079	5-10-69

PURCHASE CONTRACTS

Mexico Division Contracts

Alabama Power Company - electric service contract for Birmingham office and warehouse.

Arkansas Louisiana Gas Company - industrial gas sales contract dated 12/9/65 terminates 12/31/85 (Berger, Arkansas Plant).

Arkansas Power & Light Company (Berger, Arkansas Plant) - electric service contract.

Missouri Cities Water Co. - water service contracts.

Missouri Power & Light Co. - electric service agreement 7/3/63 - rate change in 1965.

Panhandle Pipe Line Co. - 11/1/65 - industrial gas contract - fuel requirements contract for Mexico, Mo. plant.

Southwestern Bell Telephone Co. agreement for direct line to St. Louis dated 7/1/63

Aluminum Company of America for Tabular Alumina

American Optical Company for Safety glasses and supplies

Diamond Alkali Company for Silicate of Soda

Dow Chemical Company for Magnesium Chloride, Epsom Salt (Tarentum)

Guessfeld Welding Supplies Co. for Acetylene

Industrial Chemicals Division, Allied Chemical Corporation for Aluminum Sulfate

Michigan Chemical Corporation for Periclase (Tarentum)

Mineweld Company (ordered through Hill Equipment Co.) for Oxygen

Monsanto Co. for Sulfuric Acid.

Olin Mathieson Chemical Corp. for Sulfuric Acid.

Uregas Service, Inc. for Propane Gas.

White Electric Supply for Westinghouse Electric Company Lamps.

Climax Division Contracts

West Penn Power Service (9 agreements)

Dixie Division Contracts

Alabama Power Co. - contract for electric power dated 8/28/61 for plant at Kimberly.

Cullman-Jefferson Counties Gas District - contract for industrial gas service dated 4/16/54 - doubtful if this is current as to rate.

Majure Gas Company, LP gas & equipment for fork lift trucks.

Sinclair Refining Company. Lubricants & gasoline for plant.

. L. Hunt Products Co. Fuel oil for standby heating.

Freeport Division Contracts

DOW Chemical Co. sales contract 9/14/65 - for purchase by Green of its requirements of magnesium hydroxide for Freeport plant.

Houston Pipeline Co. - gas supply contract dated 11/1/65.

Houston Lighting & Power Co. - electric service agreement for five years beginning 1/1/67.

Nicholas Engineering & Research Corp. - re: construction of Freeport plant.

Channel Services, Inc. - perform work at Freeport Plant dated 2/3/67

Macon Division Contracts

Atlanta Gas Light Company - gas service contract.

Georgia Power Company - power service contract dated 6/18/58.

Tuloma, Inc. gas contract.

Ohio Divisions Contracts

Buckeye Rural Electric Cooperative - electric service contract dated 1963 (Durex)

Columbus & Southern Ohio Electric Co. - electric service contract (Durex and Pyro)

Ohio Fuel Gas Co. - gas service contract.

Pike Natural Gas Co.

Pueblo Colo. Division Contracts

Pueblo Gas & Fuel Co. - gas contract Pueblo plant.

Southern Colorado Power Co. - electric service contract.

Remmey Division Contracts

General Services Administratives - current contract (GS-OOP-(S)16431 (SCM) for purchase of Kenya, Kayanite - also a letter of credit re same.

Philadelphia Electric Co. - power contract dated 4/26/63.

United Gas Improvement Co. Philadelphia Gas Works Division service agreement.

Suburban Propane Natural Gas Co. of N.J. - propane bulk sales agreement 7/28/61

Telautograph Corp. - rental of Transceivers 3/22/63.
Atlantic Refining, May 1965, Gasoline Contract.
Sinclair Refining, June 1, 1967, #2 Fuel Oil Agreement.
Sinclair Refining, June 1, 1967, #6 Fuel Oil Agreement.
Stauffer Chemical, July 1, 1965, Phosphoric Tank Agreement.
Alcan Sales, Inc., Jan. 1, 1967, RASC Bauxite Purchases.
Pennebacker Company, Jan. 1, 1967, 1/4" & 1/2" Grinding Balls.
M&T Chemicals, April 1967, Florida Zircon Sand.
Merchants Products, Jan. 1, 1967 Phosphoric Acid 85%.
Corrigan-Manning, Jan. 1, 1967, Order & Billing Forms.
Donovan Company, Jan. 1, 1967, Heat Treating.
John Konopka, Jan. 1, 1967, Sic Batts.
John Konopka, Jan. 1, 1967, Pennsylvania Batts.
R. S. McCracken Co., May 1967, Oxygen and Acetalene.
N & N Supply Company, Jan. 1, 1967, Plumbing Supplies.
Carborundum Company, Sept. 1959, Purchase Agreement of Ni-Carb.
Surburban Propane, July 1961, Propane Gas & Storage Tanks.
E. I. DuPont, Jan. 1, 1967, Sodium Silicate Solution.

Sulphur Springs Division Contracts

Lone-Star Gas Co. - service contracts.
Texas Power & Light Co. - electric service contracts.

Mobil Oil Co. - Ind. Lubricating Oil & Grease contract.

Texaco, Inc. - Ind. Lubricating Oil & Grease contract.

General Electric Co. - purchase of large lamps.

Texas Power & Light Co. - contract for electric service.

Tarentum Division Contracts

Equitable Gas Company - service contract.

Borough of Tarentum - water contract 7/6/54 for basic plant water supply.

West Penn. Power Company - electric service contract for basic plant dated 5/22/59.

Troy Division Contracts

Washington Water Power Company - gas service agreement for plant at Troy 3/17/59.

Washington Water Power Company - electric service contract for Troy plant (no formal agreement) rate schedule in file.

Valentine Division Contracts

Talawtograph Corp. equipment rental agreement dated 12/21/62 - transceivers

Elizabethtown Consolidated Gas Co. gas contract.

Atlantic Refining Co., Equipment lease

EXHIBIT H

LICENSES AND TECHNICAL AID AGREEMENTS

ARGCO Royalty (ARGCO is A. P. Green, Argentine, S.A.) - Green licenses to ARGCO its know-how, trade-marks, patents for a 2% royalty (3% on basic) contract extended to 5/31/71.

ARGCO - Technical Service Agreement dated 6/1/61 - Expires 6/1/81.

Fleischmann, Adolph A., Frankfurt, Germany - License Agreement license by Green of technical service, tradenames, and assistance in "specialty products" in return for a royalty.

A. P. Green Fire Brick Company, Ltd. of Weston, Ontario License for royalty of 3% of selling price covering all products made by Green.

A. P. Green (Great Britain) Limited - Green licenses its know-how, etc. for the manufacture of "specialties" for a 2% royalty based on net sales value. Also a separate letter agreement covering exporting of A. P. Green English made refractory products.

Kamo Potteries - Green licenses its know-how, trademarks, etc. in return for a royalty. (Kamo is a New Zealand corporation).

Leramos S.A. (Mexico) Agreement regarding technical services - A. P. Green International assigned to A. P. Green June 1, 1962.

Kumardhubi Fire Clay and Silica Works Limited (Calcutta, India).

- (a) Preservation of Secrecy Agreement - 1/8/67;
- (b) Technical Aid Agreement (covers license of know-how, trademarks, for royalty of 3% of net sales 4/5/66);
- (c) Investment Management Agreement - Green to purchase 100,000 sh. Kumardhubi for 1,000,000 rupees to be used to purchase machinery.
- (d) Trademark agreement 3/9/66, (royalties specified in Technical Aid Agreement).

McIntyre Research Foundation (Toronto) - license to Ill. Clay Products, and other Divisions of U.S. Patent No. 2,156,378 (Canadian Patent No. 384,199) - aluminum treatment for silicosis exposure.

McKiernan-Terry Corp. (Litton Systems, Inc.) 5/13/64 Assignment by Green of U.S. Patent application Serial No. 858,394 - relating to hammer press - also exclusive license agreement dated 2/1/60 for royalty of 2% net price.

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LaCompania Mexicana De Refractories A. P. Green, S.A. technical services agreement - assumed by Green from A. P. Green International on June 1, 1962

Ed Morgan - agreement re Morgan's construction and sale of Hammer Press of A. P. Green design - 7/15/64 Green entitled to royalty of 10% of gross sales price.

Newbold General Refractories, Ltd. (Australia) Technical Service and licens agreement for "specialty products" Jan. 18, 1962 - 20 years \$10,000 year - file indicates several revisions are contemplated.

Refractories Lota Green, S.A. (Santiago, Chile) Technical Assistance Agreement extended to 6/30/75, also royalties reduced to 20% of profits on sale of products manufactured pursuant to agreement.

Refrattari Sacer, Torino, Italy, 11/9/64 Technical Assistance agreement to 12/31/75. royalty 2% after 1/1/67, file indicates trademark agreement to be executed but not in file.

Selas Corp. of America - agreement whereby Green pays royalties to Selas for furnace producing light weight refractory materials.

U.S. Atomic Energy Commission By-products material license - Arkansas State Health Dept. (Berger, Ark.).

Vereeninging Refractories Ltd., 7/1/67 Technical Aid Agreement.

Harry Walters - non-exclusive license of Patent No. 2,711,893 agreement dated 7/1/62 (known as "Walters Loktite Checker System) Royalty to Walters of 5% net selling price.

William T. Tredenneck - patent license on semi-universal ladle brick - patent No. 2,818,248 - royalties payable at 1.25% up to \$300,000 of net sales and .75% thereafter; license limited to claim 8 of patent.

Harry L. Fulton - oral contract - Green making royalty payments on patented Sewer Pipe cleanout fitting which they make.

Establishments Emile Muller (France) 9/8/53 licensing agreement of know-how and trademarks.

J. W. Corrison, Jan. 1966, License Agreement

Emile Mueller, Sept. 1953, License Agreement

Maul Brothers, Jan. 1964, License Agreement.

Emhart Corporation, Feb. 1965, License Agreement.

EXHIBIT I

AGREEMENTS WITH RAILROADS

1. Berger, Arkansas - Chicago Rock Island & Pacific RR Co. Industry Track Agreement dated April 25, 1962, C.R.I. & P. RR CO. Secretary's No. 42556; also, demurrage agreement.
2. Macon, Georgia - Central of Georgia Railway Company
 - (a) Lease to A. P. Green of area for storage - dated May 11 1959,
 - (b) Contract dated August 26, 1957 under which tenant is given permission to extend shed,
 - (c) Contract dated November 19, 1957, covering the non-standard vertical clearance of said shed over spur track - Contract No. 27260.
3. Husted, Colorado - Denver & Rio Grande Western RR Co. - loading dock agreement and lease dated December 6, 1927, Railroad lease Number 8826.
4. Pueblo, Colorado - Denver & Rio Grande Western RR Co. - Trackage Agreement dated October 3, 1960, Contract Number 23070.
5. Pueblo, Colorado - Denver & Rio Grande Western RR Co. - Pipe Line Crossing Agreement dated October 22, 1959, Contract No. 22832.
6. Pike County, Ohio - Detroit, Toledo & Ironton RR Co. - Lease - loading ramps and platform dated January 10, 1958 and last renewed October 29, 1965 - Railroads Lease No. L-3213-1.
7. Philadelphia - Remey - Kensington & Tocony Railroad - (now the Pennsylvania Railroad) Right of Way dated May 16, 1892 between Richard C. Remey and the railroad.
8. Thermo, Texas - Louisiana & Arkansas Railway Co. - planking agreement dated October 14, 1957; also demurrage agreement.
9. Thermo, Texas - letter agreement permitting A. P. Green to take water from lake owned by Louisiana & Arkansas Railway Co. - dated January 7, 1964 - Ref: 8.T-135.349.001

Agreements with Railroads

Page Two

10. Hopkins County, Texas - lease of tract of land for storage from Louisiana & Arkansas Railway Co. dated November 5, 1954.
11. Kimberly, Alabama - Louisville & Nashville RR Co. - lease of land dated September 21, 1937, as renewed.
12. Kimberly, Alabama - Louisville & Nashville RR Co. - spur track at Kimberly - agreement dated August 28, 1930 - memorandum agreement dated June 8, 1962, for construction of loading ramp.
13. Kimberly, Alabama - Louisville & Nashville RR Co. - agreement dated April 4, 1962, permitting A. P. Green to build a hoist over Track 54.
14. Freeport, Texas - Missouri Pacific Railroad Company - Industrial Track Agreement dated April 25, 1966 - Contract No. 60973; also pipeline license dated January 25, 1967.
15. Troy, Idaho - Northern Pacific RR Co. - Switch track agreement.
16. Lawsonham, Pennsylvania - (Climax) - Pennsylvania RR Co. - pipeline license agreement dated May 17, 1962, No. 57-20480.
17. Climax, Pa., Car Demurrage Agreement dated February 13, 1962 - Pennsylvania RR.
18. Climax, Pa. - Pennsylvania RR Side Track Agreement dated July 5, 1962
19. Philadelphia, Pa. - Remey Philadelphia Belt Line RR - water line crossing agreement dated July 30, 1930; pipeline license August 10, 1959; demurrage agreement November 23, 1959; siding agreement dated September, 1892.
20. Woodbridge, N. J. - (Valentine) - Pennsylvania RR - gasline crossing agreement dated April 29, 1957.
21. Woodbridge, N. J. - (Valentine) - Pennsylvania RR (successor to the Perthamboy and Woodbridge RR Co.) leases to M.P. Valentine and Brothe - a siding and coal trestle lease dated August 12, 1908.

Agreements with Railroads
Page Three

22. Woodbridge, N. J. - Pennsylvania RR Co., lease dated August 1, 1956 (storage area); clay trestle and siding lease dated October 1, 1920.
23. Woodbridge, N. J. - Pennsylvania RR - 1.094 acres of storage area and freight yard - lease dated August 1, 1956.
24. Birmingham, Alabama - St. Louis & San Francisco RR Co. - trackage agreement dated December 21, 1965.
25. Nashville, Tenn. - Tennessee Central RR - agreement dated January 30, 1960 to permit sign on RR property.
26. Gulf Mobile & Ohio (Fulton) Railroad Co.
 - (a) Contract No. 11709 - dated December 15, 1960 - amended and extended by supplemental agreement dated August 5, 1966 - storage sheds and roadways - in Mexico, Mo.
 - (b) Lease on property and switch track at Mexico East Plant - dated October 1, 1911 - (No. 5654). Suppl. Agreement dated 12/27/32.
 - (c) Lease on West end of East plant dated April 28, 1916 (Contract No. 5700)
 - (d) Switch Track Agreement - covering switch track south of Fulton, Missouri - agreement dated March 4, 1927.
 - (e) License and agreement covering loading ramp and driveway on the Alton (GM&O) property at Fulton, Missouri - dated September 1, 1934.
 - (f) Easement for walking and trestle at Mexico, Mo. - agreement dated March 13, 1946.
 - (g) Industry track at Mexico - agreement dated June 25, 1946.
 - (h) Lease of track for clay storage and loading dock at McCredie, Missouri - dated July 15, 1946 and supplements dated July 31, 1953, July 15, 1958, July 15, 1963.
 - (i) Lease of premise in Fulton, Mo. for clay storage and loading dock - agreement dated February 1, 1947.
27. Missouri Pacific RR - lease of storage area at Chamoix, Missouri - lease No. 14772 dated August 23, 1942.
28. Pennsylvania Railroad - contract for water line at Tarentum.
29. Baltimore & Ohio Railroad Co. - side track agreement - Pyro Division plant.

Agreements with Railroads

Page Four

30. Contracts with Wabash Railroad Company:

<u>A.P.G. Number</u>	<u>Date</u>	<u>Subject</u>
11	12/2/27	Basic agreement on Main Plant switch tracks. Supple- mented by #14, 16, 17, 20, 23, 24, 28, 29, 32.
14	3/28/29	Lease of 17' right-of-way for part Main Plant switch tracks-No. 2 Suppl. to #11, Suppl. by 16, 17, 20, 23, 24, 28, 29, 32.
16	2/1/28	Construct steel bridge and relocate Main Plant switch tracks. Suppl. to #11, 14. Suppl. by #17, 20, 23, 24, 28, 29, 32.
17	8/1/30	Agreement for additional Main Plant switch tracks. Suppl. to #11, 14, 16. Suppl. by 20, 23, 24, 28, 29,
18	4/28/32	Power line crossing (overhead) at Salvage Yard.
20	12/5/35	Agreement for additional Main Plant switch tracks and relocations of existing tracks. Suppl. to #11, 14, 16, 17. Suppl. by 23, 24, 28, 29, 32.
22	2/6/36	Heat conduit crossing (under track)
23	9/1/38	Agreement for additional Main Plant switch tracks. Suppl. to #11, 14, 16, 17, 20. Suppl. by 24, 28, 29,
24	6/13/39	New bridge & additional Main Plant switch tracks. Suppl. to #11, 14, 16, 17, 20, 23. Suppl. by 28, 29,
25	6/1/40	Overhead transmission line crossing.
26	4/1/41	Crossing for drain from cafeteria (under track)
27	8/1/41	Phone line conduit crossing (under track)

Agreement with Railroads
 Page Five

<u>A.P.G. Number</u>	<u>Date</u>	<u>Subject</u>
28	11/18/41	Agreement for additional Main Plant switch tracks. Suppl. to #11, 14, 16, 17, 20, 23, 24. Suppl. by 29,
29	10/1/42	Agreement for extension of tracks under #28. Suppl. to #11, 14, 16, 17, 20, 23, 24, 28. Suppl. by 32.
31	7/18/45	Crossing Contract - Main Line and all sidings - Suppl. by #33, 49.
32	4/1/46	Agreement for overall adjustment of ownership, use, and maintenance of existing tracks and installation of additional Main Plant switch tracks. Suppl to #11, 14, 16, 17, 20, 23, 24, 28, 29. Suppl by 34, 38, 39a, 41, 41a, 43, 45, 47, 48.
34	12/24/46	Track changes in Mexico, Mo. Suppl. to #32. Suppl by 38, 39, 41, 41a, 43, 45, 47, 48.
35	2/1/47	Oil Pipeline crossing (underground).
35-A	6/12/47	Lease of portion of Main Line R/W of Wabash for Green Co. buildings and gas line. Cancells #21.
37	6/23/47	Cancells Warranty Deed dated 3/28/29 (#15)
38	11/9/50	Construction of additional tracks, relocation of existing tracks. Suppl. to #32, 34. Suppl by 39a, 41, 41a, 43, 45, 47, 48.
39-A	5/2/51	Construction of additional tracks & relocation of existing tracks. Suppl. to #32, 34, 38. Suppl by 41, 41a, 43, 45, 47, 48.
40	7/30/51	Agreement for storing of clay in Montgomery County, Missouri.

<u>A.P.G. Number</u>	<u>Date</u>	<u>Subject</u>
41	11/16/51	Construction of additional & relocation of tracks. Suppl to #32, 34, 38, 39a. Suppl by 41a, 43, 45, 47,
41-A	1/23/52	Construction of additional & relocation of tracks. Suppl. to #32, 34, 38, 39a, 41 Suppl by 43, 45, 47,
43	1/2/53	Construction of additional tracks (380') Suppl to #32, 34, 38, 39a, 41, 41a Suppl by 45, 47, 48.
44	3/20/53	Construction of additional tracks for new government Bauxite Stockpile.
45	6/2/53	Construction of additional tracks (165') Suppl to #32, 34, 38, 39a, 41, 41a, 43 Suppl by 47, 48.
46	7/27/53	Construction & Maintenance of new switch track and br
47	8/5/53	Agreement for construction of additional tracks & re- location of existing tracks. Suppl to #32, 34, 38, 3 41, 41a, 43, 45. Suppl by 48.
49	5/25/55	Provision for watchman and/or barricade to protect Main Line crossing. Supplemental to #31 and 33.
50	8/7/55	Assignment of lease contract between Wabash & E. C. Noble dated 11/16/42 for storing clay at New Florence Mo. (see #51).
51	8/7/55	Assignment to Green Co. by Wabash of lease contract formerly held by E. C. Noble for storing of fire clay. (see #50)

12/3/63 Lease for underground facilities at Mexico, Mo.

31. Siding Agreement - Pennsylvania Railroad, dated 5/12/14.
32. Pipeline Agreement - Pennsylvania Railroad, dated 12/20/50.
33. Detroit, Toledo & Ironton RR Co. - R.R. Siding at Durex Plant.
34. Freight Agents Association - credit agreement, to avoid ICC penaltie

EXHIBIT J

LEASES (OFFICES, WAREHOUSES, FARMS, ETC.)

Robinson Brick & Tile Co. 7/23/59 lease by Green to Robinson of certain land in El Paso County, Colo. (approx. 300 acres) for annual rental and royalties on clay and subsoil removed.

Sweet Sign Advertising Co. rental by Green to Sweet of property on which sign erected.

Lot A. Investors, Inc. - lease of Baton Rouge, La. office to A. P. Green \$77.50 mo. (one year lease 1/1/67 to 12/31/67).

Anthony H. Bandstra - lease - Chicago Special Office in Lansing, Ill. 5 years , 1/1/67 to 12/31/71 (\$365.00 mo.).

William C. Lemke - lease of office space by A. P. Green to Lemke for \$40.00 mo.

Pittsburgh sales office - lease from 1/1/67 to 12/31/71 (\$444.94 mo.).

Branch Office - Toledo - lease.

Farm Lease - Central Missouri Livestock Auction, Inc., lease of certain real estate (521 acres) from A. P. Green all in Audrain County - \$3960.00/annum - shown on Drawing No. 110A15-2 (Deed Nos. 97, W-146,101,103,92).

Farm Contract - Raymond Edwards - year to year lease - land located in Audrain County.

Farm Contract - Marshall Flippen - year to year - Calloway County, Missouri.

Farm Contract - Bob Guerrant (130A) year to year - Calloway County, Missouri

Farm Contract - Roy Popp (80A) South of Benton City in Audrain County.

Farm Contract - James Smitty - Audrain County, Missouri.

Harbison-Walker Refractories Company - agreement for rental by A. P. Green of loading site at Gordon, Georgia for \$220.00/year.

City of Mexico, Mo. - lease of West Plant property to City July 1, 1966 to June 30, 1971.

Le M. Music - letter agreement 2/23/65 re use by Music of certain warehouse space rented by Green in return for certain services to be performed by Music for Green.

R. B. Purviance - lease (8/1/66) of property located in Latah County, Idaho (year to year basis, \$10/yr.).

Schrock Fertilizer Co. - lease to Schrock by Green of portion of west plant site in Mexico, Missouri. Lease dated July 27, 1964 - effective 7/1/64 year to year.

U. S. Government Contracts, Lease No. GS-oop-10558 (SCM) lease of land in Mexico, Mo. to U.S. Govt. for storage of Govt.-owned Refractory Grade Bauxite Ore dated 9/20/54 and extended to 9/19/69 for \$1.00/yr. - U.S. Govt. Contract No. GS-00-DS-(P)-74003 outloading and service by A. P. Green of Govt. owned bauxite executed by Govt. 3/10/67 - 60 cents short ton-period of performance extended to June 30, 1968 by Amendment No. 1 (6/30/67) - U. S. Govt. Contract No. GS-00-DS(S)-70005 purchase by A. P. Green of Bauxite from U.S. Govt. for \$209,538 agreement dated 1/31/67.

Uregas Service of Mexico, Inc. - rental of gas storage tank (3/26/62) \$34.00/yr.

Atlanta Warehouse - Atlanta, Ga. Warehouse & Office - Pope & Carter Co. 9/1/67.

Warehouse Lease - Birmingham, Ala. warehouse and office - Dekle Realty Co., Inc. - 10 year lease 5/15/66 to 5/14/76 \$785.74/mo.

Southern Rwy. Co. - lease on N. B'Lam Frt House 6/1/66.

Warehouse Lease - Columbia, S.C. - Donalan Terminal Warehouse letter agreement-warehouse \$150/mo.; office \$30/mo.; also pay \$.10 cwt. on incoming material.

Warehouse Lease-Des Moines, Iowa, Lessor: Trustees of Fredric M. Hubbell Estate - expires 4/1/70 (\$100/mo.).

Warehouse Lease - Kansas City, Mo., Lessor: J. M. Slater and Eileen J. Slater Term: 6/1/59 to 5/31/69 (\$510/mo.).

Warehouse Lease - Jacksonville, Florida, Lessor: Jacksonville Warehouse Company dated 1/22/65 (\$200/mo.) effective 2/1/65, expires 1/31/68, Lessor performs certain services for which Green pays a fee.

Warehouse Lease - Knoxville, Tenn. - no written agreement (\$1.20 per pallet per mo.) - Answering service \$15.00 mo.

Warehouse Lease - Louisville, Ky., Lessor: Mid-land Warehouse Co., no formal agreement - office \$25.00/mo.; storage, handling, delivery, so much per cwt.

Warehouse Lease - East Moline office and warehouse, Lessor: Paul M. Verslus and Edna P. Verslus term 2/1/65 to 1/31/68 (\$400/mo.).

Warehouse Lease - Nashville, Tenn., Lessor: Rollins Associates, a partnership, term 1/1/66 to 12/31/70 (\$328.00/mo.).

Warehouse Lease - Omaha, Nebr., Lessor: C.G. Johnson Boiler Co. - term: 11/1/64 to 10/31/67 (\$400.00/mo.).

Warehouse Lease - Peoria, Ill., Lessor: Federal Warehouse Co. - letter agreement of 12/2/66 - space \$240.00/mo., parking \$6.00/mo.; handling charges 20 cents cwt. inbound, office space handled through Service Refractories Co.

Warehouse Lease - Philadelphia, Lessor: Walter Smith - sublease to Samuel Refining Co. by A. P. Green.

Warehouse Lease - St. Louis (Overland) Lessor: Investment Capital Corporation (now Blakewell Corp.) term 6/1/62 to 3/31/72, \$5,000.00/yr. payable monthly.

Warehouse Lease - Savannah, Ga., Lessor: Rolands Bonded Warehouse - various charges for storage, handling, loading and deliveries but no stated rental.

Warehouse Lease - Tampa, Fla., Lessor: Freight Line Transfer Inc. - letter agreement - term 9/4/64 to 9/14/67 space \$270.00/mo. plus charges for unloading, loading, etc.

Sales Office Lease - Woodbridge, N.J. - Lessor: Sextons and Frieses - term 12/1/59 to 11/30/69, \$475.00/mo.

EXHIBIT K

MISCELLANEOUS CONTRACTS

1. DOMESTIC DISTRIBUTOR SALES AGREEMENTS WITH A. P. GREEN REFRACTORIES CO.

<u>Company Name and Location</u>	<u>Date Effective</u>
E. J. Bartells Company, Seattle, Washington	July 1, 196
Bay State Fire Brick Company, Springfield, Massachusetts	July 1, 196
Bryant Refractory Company, Inc., Tulsa, Oklahoma	July 1, 196
Citizens Heating Company, Asheville, North Carolina	July 1, 196
Connecticut Fire Brick Company, Bridgeport, Connecticut	July 1, 196
H. R. Curry Company, Inc., Sharpsburg, Pittsburgh, Pa.	July 1, 196
Cutter Fire Brick Company, Cambridge, Massachusetts	July 1, 196
R. J. Denton Company, Syracuse, New York	July 1, 196
Empire Fire Brick Company, Fort Wayne, Indiana	July 1, 196
A. P. Green Fire Brick Co of Illinois, Inc., Chicago, Ill.	July 1, 196
A. P. Green Refractories Co. of Michigan, Detroit, Michigan	July 1, 196
A. P. Green Refractories Co. of Ohio, Columbus, Ohio	July 1, 196
A. P. Green Refractories Co. of Texas, Houston, Texas	July 1, 196
A. P. Green Refractories, Inc., Los Angeles, California	July 1, 196
A. P. Green Refractories of New York, Inc., N. Tonawanda, N.Y.	July 1, 196
A. P. Green Refractories of Wisconsin, Inc., Milwaukee, Wisc.	July 1, 196
J. E. Hurley Machine & Boiler Works, Inc., Washington, D.C.	July 1, 196
Kessler Fire Brick Company, Evansville, Indiana	July 1, 196
La-Mo Refractory Supply Company, New Orleans, Louisiana	July 1, 196
Lignite Combustion Engineering Corporation, Bismarck, N.D.	July 1, 196
Metropolitan Refractories Corporation, Woodbridge, New Jersey	July 1, 196
Midwest Material Company, Springfield, Missouri	July 21, 19
National Engineering Company, Baltimore, Maryland	July 1, 196
Penn-Mo Fire Brick Company, Harrisburg, Pennsylvania	July 1, 196
Refractory Engineers, Inc., Indianapolis, Indiana	July 1, 196
Smith-Sharpe Company, Minneapolis, Minnesota	July 1, 196
A. Lynn Thomas Company, Richmond, Virginia	July 1, 196

2. A. P. GREEN FOREIGN SALES REPRESENTATIVES

<u>Company Name and Location</u>	<u>Date Effective</u>
A. P. Green Argentina, S. A., Argentina, Buenos Aires	June 07, 1963
Newbold General Refractories Ltd., Australia, Mayfield	Sept 11, 1967
Wilkinson & Challenor, Ltd., Barbados, Bridgetown	Sept 25, 1963
Ets. J. Trachet, Belgium Brussels	Jan. 29, 1963
Corp. Comercial Boliviana, S.A., Bolivia, La Paz	Sept 01, 1961
Herbert E. Hering, Brazil, Sao Paulo	Oct. 14, 1964
A. P. Green Refractories (Canada) Ltd., Canada, Weston(Toronto)	July 19, 1961
Refractorios Lota Green S.A., Chile, Santiago	June 07, 1963
Hornos Industriales, Ltda., Colombia, Bogota	Dec. 22, 1964
Ladrillera La Uruca, Ltda., Costa Rica, San Jose	Apr. 03, 1963
I/S Fomodan Kemi, Denmark, Copenhagen	Jan. 06, 1967
Dalsan, C. por A., Dominican Republic, Santo Domingo	Dec. 26, 1962
Comercial Importadora J. J. Medina, C.A., Ecuador, Guayaquil	Sept 01, 1962
Salvador Machinery Company, S.A., El Salvador, San Salvador	June 07, 1963
Oy E. Sarlin AB, Finland, Helsinki	Aug. 15, 1963
C. Jacobsen & Cie., France, Paris	Sept 01, 1963
Triandafillou S.A., Greece, Athens	June 09, 1963
Eduardo B. Coffey & Co., Sucs. Guatemala, Guatemala City	Sept 01, 1963
Kumardhubi Fireclay & Silica Works, Ltd., India, Calcutta	Jan. 17, 1964
Hans Friedlander Ltd., Israel, Tel-Aviv	Jan. 09, 1963
Eich Maumary & C., Italy, Milan	Oct. 31, 1963
E. P. Dungate Co., Italy, Palermo	Sept 10, 1963
REFRAC, Italy, Torino	June 11, 1964
Kingston Industrial Agencies, Ltd., Jamaica, Kingston	Sept 01, 1963
Compania Mexicana de Refractarios A. P. Green S.A. Mexico, Mexico D.F.	Nov. 01, 1963
N. V. International Technische Handelmaatschappij Fa. F. J. Cleton, Netherlands, Vlaardingen	June 09, 1963
Kamo-Green Refractories Ltd., New Zealand, Auckland	Jan. 03, 1964
Bird & Co. (Pakistan) Ltd., Pakistan, Chittagong	Apr. 29, 1964
Navarro y MacMurray, S.A., Panama, Panama City	Sept 01, 1964
Manila Machinery & Supply Co., Inc., Philippines, Manila	June 07, 1964
Termo-Tecnica, Lda., Portugal, Lisbon	June 09, 1964
Portilla Corporation, Puerto Rico, San Juan	Jan. 11, 1964

<u>Company Name and Location</u>	<u>Date Effective</u>
Drilling Equipment & Chemicals Co., Saudi Arabia, Dammam	Oct. 06, 19
Vereeniging Refractories Ltd., South Africa, Vereeniging	June 07, 19
Connell Bros. Company, Ltd., South Korea, Seoul	Informal
Consortio Iberico Smith Robert, Spain, Madrid	Nov. 01, 19
Henning Stenbeck AB, Sweden, Djursholm	June 09, 19
Sandbach Trinidad Ltd., Trinidad, Port-of-Spain	Sept 01, 19
Altay Kollektif Ortaklig, Turkey, Ankara	Sept 03, 19
A. P. Green Refractories Ltd., United Kingdom, Wembley	Apr. 01, 19
A. P. Green-Comaco Refractorios S.A., Uruguay, Montevideo	June 07, 19
Proquim, C.A., Venezuela, Caracas	Oct. 16, 19
Sanchez & Cia., S.A., Venezuela, Caracas	Oct. 16, 19
Adolf A. Fleischmann, West Germany, Frankfurt	Oct. 18, 19

3. ANNUITY AND PENSION AGREEMENTS

- (a) Group Annuity Contract Number GR-410, as amended issued by the Connecticut General Life Insurance Company to A. P. Green Refractories Company.
- (b) A. P. Green Fire Brick Company Pension Trust Agreement Relating to Retirement Plan for Hourly Employees of The Dixie Fire Brick Company Division, as amended, being an Agreement between A. P. Green Fire Brick Company and Mercantile Trust Company dated December 31, 1962.
- (c) A. P. Green Fire Brick Company Profit Sharing Plan for Salaried Employees Trust Agreement, as amended, being an Agreement between A. P. Green Fire Brick Company and St. Louis Union Trust Company dated April 27, 1956.
- (d) Pension Agreement of July 1, 1950, as amended, between United Construction Workers-United Mine Workers and Climax Fire Brick Company.
- (e) Group Annuity Contract No. GA-112 issued by The Lincoln National Life Insurance Company to Durex Refractories Company, as amended.

- (f) Pension Agreement dated September 1, 1952, between The United Construction Workers, affiliated with The United Mine Workers of America and Pyro Refractories Company, as amended.
- (g) Pension Agreement dated December 23, 1957, between Standard Fire Brick Company and Local No. 643 of the United Brick and Clay Workers of America, AFL-CIO, as amended.
- (h) Pension Agreement dated October 1, 1964, between Western Fire Brick Company Division of A. P. Green Fire Brick Company and the United Steelworkers of America, as amended.
- (i) Group Annuity Contract Number GP-943 issued by the Continental Assurance Company to A. P. Green Fire Brick Co. Standard Division, as amended.
- (j) A. P. Green Fire Brick Company Pension Trust Agreement Relating to Retirement Plan for Hourly Employees, as amended, being an Agreement between A. P. Green Fire Brick Company and Mercantile Trust Company dated December 26, 1951.
- (k) Group Annuity Contract Number GA-1312 issued by The Prudential Insurance Company of America to A. P. Green Refractories Co., as amended.
- (l) Group Annuity Contract No. GA-289 issued by The Prudential Insurance Company of America to A. P. Green Fire Brick Company, as amended.
- (m) Group Contract No. GA-7056 issued by Bankers Life Company to A. P. Green Refractories Co., as amended.
- (n) A. P. Green Fire Brick Company Retirement Plan for Salaried Employees Variable Trust Agreement, as amended, being an Agreement between A. P. Green Fire Brick Company and St. Louis Union Trust Company.
- (o) Trust Agreement dated as of June 22, 1959 between A. P. Green Fire Brick Company and First National City Trust Company, as amended.

4. OTHER AGREEMENTS

Mexico Division Contracts

American Airlines - Universal Air Travel Plan Acct. #2618.

Avis Rent-A-Car System.

A. P. Green Refractories, Ltd. - Bank Guarantee 140,000 Manufacturers Hanover Trust Company, London.

Bank Guarantee - A. P. Green Refractories Ltd. to Morgan Guaranty Trust (35 Months from Feb. 1965).

Battelle Memorial Institute - Research & Engineering Technology

W. H. Bixby - agreement not to use name Bixby in connection with sale of refractory products for period 2/28/65 to 2/28/68.

Willis Branch - Consultant Agreement - retired employee.

Commercial Credit Industrial Corp. - truck lease - Finance contract.

Hertz Rent-A-Car System.

IIT Research Institute - participation in research project "Better Refractories for Basic Oxygen Furnaces" agreement executed 10/6/65 (probably completed).

I. H. Krekstein - CPA - retainer for Pennsylvania taxes - letter dated 11/17/61.

Mississippi Valley Barge Line Co. - Agreement to transport chrome ore to Tarentum, Pa., and Agreement to Transport Dead Burned Magnesite to Tarentum from St. Joe, Florida; and Agreement to Transport Dead Burned Magnesite from Freeport, Texas to Tarentum, Pa.

National Utility Service consultant service contract five years (contingent fee) dated April 12, 1966.

Spoehrer, Charles H. (atty.) labor matters retainer \$10,000 for 1967.

Western Diesel Services, Inc - agreement dated 3/2/66 re: manufacture of hydraulic variable speed drive - Western manufactures drive for Green.

Western Union

- (a) agreement to retain copies of messages and to obtain discount;
- (b) Telex agreement.

Western Weighing and Inspection Bureau-agreement effective 1/20/67 for Sulphur Springs Division

N.S. Wood - Professional Services Agreement - Retired Employee dated 10/11/67.

George Wilson - Consultant Agreement dated 9/6/67

Colex Joint Venture Agreement (Colorado Exploration Venture) dated 9/27/67
Standard Fire Brick Co.

Macon Division Contracts

William P. Stevens-agreement to pay Stevens \$12,000/yr for 10 years commencing 5/23/58 - payments now being made to his estate.

Ohio Divisions Contracts

City of Jackson, Ohio - fire protection agreement dated 9/18/58 - renews year to year.

Contract Mining Agreements (Pyro)

F. H. House, dba F. H. House & Son
M. A. McCoy, aka M. A. McCoy and Sons
Waterloo Coal Co., Inc.

Clyde Taylor - hauling contract for Pyro Division - agreement dated 4/6/66.

(Pyro Division) Waterloo Coal Company mining contract dated 3/1/66 - Jackson County, Ohio - royalty to Green for coal and limestone-Waterloo to stockpile clay. Also a limestone lease dated 8/16/56 Jackson County, Ohio.

R. B. Weed Contract

Pueblo Colo. Division Contracts

Abell Truck & Equipment Co. truck lease dated 6/25/64.

Billy Adams - retainer legal service.

Harold G. Thurman - option to purchase real estate in Pueblo County, Colorado.

Remmey Division Contracts

American District Telegraph Co. - Central Station - protective signaling service.

Bell Telephone Co. of Penn. private branch exchange serv.

Realty Appraisals Co. - tax assessment service.

Buckley Remmey - Consultant.

John Konopka, November, 1964, Trucking Services

Phila. Electric, April, 1963, High Tension Agreement

Oswald Refractories, September, 1965, Non-exclusive Sales Agreement to restrictive Accounts.

Dave Bolon, November, 1962, Exclusive Sales Agreement for two accounts.

Foremost Foundry, May, 1953, Sales Agreement

Sulphur Springs Division Contracts

C. W. Howland - Clay hauling (2).

Tarentum Division Contracts

Penn Builders Supply Co. agreement (yr. to yr.) for unloading of barges.

Troy Division Contracts

Petrolane, equipment rental.

Valentine Division Contracts

Thompson & Phillips Clay Co. - mining and stockpiling agreement - letter 10/17/64.

Township of Woodbridge, Mining of perimeter lands at Maner Bank

Harbison - Walker Refractories Co. - sale of firebrick-agreement dated 9/1/64 - year to year.

General Refractories Co. - sale of firebrick-agreement dated 8/1/64 - year to year.

Climax Division Contracts

. C. Spangler - retired employee, 10/1/67 - 9/30/68.

Sales Agreement - Chevrolet Motor Division, Saginaw, Michigan Contract #808 dated 7/1/67 - 1/1/68.

Right of Ways

- (a) West Penn Power (4 agreements).
- (b) W. E. Boyer to Climax, dated 11/6/51.
- (c) Kathryn & Lester Long to Climax, dated 8/3/50.
- (d) D. C. Nulph to Climax, 6/8/48.
- (e) Simon Adam Estate to Climax, dated 6/8/51.
- (f) M. O. & Lurline Henry to Climax, dated 12/12/47.
- (g) M. O. & Lurline Henry to Climax, dated 10/22/51.
- (h) W. B. & Marie Wotering to Climax, dated 7/22/59.
- (i) Right of way for tram road on Truitt farm, dated 11/9/13.
- (j) Archie Reitz to Climax, dated 12/14/50.
- (k) Climax to H. K. Porter Co. - agreement to sell gas, dated 6/1/67.