

Upon motion duly seconded and unanimously carried,
the following resolution was adopted:

WHEREAS, the Board of Directors of the Company, at its meeting held on February 9, 1966, authorized the purchase of equipment, at a cost of \$1,059,885, to produce dry roof deck products at Columbia, South Carolina; and

WHEREAS, it is now the consensus of the Board of Directors that because of a projected increase in capital expenditure requirements, and a less favorable appraisal of the market opportunities, this project is no longer economically feasible;

NOW, THEREFORE, BE IT RESOLVED: That the said authorization approved by the Board of Directors on February 9, 1966, is hereby rescinded and cancelled.

H. C. Bear, Vice President, reviewed with the Board a proposal by Canadian Gypsum Company, Limited, to acquire the physical assets and inventories of the Barrett-Smith Division of Allied Chemical Canada, Ltd., under which Canadian Gypsum Company would pay therefor the net depreciated book value of the physical assets on the closing date, which is proposed to be September 30, and the lower of the cost or market value of the inventories as of that date. It is anticipated that the depreciated book value of the physical assets will be approximately \$3,200,000 and the cost of the inventories approximately \$2,100,000. In addition, Canadian Gypsum Company anticipates that additional capital expenditures totaling approximately \$750,000 will be required to bring the acquired plants up

59

to Company standards of safety and maintenance, and to achieve projected costs. Canadian Gypsum Company would also assume, at a gross cost of approximately \$1,000,000, the funding of past service pension benefits of acquired employees, who would be given credit for services with the predecessor company. The board unanimously approved of Canadian Gypsum Company pursuing this acquisition.

C. C. Thiel, Corporate Operations Manager, presented a program for the necessary replacement of present equipment, and the addition of new equipment, at the Oakmont plant. Upon motion duly seconded and unanimously carried, the following authorities, recommended by the officers, were approved:

Oakmont

Replacement and expansion of paper plant facilities -

Stepped end equipment	\$ 955,000
Extensible paper equipment	415,000
Machine for insulation wool bags	255,000
Replace present printing press	<u>125,000</u>

\$1,750,000

Boston

Modernization of board plant kiln 266,855

\$2,016,855

Mr. Morgan reported that the Federal Housing Authority is interested in having the Company sponsor rehabilitation projects in several major cities. Mr. Watt stated

COVEN 0407

Int. or Res. - 11/12/80

WHEREAS, for the issuance of such industrial security clearance, it is necessary for the parent corporation of The E. J. Bartells Company and the parent corporation of said parent corporation either to (a) obtain on its own behalf an industrial security clearance of equal or higher classification, or (b) take action pursuant to resolutions of the respective Boards of Directors to deny to such corporation and to all directors, officers, employees, and agents of such corporation all access to classified information covered by the clearance granted or to be granted to The E. J. Bartells Company now or then in the possession of The E. J. Bartells Company; and

WHEREAS, United States Gypsum Company desires to deny to itself and to all its directors, officers, employees, and agents all access to classified information as aforesaid now or then in the possession of The E. J. Bartells Company;

NOW, THEREFORE, BE IT RESOLVED: That United States Gypsum Company, its directors, officers, employees, and agents be and they are hereby excluded from access, singly or together, to classified information covered by the clearance granted or to be granted by the U. S. Department of Defense to The E. J. Bartells Company now or hereafter in the possession of The E. J. Bartells Company.

BE IT FURTHER RESOLVED: That the full authority of The E. J. Bartells Company to act independently of United States Gypsum Company in all matters relating to the aforesaid confidential information is hereby ratified, approved, and confirmed.

After discussion, upon motion duly made and seconded, the following resolution was adopted:

BE IT RESOLVED: That recommendation be and is hereby made to the Board of Directors of Canadian Gypsum Company, Limited, that the proper officers of that Company be authorized to sell that Company's Vancouver, B.C., Canada, roofing plant for a cash consideration of \$2,700,000 for plant, property and equipment, plus an additional amount for usable inventory at cost estimated to be approximately \$500,000.

Exec. Comm. 4/23/83

12

A proposal to sell certain Canadian assets constituting a major portion of the roofing products business of Canadian Gypsum Company, Limited was considered. After discussion, upon motion duly made and seconded, the following resolutions were adopted:

BE IT RESOLVED: That the proper officers of the Company be, and they hereby are, authorized to express to the Board of Directors of Canadian Gypsum Company, Limited the stockholder's approval of the sale of the plant, property and equipment of that Company's roofing plants at Harbourfront, Toronto, Ontario, and St. Boniface, Winnipeg, Manitoba, together with machinery, equipment and personal property at St. Hubert Street, Montreal, Quebec, and all patents, tradenames and trademarks related to that Company's roofing business in Canada for a sales price of approximately \$6,200,000, plus an additional amount for inventories, and of the granting of an option to the buyer to purchase the St. Hubert Street land and buildings for a price of \$425,000; and

BE IT FURTHER RESOLVED: That as inducement to the buyer of the above-described Canadian roofing assets the proper officers of the Company be, and they hereby are, authorized to agree that United States Gypsum Company will not compete in the manufacturing of roofing in Canada for a period of five years from the date of closing of the sale, and to take any and all additional actions and to execute such other documents as necessary or desirable in their judgment to effectuate such sale.

Robert J. Day commented on current business, including improvement in unit sales due to increased housing starts. In addition to gypsum products, he indicated sales of all other product lines, except refractories, showed higher unit sales. He also reported recent actions on prices to improve margins, reactivation of Philadelphia gypsum plant and status of authority work at Fremont, California gypsum plant.

Adj. Res. - 7-11-67

seconded and unanimously carried, the following resolution was adopted:

BE IT RESOLVED: That the Board of Directors of United States Gypsum Company approves, in principle, the acquisition of A. P. Green Refractories Co., and authorizes the officers of the Company to continue negotiations on the basis of issuing for each share of Green common stock, one share of a new cumulative preferred stock (\$1.80 dividend) which would be convertible into the Company's common stock at the rate of .45 share of common stock for each share of convertible preferred and which would be callable after six years at \$38, scaled down thereafter by 50 cents per share per year to \$36.

The President reported that Charles E. Dykes, former Vice President and Controller of Avon Products, Inc., has agreed to come with the Company as Vice President - Finance at a salary of \$77,500 per year.

Upon motion duly seconded and unanimously carried, Charles E. Dykes was elected Vice President - Finance, at a salary of \$6,458.33 per month, to become effective when Mr. Dykes starts employment with United States Gypsum Company.

Mr. Morgan reported that a condition of employment in Charles E. Dykes' agreement to come with the Company was that upon retirement he would be paid the benefits accrued under the Avon Products, Inc. program, as of the date of his departure.