

AMENDMENT TO AGREEMENT AND PLAN OF MERGER

AMENDMENT dated July 20, 1967 to AGREEMENT AND PLAN OF MERGER dated June 15, 1967 ("Agreement"), between SCM CORPORATION, a New York corporation ("SCM"), and THE GLIDDEN COMPANY, an Ohio corporation ("GLIDDEN").

WITNESSETH:

WHEREAS, William I. Myers, who is included in the list of the first directors and officers of SCM upon the merger becoming effective which appears in Exhibit B to the Agreement, will, by reason of having reached mandatory retirement age, be retired as a Director of SCM on June 30, 1967; and

WHEREAS, said Exhibit B contains a typographical error;

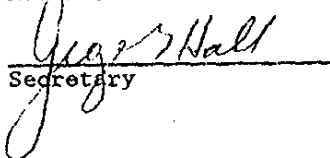
NOW THEREFORE, SCM and GLIDDEN hereby agree, having obtained the authorization to do so from their respective Boards of Directors, that the Agreement shall be deemed amended as of June 15, 1967, by deleting from the list of directors and their addresses which appears in Exhibit B thereto the name and address of William I. Myers, and by changing the middle initial shown for William Phillips from "C" to "G."

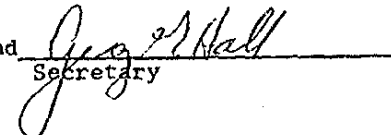
IN WITNESS WHEREOF, this Amendment has been signed on behalf of each of SCM and GLIDDEN by its President and its Secretary, and each of such corporations has caused its corporate seal to be hereunto affixed and attested by its Secretary, all as of the date first above written.

SCM CORPORATION

By 
President

Attest:


Secretary

and 
Secretary

THE GLIDDEN COMPANY

By /s/ William G. Phillips
President

Attest:

/s/ R. K. Dutton

and /s/ R. K. Dutton
Secretary