MINUTES OF THE REGULAR MONTHLY MEETING OF THE BOARD OF DIRECTORS OF THE GLIDDEN COMPANY

Minutes of the regular monthly meeting of the Board of Directors of The Glidden Company, held at the office of the Company, 1396 Union Commerce Building, Cleveland, Ohio, on Tuesday, June 22, 1948, at 10:30 o'clock A.M.

The following directors were present:

Adrian D. Joyce	L. Y. Pulliam
R. H. Horsburgh	J. P. Ruth
Dwight P. Joyce	M. Betzold
W. J. O'Brien	J. A. Peters
P. E. Sprague	Clifton M. Kolb
A. D. Duncan	

Mr. D. N. Burruss also attended the meeting.

Mr. Adrian D. Joyce, Chairman of the Board of Directors, presided.

Mr. Clifton M. Kolb, Secretary, recorded the minutes.

The Chairman called the meeting to order and the Secretary presented the Minutes of the previous meeting, the reading of which was, upon motion duly made, seconded and unanimously carried, dispensed with and said Minutes were approved.

The Chairman read an excerpt from the Minutes of the meeting of the Executive Committee held on June 14, 1948, relative to construction of a research laboratory at the Elston Avenue, Chicago plant of the Food Division and asked for the report which was to be made by Mr. W. J. O'Brien and Mr. David N. Burruss to the directors or the Executive Committee relative to the proposition. Mr. David N. Burruss, in charge of the Engineering Department, read his report, a copy of which is attached to these Minutes, which was acquiesced in by Mr. W. J. O'Brien. This report indicated that after careful study of the whole situation it was found advisable to construct a research laboratory on the second floor of the old press house building at the Elston Avenue plant of the

Durkee Famous Foods Division, that this would be a permanent location, and that it conformed to the general over-all plan for the future expansion of the plant. An estimate was submitted showing that it would cost about $17,000 to utilize the second floor of said building for a research laboratory and that the equipment would cost approximately $12,000, making a total of about $30,000.

The matter was carefully considered by the directors and upon motion duly made, seconded and unanimously approved it was decided to construct a research laboratory on the second floor of the press house at the Elston Avenue plant of the Durkee Famous Foods Division, as recommended by Mr. W. J. O'Brien and Mr. David N. Burruss, at a total cost of approximately $30,000, in accordance with the estimate submitted.

Mr. David N. Burruss stated that the providing of storage space at the Elston Avenue plant of the Durkee Famous Foods Division at Chicago had been given careful study and that additional space had been located in a brewery property about two blocks from the plant at reasonable rates which would take care of storage for the present and that in view of this it would not be economical to carry out the plan for tearing down the part of the old press house and constructing a new building according to the general plan for future expansion at the Elston Avenue plant, but that it would be advisable to provide additional tanks for the storing of oil which could be located on the property which the Company is acquiring from the Chicago and Northwestern Railway in accordance with the general plan for expansion at the Elston Avenue plant. He stated that storage tanks with a satisfactory capacity, located at the Chickasaw Arsenal, could be purchased if the Company acted quickly, and installed at a cost of approximately $65,140. P.F.E. No. 13-1 was submitted, showing the cost of the tanks and the necessary equipment and the erection charge.

Upon motion duly made, seconded and unanimously carried, P.F.E. No.13-1 covering the expenditure was approved, with the understanding that if possible the tanks of the Chickasaw Arsenal should be purchased on a delivered basis at the property of the Elston Avenue plant, in order to avoid any risks involved in transportation to the property.

Mr. Dwight P. Joyce, President, submitted a P.F.E. in the amount of $2,870,520 covering the construction of an extraction plant, elevator, and all of the other necessary facilities in connection therewith at Indianapolis, Indiana. He read a letter from Mr. Ralph Golseth relative to the project and the reasons therefor.

The matter was discussed and it was decided, upon motion duly made, seconded and unanimously carried, that each director should carefully consider the proposition and that a special meeting should be held at the end of the week of June 27 to give the matter further attention, and that Mr. Ralph Goleeth and Mr. Paul Olson be requested to attend the meeting to answer any questions regarding the project.

The Chairman referred to a letter that he had received from Mr. Gordon Mutersbaugh which indicated that it might be advisable to sell the buildings now occupied by the Nubian Paint and Varnish Company and the Adams and Elting Company Divisions of the Paint Division at Chicago and construct a new up to date paint plant. The Chairman pointed out to the directors that it is advisable and to the best interests of the Company to use the facilities which we have and to provide necessary labor-saving devices to keep the cost of production at the lowest possible point; that it would be nice to have a very modern, stream-lined plant at Chicago, but that the cost of such a plant built at this time would be prohibitive and combined with the loss that would be suffered in giving up the other plants would probably place the Company in a less advantageous position than it was at present. He expressed the opinion that he hoped that the Vice Presidents would concentrate upon utilizing what we have to the fullest extent and using their ingenuity in this direction.

The Chairman reported that he had received a letter from Mr. Kelley, who is doing a fine job in operating the Collinsville plant of the Chemical & Pigment Division. He pointed out that Mr. Kelley reported that Labor is not cooperating to the fullest extent but that he hoped to have the situation corrected in time. The Chairman suggested that it might be advisable to utilize an incentive plan to help in the solving of this problem.

The Chairman asked whether or not the pile of refuse at Collinsville containing zinc could be utilized. This matter is to be studied and a report is to be made to the Chairman.

The Chairman stated that Mr. Cecil Marsh had resigned as Manager of the Feed Division at Indianapolis and that Mr. C. Kenneth Shuman had been appointed Manager in his place.

At this point the meeting adjourned for lunch, to reconvene at 2:00 P.M.

The general question of vacations was discussed and it was the consensus of opinion of all the directors present that vacations when taken should be continuous and taken all at one time, except in unusual cases where it is necessary to get out reports in the Accounting Department or some other unusual circumstance, and that the Vice Presidents in charge of Divisions endeavor to carry out the general policy.

The Secretary submitted a list of P.F.E.'s which had been approved by the Vice Presidents of the Company pursuant to authority granted to them for the period from May 20, 1948 to June 18, 1948 and read the larger items for each Division. Said list of P.F.E.'s as follows was upon motion duly made, seconded and unanimously carried approved:

DIVISION	Maint. Not over $5,000	Non-Emergency Capital Not over $1,000	Division Total
Chemical & Pigment	- 0 -	$ 1,350.50	$ 1,350.50
Durkee Food	$ 4,367.27	9,125.45	13,492.72
Feed Mill - Indianapolis	- 0 -	605.00	605.00
Metals Refining	- 0 -	- 0 -	- 0 -
Naval Stores	- 0 -	275.00	275.00
Paint	5,977.79	4,702.22	10,680.01
Soya	3,383.00	5,014.25	8,397.25
TOTAL	$ 13,728.06	$ 21,072.42	$ 34,800.48

Mr. R. H. Horsburgh, Vice Chairman, stated that it had been determined that sufficient fire protection could be provided at the Buena Park plant of the Company for the present by installing one water line at a cost of $6,180 plus the cost of a few valves and plus the cost of two fire plugs. The matter was given consideration and upon motion duly made, seconded and unanimously carried the expenditure was approved.

The Secretary offered the following resolution relative to issuing a new stock certificate in place of stock certificates CB4073 for one share and CF-1 for ten shares of the Common Stock of the Company, which certificates had been lost. He stated that a satisfactory bond had been filed indemnifying the Company against loss. Upon motion duly made, seconded and unanimously carried the following resolution was adopted:

RESOLVED, that The New York Trust Company and The Chase National Bank, transfer agent and registrar respectively of this Company, be and they are hereby authorized to issue new certificates for the Common Stock of the Company to replace certificate No. CF-1 for ten shares outstanding in the name of Miss Ann Mountain and certificate No. CB4073 representing one share registered and outstanding in the name of Miss A. E. Mountain, satisfactory indemnity bond having been filed with the Company, and

RESOLVED, that the officers of the Company be and they are hereby authorised to do all things necessary to carry out the terms of this resolution.

The Secretary stated that it was advisable for Income Tax purposes to deposit funds received from fire losses in a special account so that they could be traced to facilities for which the funds were used, particularly in connection with the fire loss at the Jacksonville plant, and offered the following resolution which was upon motion duly made, seconded and unanimously carried approved:

RESOLVED, that this Company open a bank account with the Union Commerce Bank of Cleveland for the purpose of depositing funds received from insurance companies covering fire losses, to be known as The Glidden Company Fire Loss Account; that funds received from insurance companies in the settlement of fire losses be deposited therein and withdrawn by checks issued in the name of The Glidden Company, signed by any two of the following:

J. A. Peters, Treasurer
Clifford Hart, Cashier
C. A. Leach, Insurance Manager
Clifton M. Kolb, Secretary

The Secretary stated that he would like to have the directors approve the granting of authority to Mr. W. D. Stallcup to sign bids and contracts on Government business so that there would be a minimum of delay in connection with the handling of such contracts. The matter was discussed and it was decided, upon motion duly made, seconded and unanimously carried, that Mr. W. D. Stallcup, Manager of the Naval Stores Division at Jacksonville, Florida, be authorized to sign Government bids and contracts covering the sale of turpentine and rosin but not in excess of $50,000, with the understanding that Mr. Stallcup would get in touch with Mr. Sprague at Cleveland before bidding on these materials.

The Secretary introduced the following resolutions relative to the bank accounts of the Company which were, upon motion duly made, seconded and unanimously carried, approved:

RESOLVED, that Mr. Z. G. Peck be authorized to sign on the payroll account maintained by The Glidden Company with the Continental Illinois National Bank and Trust Company of Chicago, Illinois, effective as of the day letter of notification is received by said bank (letter of notification dated June 10, 1948). After said change has been made in this account, it should appear on the records of the bank as follows:

Any One: J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
H. K. Heath
R. C. Elliott
G. Norman Bruce
H. V. Zeidler
T. Struckmeier
E. J. Simonek
W. B. McCabe
Z. G. Peck

RESOLVED, that Mr. Louis F. Deibel be authorized to sign on the payroll account maintained by our Durkee Famous Foods Division with the Liberty National Bank and Trust Company, Shelby Street Branch, Louisville, Kentucky, effective as of the day letter of notification is received by said bank (letter of notification dated June 14, 1948). After said change has been made in this account, it should appear on the records of the bank as follows:

Any One: J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
George Atkinson
M. A. Beck
Charles Dean
Louis F. Deibel

RESOLVED, that Mr. Dana Case be authorised to sign on the working fund account maintained with the Continental Illinois National Bank & Trust Company of Chicago, Illinois, on behalf of our Metals Refining Company Division at Hammond, Indiana, and that the authority of Mr. David N. Burruss to sign on this account be cancelled, said changes to be effective as of the day letter of notification is received by said bank (letter of notification dated June 15, 1948). After said change has been made in this account, it should appear on the records of the bank as follows:

Any Two: J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
E. P. Palmer
H. K. Heath
Paul F. Blass
Dana Case
Frances Estella Anderson

RESOLVED, that Mr. Dana Case be authorized to sign on the payroll account maintained with the Mercantile National Bank of Hammond, Indiana, on behalf of our Metals Refining Company Division at Hammond, Indiana, and that the authorization of Mr. David N. Burruss to sign on this account be cancelled, said changes to be effective as of the day letter of notification is received by said bank (letter of notification dated June 15, 1948). After said changes have been made in this account, it should appear on the records of the bank as follows:

Any One: J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
E. P. Palmer
H. K. Heath
Paul F. Blass
Dana Case

GLD022944

RESOLVED, that an account be opened with the Citizens & Southern National Bank of Valdosta, Georgia, in the name of Mr. Hoke S. Propes, as Buying Agent for The Glidden Company, effective as of the date upon which letter of notification is received by said bank (letter of notification dated May 28, 1948); and that any one of the following be authorized to sign on this account:

Any One: Hoke S. Propes
J. C. Manning
J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
W. D. Stallcup
C. M. Wells, Jr.

Checks drawn against this account are to bear the notation "Pearson Account".

RESOLVED, that the signature of Hoke S. Propes, Jr. be added to those authorized to sign on the account maintained with the Citizens and Southern National Bank of Valdosta, Georgia, in the name of "Hoke S. Propes, as Buying Agent for The Glidden Company", effective as of the date letter of notification is received by said bank (letter of notification dated May 28, 1948); after said change has been made in this account it should appear on the records of the bank as follows:

Any One: Hoke S. Propes
Hoke S. Propes, Jr.
J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
W. D. Stallcup
C. M. Wells, Jr.

Checks drawn against this account are to bear the notation "Nicholls Account".

RESOLVED, that the signature of R. A. Lahann be added to those authorized to sign on Account No. 2 of the Company maintained with the Continental Illinois National Bank and Trust Company of Chicago, Illinois, effective as of the date letter of notification is received by said bank (letter of notification dated June 2, 1948). After this change, the list of authorized signers on this account should appear as follows:

Any Two: J. A. Peters, Treasurer
Clifton M. Kolb, Secretary
H. K. Heath
R. C. Elliott
E. G. Kaupert
G. Norman Bruce
R. G. Golseth
J. G. Stephan
H. N. Froyd
Raymond McGee
O. Florin
Ford M. Ferguson
Robert A. Lahann

GLD022945

The Secretary read a letter from William and Margaret Hassmann, stockholders of the Company, complimenting the Company and Mr. Adrian D. Joyce, Chairman, and the directors for their outstanding accomplishment in guiding the Company to its present strong financial position and large growth in sales and offering the suggestion that the Company could save some money by calling the Convertible Preferred Stock with money borrowed on long-term notes.

The Secretary submitted contracts with American Agencies Limited of Madras, India, relative to the granting of licenses to said company for the use of the Company's Lithopone and Red Lead and Litharge processes. He gave a general summary of the contracts, and upon motion duly made, seconded and unanimously carried, they were approved.

The Secretary offered the following resolution relative to the appointment of Mr. Fred B. Wickham as one of the joint registered agents for the Company in the State of Missouri in the place of Harvey L. Slaughter, which was upon motion duly made, seconded and unanimously carried, approved:

RESOLVED, that the appointment of Harvey L. Slaughter as one of the joint registered Agents of The Glidden Company in the State of Missouri be revoked and that Fred B. Wickham be appointed in his place, and that the Secretary or the Assistant Secretary of the Company be instructed to file all necessary papers in the Office of the Secretary of the State of Missouri in order to accomplish said change. That after said change has been made, the joint registered Agents of The Glidden Company in the State of Missouri shall be Fred B. Wickham and Henry W. Blodgett.

The following P.F.E.'s were, upon motions duly made, seconded and unanimously carried, approved:

B 3230	- Chemical and Pigment Company Division St. Helena, Baltimore, Maryland Acid Storage Tank With the understanding that if second-hand tank cars can be secured for less, or some other tank for less, the Division will endeavor to make the saving.	$ 9,403.00
367	- Berkeley Plant Overexpended amount necessary to complete the installation of new deodorizer and cooling tower	10,049.55

21-1	- Louisville Plant Two Overfire Air Blowers with motors, starters, etc. to eliminate smoke	$ 1,600.80
B 2854	- Nubian Paint & Varnish Company Division, Chicago Six 40-gallon Mixers equipped with a 5 horsepower motor installed	2,486.00
3152	- New Orleans Plant One "EC" Pebble Mill installed	1,520.40
1615	- San Francisco Plant One 47-A Rotary Can Lid Embossing Machine complete	1,222.12
B 2850	- Nubian Paint & Varnish Company Division, Chicago Floodlighting for security purposes	1,425.00
B 973	- Toronto Plant 5 Model Y4RP Yale Load King Hand Pallet Trucks 250 Palletts	3,538.75
B 3378	- Reading Plant Karl Kiefer Type TL-2 Pressure Filling Machine	1,690.00
B 992	- Toronto Plant One 6 x 10 Pebble Mill installed	10,979.85
4994	- Honolulu Store One KB-2 3/4 ton Pick up truck	2,060.00
B 3739	- Cleveland Plant 1 Ingersoll-Rand Air Compressor with understanding that it will be purchased from Government for less if possible.	5,864.90

Mr. David F. Burruss, Jr. presented a P.F.E. covering the installation of a hull dust collecting system at the Soya Products Division, Chicago, at a cost of $25,500.00. He stated that a careful survey had been made relative to the dust situation at the Soya Products Division, Chicago, and it was the consensus of opinion that the collection of the hull dust should be given consideration. It was decided that the cost of installation was too large and that the proposition should be investigated further.

Mr. Alexander D. Duncan, Vice President, reported that an employee of the Forman's Group had expressed the opinion that employees should be given a chance to buy the capital stock of the Company. The matter was considered but it was decided that employees should be advised that they could buy the stock of the Company through brokers offices and that the Company, because of past unfavorable experiences, had decided not to offer stock of the Company to employees.

Mr. P. E. Sprague, Vice President, reported that he had made an investigation of the extra freight costs at the Metals Refining and Euston Lead Divisions which sell F.O.B. the plant with freight allowed and had found that this method of selling made extra clerical work and in some instances caused strained relations with customers who did not receive their credit for freight promptly. He suggested that sales be made on a delivered basis and the Company pay all freight which would reduce the clerical work and save the customer the extra work of sending in the freight bill for credit. It was pointed out that the Company sold on the basis of F.O.B. plant with freight allowed in order to make the customer collect from the carrier, his agent, and that if the customer did not send in his freight bill he did not receive his credit for freight allowed. The matter was considered and it was decided to have a committee consisting of Mr. J. A. Peters, Mr. B. W. Maxey and Mr. Floyd Hysell investigate the whole subject of freight and report to the directors.

Mr. L. Y. Pulliam, Vice President, stated that an additional loading dock should be constructed at the Norwalk plant of the Durkee Famous Foods Division at a cost of $4,000.00. The directors were of the opinion that the cost was too high and requested that the matter be given further consideration.

Mr. L. Y. Pulliam, Vice President, stated that Mr. Newell Beatty, Vice President, had recommended that mechanical controls for refrigeration at Berkeley be purchased at a cost of $1,747.00. It was suggested that the use of such controls be discussed with the Girdler Corporation before the purchase is made to see if the controls are necessary and if they will reduce costs or control operations so that their purchase will be justified.

Mr. L. Y. Pulliam, Vice President, brought up the proposition of painting the old part of the Elmhurst plant to match the new buildings, at a cost of $1700.00, but it was decided that such painting should be deferred to a later date.

There being no further business to come before the meeting, same was upon motion duly made, seconded and unanimously carried, adjourned.

Clifton M. Kolb