3

MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS
OF THE GLIDDEN COMPANY

Minutes of the Annual 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 Thursday, December 10, 1964 at 11:30 o'clock a.m.

The following Directors were present:

Dwight P. Joyce
B. W. Maxey
John H. Weeks
Robert D. Horner
William G. Phillips
George M. Halsey
George S. Warner
William P. Smith
Paul W. Neidhardt
William A. Bittenbender
Raymond Q. Armington

Mr. Richard H. Turk did not attend the meeting. Messrs. R. E. Dorfmeyer, Vice President--Corporate Development, R. W. Patterson, Treasurer and D. E. Erskine, Controller were also present at the invitation of the Chairman.

Mr. Joyce, Chairman, presided and Mr. Richard K. Dutton, Secretary recorded the minutes.

Copies of the minutes of the November meeting of the Board having been mailed to each director, the Directors, on motion made and seconded, unanimously agreed to dispense with the reading of the minutes, which were approved in the form received by them.

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

The Chairman announced that the meeting would proceed with the election of officers and that nominations would be received. The following officers of the

Company were nominated, and, on motion made and seconded, unanimously elected to hold office until the next Annual Meeting of Stockholders and until their successors are elected and qualified:

Dwight P. Joyce	-	Chairman of the Board of Directors and Principal Executive Officer
B. W. Maxey	-	Vice Chairman of the Board of Directors and Vice President-Finance
William G. Phillips	-	President
George M. Halsey	-	Senior Vice President and Vice President-Chemicals Group
Robert D. Horner	-	Vice President-International Group
John H. Weeks	-	Vice President-Personnel
George S. Warner	-	Vice President-Foods Group
Paul W. Meidhardt	-	Vice President-Coatings and Resins Group
Robert E. Dorfmeyer	-	Vice President-Corporate Development
Richard H. Turk, Sr.	-	Vice President
Donald E. Erskine	-	Controller
Richard K. Dutton	-	Secretary and General Counsel
Richard W. Patterson	-	Treasurer
G. Williams Reid	-	Assistant Secretary
John P. White	-	Assistant Secretary
M. William Peters	-	Assistant Treasurer
G. Keith Brewin	-	Assistant Treasurer

The Chairman announced that he had appointed the following persons to the offices specified, which appointments were, on motion made and seconded, unanimously approved by the Directors:

Robert L. Lozon	-	Vice President-Purchasing
George F. Atkinson	-	Vice President-Institutional and Industrial Products Division-Foods Group
Paul D. Hursh	-	Vice President
William L. Rodich	-	Vice President,Operations-Chemicals Group
James C. Rankin	-	Vice President,Marketing-Chemicals Group
Robert P. T. Young	-	Vice President,Organic Chemicals Division-Chemicals Group
Walter C. Mitchell	-	Vice President, Pigments & Colors Division-Chemicals Group
Karl Turk, Jr.	-	Vice President-General Manager, Pemco Division-Chemicals Group
Herbert Turk, Sr.	-	Vice President, Administration-Pemco Division-Chemicals Group
George S. Forbes	-	Vice President,Operations-Coatings and Resins Group
James L. Beauchamp	-	Regional Vice President-Coatings and Resins Group
Herman F. Winger	-	Regional Vice President-Coatings and Resins Group

Robert B. Simpson	-	Regional Vice President-Coatings and Resins Group
Thomas M. Armel	-	Regional Vice President-Coatings and Resins Group
John H. Lathe, Jr.	-	Regional Vice President-Coatings and Resins Group
Richard H. Stephens	-	Regional Vice President-Coatings and Resins Group
Ronald C. Disney	-	Vice President-Gates Engineering Division-Coatings and Resins Group
Bernard R. Krashin	-	Vice President-Macco Chemical Division-Coatings and Resins Group
Theodore W. Jones	-	Assistant General Counsel

The following Directors were nominated and, on motion made and seconded, were unanimously elected to serve as regular and alternate members of the Executive Committee, the alternate members to serve respectively in the order of their election in the absence of one or more of the regular members of the Committee from any meeting:

Dwight P. Joyce, Chairman
B. W. Maxey
William G. Phillips
Robert D. Horner
John H. Weeks
George M. Halsey (First Alternate)
Paul W. Neidhardt (Second Alternate)
George S. Warner (Third Alternate)

On motion made and seconded, the following persons were unanimously elected to serve as members of the following designated Committees:

BONUS COMMITTEE

John H. Weeks, Chairman
B. W. Maxey
Richard H. Turk, Sr.
Paul W. Neidhardt
William P. Smith
Secretary - Richard W. Patterson

STOCK OPTION COMMITTEE

John H. Weeks, Chairman
B. W. Maxey
Richard H. Turk, Sr.
Paul W. Neidhardt
William P. Smith
Secretary - Richard W. Patterson

BRANCHES COMMITTEE

Paul W. Neidhardt, Chairman
Robert E. Dorfmeyer
William D. Kinsell, Jr.
Alton H. Clark
James K. Stalker
Charles P. Fitzgerald
G. Williams Reid (Secretary)
William A. Bruning (Alternate)

The Chairman announced that he had appointed the following management committees to serve until the next Annual Meeting of the Directors. These appointments were, on motion made and seconded, unanimously approved by the Directors:

INVESTMENT COMMITTEE-BENEFIT PLANS

B. W. Maxey, Chairman
William G. Phillips
Robert D. Horner
William P. Smith
John H. Weeks
Secretary - Richard W. Patterson

PENSION ADMINISTRATION & EMPLOYEE BENEFIT COMMITTEE

John H. Weeks, Chairman
B. W. Maxey
Richard H. Turk, Sr.
Richard K. Dutton
Richard W. Patterson
Walden E. Van Fleet
Jack B. Bredt (Secretary)

RESEARCH ADVISORY COMMITTEE

William G. Phillips, Chairman
B. W. Maxey
George M. Halsey
Paul W. Neidhardt
William A. Bittenbender
Robert P. T. Young
Secretary - Robert E. Dorfmeyer

PATENT COMMITTEE

Morton H. Douthitt, Chairman
William A. Bittenbender
Harris G. Beck
Carl Bordenca
Charles E. Carney
Gerald G. Christensen
Arthur C. Dreshfield

GLD008600

PATENT COMMITTEE (Cont'd.)

Richard K. Dutton
Harry J. Kiefer, Jr.
John V. Luck
George H. Spencer-Strong
Secretary - Harold M. Baum

FOREIGN PATENT COMMITTEE

Merton H. Douthitt, Chairman
Richard K. Dutton
Harris G. Beck
John P. White

DONATIONS COMMITTEE

John H. Weeks, Chairman
Paul W. Neidhardt
William A. Bittenbender
Raymond Q. Armington
Richard W. Patterson (Secretary)

CORPORATE ADVERTISING COMMITTEE

E. Dale Pittman, Chairman
James C. Rankin
Robert L. Lechner
John F. Sullivan
Tully H. Turney

FOREIGN TRADEMARK COMMITTEE

Merton H. Douthitt, Chairman
Harris G. Beck
Howard A. Shelley
Francis H. Meyers
Richard W. Patterson
Charles E. Carney (Secretary)

PAINT LABELING AND PACKAGING COMMITTEE

Roger H. Burgess, Chairman
Theodore H. Steppart
Tully H. Turney
Wylie C. Kirkpatrick
Clinton H. Rundell (Secretary)
Hays M. Hunter (Alternate)

FOOD LABELING AND PACKAGING COMMITTEE

Roger H. Burgess, Chairman
Andrew G. Engstrom
John F. Sullivan
Daniel C. Funk
Wylie C. Kirkpatrick
Hays M. Hunter (Alternate)

CONFLICT OF INTERESTS

Dwight P. Joyce
B. W. Maxey
William G. Phillips
Secretary - Richard W. Patterson
Legal Advisor - Richard K. Dutton

The Chairman discussed matters considered at the Management Meeting held the preceding day and reported on the profit outlook and objectives of the Company in general.

Mr. Phillips, President, reported on the operating results of and outlook for the Company's various Groups.

Mr. Maxey, Vice President-Finance, commented briefly on current earnings, emphasizing that final figures were not presently available.

After carefully considering the Company's financial position, current business trends, anticipated future profits, and other factors, the Directors, on motion made and seconded, unanimously

> RESOLVED, that a quarterly dividend of 53-1/8¢ per share be and it hereby is declared upon the outstanding $2.125 Cumulative Preferred Stock of this Company, payable February 1, 1965, to stockholders of record at the close of business, January 15, 1965, and that the Treasurer be and he hereby is authorized and directed to pay said dividend on the date specified.

The President reported on the recommendations of management concerning the following capital expenditures which had been considered at the Management Meeting the preceding day and which were, on motion made and seconded, unanimously approved by the Directors:

GLD008602

PFE 502-6 in the amount of $250,000 covering the purchase of land for a warehouse building in San Juan, Puerto Rico and PFE 502-5 in the amount of $360,000 covering the purchase of additional land, pursuant to the proposal and BARs covering this project, approved by the Directors, September 29, 1964.

On motion made and seconded, the Directors unanimously approved a proposal for the acquisition of the business and certain assets of Pinturas Limsa, S.A., in Monterrey, Mexico, manufacturer of trade sales and industrial maintenance paints in Mexico. The proposed acquisition was recommended in a memorandum of Mr. Phillips, dated December 3, 1964, to which was attached a memorandum of Mr. Horner, Vice President--International Group, dated December 1, 1964, addressed to the Chairman, copies of which had been furnished to each director, setting forth the details as to the proposed acquisition. The Directors also unanimously approved FFE 526-31 in the amount of $159,000 covering the purchase of the fixed assets and inventories of Pinturas Limsa, additional machinery, equipment, furniture and fixtures, and for the operation of the plant as set forth in the proposal.

The Directors accepted a report dated December 4, 1964, addressed to the Directors, on the current status and investment performance of the Company's Pension Funds, prepared by Mr. Patterson, Secretary--Investment Committee-Benefit Plans, a copy of which had been furnished to each director prior to the meeting.

The Directors accepted a quarterly report of the Branches Committee, dated December 7, 1964, summarizing lease commitments entered into for new Branches during the period September 1, 1964 through November 30, 1964.

The Directors reviewed the Secretary's monthly report, dated December 9,1964, on matters on which Directors and Executive Committee action had been taken and on which other action was pending.

At 11:45 o'clock a.m. the meeting was recessed for luncheon and reconvened at 1:45 o'clock p.m.

The Chairman discussed with the Directors his recommendation that the Directors consider holding regular meetings only six times a year instead of monthly, as at present. He stated that in his opinion all matters involving important policies, decisions and substantial expenditures could be scheduled for regular meetings and that the Executive Committee could function for the full Board in the interim. The possibility was also noted of calling special Board of Directors meetings as warranted. He commented on numerous reasons for reducing the number of regular Board meetings, including the ability to obtain outside members and the creation of more flexibility as to work and travel plans on the part of inside members of the Board. The Chairman stated that the months of February, May, August and November, involving the declaration of quarterly dividends on the Company's Common stock, plus September as a crucial month covering year-end financial figures and proxy material, and December for the Annual Organizational Meeting, appeared to be the most appropriate times for regular meetings. He requested that the members of the Board consider his recommendation so that it could be acted upon at the January, 1965 meeting.

Mr. Phillips presented and the Directors, on motion made and seconded, unanimously approved a proposal for the acquisition by Industrias Glidden de Puerto Rico, Inc., the Company's wholly-owned Puerto Rican subsidiary, of 100% ownership in P. R. Obra, Inc., the Hato Rey, Puerto Rican paint contracting business instead of the 75% equity interest approved by the Executive Committee, November 3, 1964. The basis for the proposal was set forth in a memorandum of Mr. Patterson, dated December 8, 1964, addressed to Mr. Phillips, with copies to each director.

Mr. Weeks, Vice President--Personnel, stated that at the time Pemco Corporation was merged into the Company, the Pemco Hourly Employees Pension Plan and Trust was continued without change until such time as desired changes could be negotiated with the Union. He stated that negotiations had now been completed, making it desirable that the former Pemco Plan be merged into The Glidden Company Retirement Plan for Hourly Employees. On motion made and seconded, it was unanimously

> RESOLVED, that the amendments to The Glidden Company Retirement Plan for Hourly Employees in the form of the Pemco Appendix, submitted to this meeting, be and they are hereby adopted, effective retroactively as of January 1, 1963; and
>
> FURTHER RESOLVED, that the Trust Amendment Agreement between this Company and the Union Trust Company of Maryland, amending the Pemco's Hourly-Paid Employees Pension Plan and Trust, in the form submitted to this meeting, be and it is hereby approved, effective retroactively as of January 1, 1963; and
>
> FURTHER RESOLVED, that the supplement to the Amended Trust Agreement between this Company and The Cleveland Trust Company, submitted to this meeting, relating to the Trust in conjunction with the Company's Retirement Plan for Hourly Employees be and it hereby is approved effective retroactively as of January 1, 1963; and
>
> FURTHER RESOLVED, that the proper officers of this Company be and they hereby are authorized to execute such documents and to take such action as may be necessary to carry out these resolutions.

The Secretary stated that upon Mr. Richard H. Turk, Sr.'s retirement from full time service and resignation as Vice President of the Company, effective December 31, 1964, it was desirable to fix Mr. Turk's compensation for his services in an advisory and consulting capacity, pursuant to the provisions of Paragraph 2(b) of the Employment Agreement with Mr. Turk, dated August 29, 1961. Thereafter, on motion made and seconded, the Directors unanimously fixed such compensation, in accordance with the provisions of said Employment Agreement, at Forty Thousand Dollars ($40,000.00) per year, payable in equal semi-monthly installments.

Dr. William A. Bittenbender, Corporate Director of Research, presented an oral report on Corporate Research and Development. The Directors discussed the growth of research over the past five years, the shift in emphasis from technical service to research and such matters as offensive as opposed to defensive research and development. The Chairman complimented Dr. Bittenbender on the report and the program and activities of his Department.

There being no further business to come before the Directors, the meeting was adjourned at 2:50 o'clock p.m., sine die, subject to reconvening on the call of the Chairman.