ACTION BY WRITTEN CONSENT OF SHAREHOLDERS

Cleveland, Ohio, December 14, 1967

Pursuant to the authority of Ohio Revised Code Sec. 1701.54, the undersigned, all of the shareholders of GLIDDEN EUROPE INC., do take and adopt the following action by written consent:

Election of a Board of Directors consisting of the following members for the term for which they were elected or until their successors are elected and qualify.

William G. Phillips
Paul W. Neidhardt
George S. Warner
Robert E. Dorfmeyer
Richard K. Dutton

Approval of the Balance Sheet and Profit and Loss Statement for the Corporation as prepared and certified by the Auditors and as presented to the shareholders.

Approval of the change in the fiscal year of the corporation in the future to begin with the first day of July in each calendar year and end on the 30th day of June of the calendar year following. The current fiscal year which commences September 1, 1967, shall end June 30, 1968.

Approval of the change in the date of the Annual Meeting of the stockholders to the third Thursday in October each year at 2:15 o'clock P.M.

Thereupon, the following written assent to the election of directors and approval of the Auditor's reports was entered in these minutes and subscribed by all of the shareholders of this corporation.

ASSENT TO THE ADOPTION OF REGULATIONS
AND ELECTION OF DIRECTORS

December 14, 1967

We, the undersigned, being all of the shareholders of GLIDDEN EUROPE INC., entitled to receive notice of a meeting for such purposes, do hereby consent in writing, to the adoption of the code of regulations hereinbefore set forth for the government of this corporation, and election of directors for this corporation.

Names	No. of Shares
SCM Corporation (A New York corporation) By R. K. Guthrie Assistant Secretary	5

GLD002174