1935 — No. 5.

On May 28, 1935 the regular monthly meeting of the Executive Committee of The Ruberoid Co. was held at the President's home, 19 West 74th Street, New York, N. Y. There were present Messrs. Herbert Abraham, Chairman; T. M. Rianhard; M. C. Whitaker; C. F. Batchelder; W. B. Harris.

On motion duly made and seconded, the minutes of the previous meeting of the Executive Committee held April 30, 1935, were approved as distributed.

The President presented the Profit and Loss Statement for April 1935, giving comparisons with the figures for 1931-1934 inclusive, also the Consolidated Cash Statement of The Ruberoid Co. as of May 27, 1935.

Mr. Harris reported the receipt from S. A. Internationale de L'Asbeste-Ciment of $12,418.90, representing the proceeds of investment of Swiss francs 36,000. plus interest (72 shares S.A.I.A.C. stock returned to members December 1933 and reinvested for us with interest). It was felt that Switzerland would probably go off the gold standard, hence our desire to bring these funds to America. This represents a profit to us of $4,980.58, being the appreciation of the Swiss franc from February 1, 1931 to May 10, 1935. We still retain an interest in the S.A.I.A.C. amounting to 97 shares having a face value of Swiss francs 48,500., which at today's rate of exchange is equivalent to $15,684.00.

Mr. Harris made a further report regarding the status of the R. & S. Purchase Corporation and stated that Ruberoid had purchased to May 25 a total of $581,000. of R. & S. notes, leaving a balance of the appropriation of $750,000. for such purpose, of $169,000. Mr. Harris was authorized to continue to draw funds from Ruberoid for its current purchases of R. & S. paper, with the understanding that any purchases made in excess of $750,000. would be ratified at the ensuing meeting of the Executive Committee.

The President made a full report regarding the industry situation, relating to asphalt products and asbestos products, and stated that in his opinion the termination of the NRA as a result of yesterday's decision of the Supreme Court, would result in an unsettled condition in the asphalt roofing and shingle industry, although he anticipated that more stable conditions would prevail in the asbestos industry.

After full discussion, on motion duly made and seconded, it was unanimously resolved that the Board of Directors be requested to declare a quarterly dividend of twenty five cents (25¢) per share on the outstanding capital stock of the corporation, payable June 15, 1935, to stockholders of record at June 1, 1935.

The President outlined the program which he had formulated to utilize the surplus cash over and above that required for the operation of our business, in a way to further the interests of the company and at the same time to safeguard ourselves against any further currency inflation. The appropriations to be submitted at today's meeting and various additional items under consideration, might involve an ultimate expenditure of slightly over one million dollars between now and the end of the present year. The additional items referred to in the President's program will be duly brought up for review at ensuing meetings of the Executive Committee.

The President read a letter received from S. A. Financiere dated May 9, in which they expressed an interest in acquiring additional shares in our company, as a means of diversifying their investments.

The President made a further report regarding the application for listing the shares of the company on the New York Stock Exchange and stated that our application had been formally filed with the New York Stock Exchange on May 1, also that he had a conference with the Listing Committee on May 6, in regard to holding certain of the filed information confidential.

The President again brought up for consideration the proposed plan for the recapitalization of The Ruberoid Co. Ltd. of London, outlined in Mr. E. R. James' letter No. 40 dated May 13, 1935, enclosing copy of the plan proposed by Myers & Co. dated May 4, 1935, emanating from their Director, Mr. E. Beddington Behrens. The proposed plan, with the exception of the following items, was regarded favorably by the Committee; namely:

(a) The issuance of ordinary shares to the Managing Directors in consideration of the cancellation of their service agreements was not regarded favorably.

(b) The preference shares should bear interest at 5% instead of 5½%.

(c) The underwriting fee of 8% of the nominal value of the preference shares was deemed excessive, in view of the original communication received from Mr. Lucien L. Leeds under date of March 15, in which he suggested a financing charge of approximately 5%.

On motion duly made the President was authorized to proceed to London during the Summer to confer with Myers & Co., in company with Messrs. James and Irwin, and endeavor to work out a satisfactory plan for recapitalizing The Ruberoid Co. Ltd., and simultaneously to conclude with the Managing Directors a modified form of service agreement.

The President stated that the company was about to engage in business in the State of Indiana and suggested that a resolution be adopted authorizing the company to apply for a license to do business in the State of Indiana, and appointing Edward Dallman, 54 North Sheridan Avenue, Indianapolis, Indiana, as the company's agent in Indiana, in accordance with the statutes of said State applicable to foreign corporations doing business therein. The matter was fully considered, and upon motion made and seconded, it was unanimously

RESOLVED that the proper officers of this company be, and they hereby are authorized to apply to the Secretary of State of Indiana for a license authorizing this company to engage in business in said State. It was further

RESOLVED that Edward Dallman, of 54 North Sheridan Avenue, Indianapolis, Indiana, be designated as the company's agent in the State of Indiana, in accordance with the statutes of said State applicable to foreign corporations engaged in business therein.

Mr. Harris made a report outlining the difficulties which he experienced in adequately protecting The Ruberoid Co. with insurance covering occupational diseases, and stated that while the matter was being investigated, it might result in our being obliged to carry our own insurance in the case of occupational diseases, since all of the American companies, because of the laws of the various States, had withdrawn from this type of coverage.

On motion duly made and seconded, the following contract was ratified: 01-0002489

The Barber Asphalt Company - approximately 1,000 to 1,500 tons shingle saturation G-312 for Bound Brook - $14.00 per ton, in tank cars, f.o.b. Maurer, N. J. - 2% 10 days, net 30 days - expires December 31, 1935.

The President brought up the case of Mr. E. L. Wheeler, who had been connected with the Erie Division of the company for 52 years, having been employed by the H. F. Watson Co. in 1883, and submitted physician's reports to the effect that Mr. Wheeler is now unable to continue working for physical reasons. On motion duly made and seconded, it was decided that Mr. Wheeler be allowed a pension of $15.00 per week, effective June 1, 1935, same to continue until further notice.

On motion duly made and seconded, the employment of the following person was unanimously approved:

St. Louis
Katherine McDonough - clerk - effective May 20, 1935. $80.00 per month

On motion duly made and seconded, the following salary adjustments were unanimously approved:

	New Monthly Rate	Monthly Increase
Bound Brook (all effective May 1, 1935)		
L. W. Cornwell - tabulating department, assistant to Mr. Lochbaum - (increased responsibilities).	$170.00	$10.75
C. S. Toms - general bookkeeper - (increased duties and efficient work).	195.00	13.00
H. Weber - tabulating clerk - (increased duties and efficient work).	75.00	4.00
L. F. Welte - in charge Comptroller's office - (increased duties and efficient work).	360.00	18.75
Erie (all effective June 1, 1935)		
Virginia Crotty - stenographer - (efficient work)	75.00	14.84
Harvey Eck - clerk - (very efficient services)	100.00	13.55
James D. Gregg - utility clerk - (efficient services and higher grade work)	75.00	14.34
Millis		
James Bennett - foreman, roofing machine - (temporary increase due to extra hours work) - effective April 15 to October 15.	156.00	26.00
New York		
F. M. Fenn - secretary to Mr. Van Vleet, handling all salary disbursements and group insurance - (increased duties and efficient work) - effective May 1, 1935.	210.00	12.83
TOTAL INCREASES PER MONTH		$127.58

On motion duly made and seconded, the following appropriations were authorized:

Bound Brook...No.272....Two-story warehouse and fabricating building with extension to present asbestos manufacturing building........................$ 97,550.00

Erie..........No.1084...Move and expand the pipe covering and insulations manufacture to satisfy expanding sales volume................................ 27,000.00

Joliet..........No. 326...Replacement and repairs to #3 and #5 beaters....................................$ 3,016.00

TOTAL...........$127,666.00

Total amount of appropriations (including those of today) authorized thus far this year........................$255,030.60

The meeting thereupon adjourned.

E. M. [signature]

Secretary