

MINUTES OF MEETING
OF THE EXECUTIVE COMMITTEE
OF THE GLIDDEN COMPANY

Minutes of meeting of the Executive Committee of The Glidden Company held at the office of the Company, 900 Union Commerce Building, Cleveland, Ohio, on Monday, September 14, 1959, at 10:00 A.M.

The following members of the Committee were present:

Willard C. Lighter
B. W. Maxey
Alexander D. Duncan
Robert D. Horner
Harvey L. Slaughter

Mr. Dwight P. Joyce, Chairman, was not present at the meeting.

Mr. John H. Weeks, Director; Messrs. E. T. Morris, H. W. Cooper, B. F. Stauderman, Ralph Wright and William Northrup of the Company's advertising agency, Meldrum & Fewsmith, Inc.; and Messrs. D. S. Case, Food Division Controller, F. J. Daniels, Advertising Manager, and G. F. Greve, Assistant Advertising Manager of the Food Division, attended the meeting at the invitation of Mr. Lighter.

In the absence of the Chairman, Mr. Lighter, Executive Vice President, presided and Mr. Horner, Secretary, recorded the minutes.

Mr. Slaughter, Vice President--Food Division, presented a proposed 1960 fiscal year advertising and promotion budget in the amount of \$1,910,000 covering Durkee Brand Package Products. Plans for advertising and promoting specific products were described by Mr. Daniels, Advertising Manager of the Food Division, who presented a written memorandum summarizing the proposed budget to each member of the Committee. Following careful consideration of Durkee sales projections for the 1960 fiscal year, the budget covering the program described

by Mr. Daniels with the assistance of representatives of Meldrum & Fewsmith, the Division's advertising agency, was, on motion made and seconded, unanimously approved as submitted.

At 11:45 A.M. the meeting was recessed for luncheon and reconvened at 1:30 P.M., following which discussion of the Food Division's Durkee Brand Package Products advertising and promotion plans was concluded.

The Secretary reported on the status of negotiations with attorneys for the Trustee in Bankruptcy of Dumont-Airplane & Marine Instruments, Inc., purchaser of the Chemicals-Pigments-Metals Division's Scranton, Pennsylvania plant and lead pigment business as authorized by the Committee March 3, 1958. One of the principal objectives of negotiations with the Trustee's attorneys, he said, was a mutual agreement whereby real estate in Scranton subject to the Company's purchase money mortgage might be sold, with expectation of receiving payment of the proceeds of such sale and establishment of a claim as a general creditor for the balance of indebtedness due under the defaulted purchase agreement. It was pointed out that allegations had been made by the Trustee of irregularities in dealings on the part of Dumont's President with certain creditors, including the Company, and that on the basis of these alleged irregularities the Trustee had taken the position that Dumont's agreement to acquire the Scranton plant had never been consummated. In the light of these allegations and substantial variations in appraisals of the property obtained from qualified real estate firms and machinery and equipment dealers, and upon consideration of the Company's overall objectives in seeking maximum recovery on the defaulted purchase agreement, the Secretary recommended that Samuel T. Freeman & Co., of Philadelphia, Pennsylvania, be authorized, with concurrence of the Trustee and Court approval, to offer the property for sale at public auction

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at an upset price of \$35,000. Such a sale will in no way constitute a waiver by the Company, the Trustee nor Dumont of positions they have taken with respect to matters in controversy in connection with the original sale of the plant to Dumont and the indebtedness due the Company. Direct expenses of the sale, including a 5% fee to be paid to the Freeman firm and incidental expenses incurred in connection with conveyancing, will be offset against the sale. Upon consideration, and on motion made and seconded, the program as recommended by the Secretary was unanimously adopted by the Committee.

There being no further business to come before the Committee, the meeting was adjourned at 3:10 P.M.


