

INSPECTORS' REPORT WITH RESPECT TO BALLOT
UPON RESOLUTION RELATIVE TO APPROVAL OF
THE DESIGNATION OF ERNST & ERNST AS AUDITORS FOR THE COMPANY

We, the undersigned, Inspectors appointed to act as such at the Annual Meeting of the stockholders of The Glidden Company held on February 10, 1955, do hereby certify that we have received and counted the ballots cast by the stockholders present or represented at such meeting upon the adoption or rejection of a resolution to approve the designation of Ernst & Ernst as Auditors for the Company, and that the number of votes cast respectively for and against said resolution is as follows, namely:

The votes of 1,779,926 shares of Common Stock were cast in favor of the adoption of said resolution.

The votes of 3,381 shares of Common Stock were cast against the adoption of said resolution.

We do further certify that said resolution has been duly adopted by the affirmative vote of the holders of a majority of the outstanding Common Stock of The Glidden Company, entitled to vote on said resolution.

Dated this 10th day of February, 1955.

W. P. Litzelberger

W. C. Heaton

W. H. Mann

Inspectors of Election