

THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF PITTSBURGH CORNING CORPORATION WAS HELD AT THE APPOINTED TIME AND PLACE.

MEMBERS PRESENT: RUSSELL BRITTINGHAM, PRESIDING
WILLIAM C. DECKER
HARRY B. HIGGINS
DAVID G. HILL
AMORY HOUGHTON, JR.
AMORY HOUGHTON, SR.
FELIX T. HUGHES

THE MINUTES OF THE MEETING HELD MARCH 6, 1963, IN NEW YORK CITY WERE APPROVED.

THE PRESIDENT REVIEWED THE SALES AND INCOME FOR THE YEAR TO DATE AND THE FORECAST FOR YEAR 1963. THESE WERE AS FOLLOWS:

	<u>FIVE MONTHS YEAR TO DATE</u>	<u>ESTIMATED YEAR 1963</u>
<u>NET SALES</u>		
BUDGET	\$5,971,000	\$15,812,000
ACTUAL	6,061,000	16,042,000
LAST YEAR	5,412,000	14,957,000
<u>NET INCOME</u>		
BUDGET	\$ 430,000	\$ 1,208,000
ACTUAL	460,000	1,263,000
LAST YEAR	338,000	989,000

THE CASH FORECAST FOR THE PERIOD OF JUNE THROUGH OCTOBER WAS REVIEWED. AS THIS INDICATED A FAVORABLE CASH POSITION, THE PRESIDENT RECOMMENDED CONSIDERATION OF A DIVIDEND. AFTER MOTION DULY MADE, SECONDED AND CARRIED, IT WAS

RESOLVED, THAT THERE BE, AND HEREBY IS, DECLARED FROM THE SURPLUS PROFITS OF THE CORPORATION A REGULAR DIVIDEND OF \$12.50 PER COMMON SHARE FOR THE QUARTER ENDING JUNE 30, 1963, PAYABLE ON THE 27TH DAY OF JUNE, 1963, TO HOLDERS OF RECORD OF SUCH STOCK ON THE 13TH DAY OF JUNE, 1963; AND THE TREASURER IS HEREBY DIRECTED AND AUTHORIZED TO CAUSE SAME TO BE PAID ON THE DATE SPECIFIED.

THE ELECTION OF OFFICERS OF THE CORPORATION FOR THE ENSUING YEAR WAS THE NEXT ORDER OF BUSINESS. AFTER MOTION DULY MADE, SECONDED AND UNANIMOUSLY CARRIED, THE FOLLOWING OFFICERS WERE ELECTED TO SERVE FOR THE ENSUING YEAR OR UNTIL THEIR SUCCESSORS ARE ELECTED:

PLAINTIFF'S
EXHIBIT

WV-11152

PLAINTIFF'S
EXHIBIT

9566.0

RUSSELL BRITTINGHAM	- PRESIDENT
ROBERT E. BUCKLEY	- VICE PRESIDENT-SALES
KARL BAUMLER	- VICE PRESIDENT-MANUFACTURING
FRANK R. MASTON	- SECRETARY AND TREASURER
RALPH E. DOEHLE	- ASSISTANT TREASURER
EVELYN A. HEIL	- ASSISTANT SECRETARY

THE STATUS OF THE BELGIAN OPERATION WAS PRESENTED TO THE BOARD. MR. BRITTINGHAM ADVISED THE BOARD THAT TWO POTENTIAL PARTNERS--SAINT GOBAIN AND SOCIETE GENERALE--HAD BEEN SEPARATELY OFFERED A PARTICIPATION IN THIS VENTURE AS A MINORITY PARTNER. BOTH COMPANIES, AFTER DISCUSSION, HAD REFUSED OUR OFFER; AND WE WILL NOT HAVE OUTSIDE PARTICIPATION AT THIS TIME.

A BANK LOAN OF \$3,000,000 HAD BEEN NEGOTIATED WITH THE BANK OF BRUSSELS. THIS IS TWO-THIRDS OF THE PLANT VALUE AND CARRIES AN INTEREST RATE OF 2% FOR A FIVE-YEAR PERIOD. THE BANK HAS ASKED FOR A PARENT COMPANY GUARANTEE IN THE AMOUNT OF \$1,500,000 AND WILL ALSO REQUIRE A MORTGAGE FOR THE BALANCE OF THE LOAN IF CERTAIN CONDITIONS HAVE NOT BEEN MET. THIS IS IN LIEU OF A FIRST-LINE MORTGAGE OF \$2,000,000 AND A PROMISE OF AN ADDITIONAL MORTGAGE OF \$1,000,000 IF CERTAIN CONDITIONS ARE NOT MET.

THE BOARD REQUESTED THAT DISCUSSIONS BE HELD WITH THE FINANCIAL VICE PRESIDENT OF PPG AND OUTSIDE FINANCIAL PEOPLE TO DETERMINE IF THESE CONDITIONS WERE THE BEST WE COULD GET.

THE UNIBESTOS OPERATION WAS REVIEWED. INDICATIONS ARE THAT NET SALES WILL BE WITHIN \$30,000 OF THE \$1,300,000 FIRST-YEAR ESTIMATE AND THAT GROSS MARGIN WILL BE WITHIN \$2,000 OF THE \$337,000 ESTIMATE. THE PRODUCT IS RECEIVING GOOD ACCEPTANCE AND A SECOND PLANT WILL BE COMPLETED AT PORT ALLEGANY IN OCTOBER, 1963, TO SERVE THE EASTERN SECTION OF THE UNITED STATES.

MR. BRITTINGHAM REVIEWED THE TWO APPROPRIATION REQUESTS FOR THE FOAMGLAS WAREHOUSE AND THE NEW UNIBESTOS PLANT. HE INDICATED THESE APPROPRIATIONS WILL BE OVER THE ORIGINAL ESTIMATES AS APPROVED BY THE BOARD JANUARY 31, 1963, DUE TO THE FACT THAT THE OVENS PURCHASED FROM UNION ASBESTOS AND RUBBER COMPANY WERE NOT USABLE AND THE DUST COLLECTING SYSTEM HAD TO BE EXPANDED. THE TOTAL INCREASE IN COST WAS ESTIMATED AT \$62,000 AND THE NEW TOTAL WOULD BE \$822,000 FOR THE TWO REQUESTS. THIS IS STILL WITHIN THE 10% ALLOWANCE BEFORE A SUPPLEMENTAL APPROPRIATION REQUEST IS REQUIRED.

THE PRESIDENT PRESENTED THE LIST OF ADDITIONAL COMPENSATION PERSONNEL FOR THE YEAR. HE NOTED THAT THERE WERE NO ADDITIONS TO THE LIST THIS YEAR. THE BOARD WILL REVIEW THE AMOUNTS RECOMMENDED FOR DISTRIBUTION AT THE DECEMBER MEETING.

MR. BRITTINGHAM ADVISED THAT A STUDY OF OUR FOAMGLAS DISTRIBUTION WAS CONTEMPLATED. THE BOARD AGREED THE STUDY WOULD BE MADE BY MCKINSEY AND COMPANY AFTER THE OBJECTIVES HAD BEEN CLARIFIED BY ROBERT E. BUCKLEY, VICE PRESIDENT-SALES, AND MR. F. T. HUGHES.