MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS
OF THE GLIDDEN COMPANY

Minutes of the Annual Meeting of the Board of Directors of The Glidden Company, held at the office of the Company, 1396 Union Commerce Building, Cleveland, Ohio, on Thursday, February 10, 1955 at 10:30 A.M. immediately following the Annual Meeting of the Common Stockholders.

The following Directors were present:

Dwight P. Joyce	John H. Weeks
Paul E. Sprague	Robert D. Horner
John P. Ruth	William G. Phillips
Alexander D. Duncan	Willard C. Lighter
B. W. Maxey	Harvey L. Slaughter

Mr. Dwight P. Joyce, President, presided and Mr. Robert D. Horner, Secretary, recorded the minutes.

Copies of minutes of the January meeting of the Board of Directors having been mailed to each Director, the Directors present, upon motion duly made and seconded, unanimously agreed to dispense with the reading of the minutes and approved them as they appeared in the copies received by them.

The President announced that the meeting could proceed with the election of officers for the ensuing year and that nominations would be received, whereupon the following nominations for officers of the Company were made by Mr. John H. Weeks:

Dwight P. Joyce, Chairman of the Board of Directors and President
Paul E. Sprague, Vice President
John P. Ruth, Vice President
B. W. Maxey, Vice President
Willard C. Lighter, Vice President
Alexander D. Duncan, Vice President
Harvey L. Slaughter, Vice President
Newell Beatty, Vice President
Robert D. Horner, Secretary
William G. Phillips, Treasurer
George E. Warner, Controller
Willard F. Stetzelberger, Assistant Secretary

GLD016659

Upon motion duly made, seconded and unanimously carried, nominations were closed and the Secretary was instructed to cast the unanimous ballot of all Directors present for the election of the officers above nominated.

The following Directors were nominated by Mr. Harvey L. Slaughter to serve as regular members of the Executive Committee:

Dwight P. Joyce, Chairman
Paul E. Sprague
John P. Ruth
B. W. Maxey
Alexander D. Duncan

Mr. Robert D. Horner was also nominated by Mr. Slaughter to serve as an alternate member of the Executive Committee in the absence of one or more of the regular members of the Committee from any meeting.

Upon motion duly made, seconded and unanimously carried, the Secretary was instructed to cast the unanimous ballot of all Directors present for those Directors nominated as regular and alternate members of the Executive Committee.

Upon motion duly made, seconded and unanimously carried, the following Directors were elected to serve as members of the Bonus Committee:

Paul E. Sprague, Chairman
B. W. Maxey
John H. Weeks
Harvey L. Slaughter

Upon motion duly made, seconded and unanimously carried, the following Directors were appointed to serve as members of the Stock Option Committee:

Paul E. Sprague, Chairman
B. W. Maxey
John H. Weeks
Harvey L. Slaughter

Upon motion duly made, seconded and unanimously carried, the following

GLD016660

Directors were appointed to serve as members of the Pension Committee:

B. W. Maxey, Chairman
John H. Weeks
William G. Phillips
Chester A. Leach

The President announced that he had made the following appointments of certain non-elected officers and Committees of the Company for the ensuing year. These appointments were, upon motion duly made and seconded, unanimously approved by the Directors.

Officers

Lovell Y. Pulliam, Vice President
Wilbur E. Bindenagel, Vice President
Richard O. Westley, Assistant Secretary
Robert Schultz, Assistant Secretary

Donations Committee

William G. Phillips, Chairman
Clark P. Manson
Robert D. Horner

Patent Committee

Paul E. Sprague, Chairman
John P. Ruth
Charles E. Carney
Robert D. Horner
Dr. B. Wilson Allen (rotating member - term expiring December 31, 1955)
Dr. J. Wayne Cole (rotating member - term expiring December 31, 1955)
Dr. Harry J. Kiefer (rotating member - term expiring December 31, 1956)
Gerald G. Christensen, Secretary

Paint Labeling Committee

Willard F. Boetselberger, Chairman
Theodore M. Sheppert
Tully N. Turney
Donald D. Carroll, Secretary

GLD016661

Food Labeling Committee

Roger H. Burgess, Chairman and Secretary
Frank J. Daniels
Robert L. Lozon

After carefully considering the current financial position of the Company, the Directors declared a regular quarterly dividend on the Common Stock of the Company. Upon motion duly made, seconded and unanimously carried, it was

> RESOLVED, that a regular quarterly dividend of fifty cents ($.50) per share on the Common Stock of this Corporation be and it hereby is declared payable April 1, 1955 to stockholders of record at the close of business February 28, 1955.
>
> FURTHER RESOLVED, that the proper officers of this Corporation be and they hereby are authorized to do everything necessary to carry out the terms of this resolution.

All PFE's approved by the Executive Committee and/or the President, as well as those PFE's approved by the Vice Presidents and the Engineering Department as set forth in a report prepared by the Accounting Department dated February 9, 1955, covering the period from January 15 to February 4, 1955 and totaling $14,763, were, upon motion duly made and seconded, unanimously approved by the Directors.

Mr. John F. Ruth submitted PFE No. 10-353 in the amount of $115,756 covering the purchase and installation of an Eimco Drum Filter at the Chemicals-Pigments-Metals Division's St. Helena, Baltimore plant. This expenditure was explained by Mr. Ruth in a memorandum dated January 28, 1955 addressed to the Directors. Upon motion duly made and seconded, PFE No. 10-353 was unanimously approved.

Mr. Alexander D. Duncan submitted and the Directors, upon motion duly made and seconded, unanimously approved PFE No. 1-484 in the amount of

$22,260 and PFE No. 1-485 in the amount of $8,196 covering, respectively, the purchase of equipment necessary to palletize Merchant Sales materials and the relocation of agitator tanks at the Paint Division's Cleveland plant so as to effect materials' handling savings.

Mr. Duncan also submitted and the Directors, upon motion duly made and seconded, unanimously approved PFE No. 5-196, in the amount of $13,902, covering purchase and installation of additional thinning tanks and a pebble mill, and PFE No. 5-196, in the amount of $21,500, covering the cost of constructing a second floor mezzanine between two existing buildings at the Paint Division's St. Louis plant. Mr. Duncan explained that the construction of the mezzanine would, as authorized by PFE 5-195, permit the St. Louis Division to provide room for installation of the additional equipment covered by PFE No. 5-196.

Mr. Willard C. Lighter submitted PFE No. 37-593 in the amount of $95,190 covering purchase and installation of two Merco centrifuges, in connection with the project approved by the Executive Committee June 3, 1954 authorizing expansion of the Chemurgy Division's Chicago industrial protein plant. He also presented PFE No. 37-595 in the amount of $4,850 covering the purchase and installation of a power feeder for these centrifuges, also a part of the protein plant expansion project. Upon motion duly made and seconded, PFE's Nos. 37-593 and 37-595 were unanimously approved by the Board as presented by Mr. Lighter.

Mr. Robert L. Loxon reported on developments during the preceding month relating to the price and availability of pigments, chemicals, vegetable oils, and other agricultural commodities, metals, containers and other materials purchased by the Company.

The Directors, upon motion duly made and seconded, unanimously adopted the following resolution authorizing certain officers of the Company

GLD016663

to enter into commodities futures contracts on behalf of the Company under the Rules and Regulations of the Board of Trade of the City of Chicago.

RESOLVED, that the following officers of this Company be and they are hereby authorized to enter into futures contracts as defined by the Rules and Regulations of the Board of Trade of the City of Chicago for and on behalf of this Company, and that this Company shall assume all liability on such contracts and shall pay and discharge all obligations arising thereunder:

Dwight P. Joyce, President
B. W. Maxey, Vice President
Willard C. Lighter, Vice President
Wilbur E. Bindenagel, Vice President
Richard O. Westley, Assistant Secretary
Robert Schultz, Assistant Secretary

FURTHER RESOLVED, that all previous resolutions adopted by this Board of Directors authorizing officers of this Company to enter into futures contracts under the Rules and Regulations of said Board of Trade be and they hereby are superseded, and

FURTHER RESOLVED, that this resolution shall remain in force until notice of its modification or repeal has been given to the Secretary of the Board of Trade of the City of Chicago.

Upon motion duly made and seconded, the following resolution relative to a lost stock certificate was unanimously approved by the Directors:

WHEREAS, the United States Fidelity and Guaranty Company has represented that Certificate No. NE 172932 for 20 shares of Common Capital Stock of The Glidden Company, registered in the name of Edward W. Ditmars, and Certificate No. NE 174465 for 15 shares of Common Capital Stock of The Glidden Company, registered in the name of Augustin S. Hart and Eugene J. Kenny, as executors of the estate of Edward W. Ditmars, deceased, have been lost, mislaid, stolen or destroyed so that the same cannot be found or produced; and that Augustin S. Hart and Eugene J. Kenny, as executors of the estate of Edward W. Ditmars, deceased, have not pledged, hypothecated or otherwise transferred any interest in said certificates; and that no one other than John R. Ditmars, Jr., Administrator CTA of the estate of Edward W. Ditmars, deceased, has any right, title or interest in or to said certificates,

AND WHEREAS, the United States Fidelity and Guaranty Company has made request for the issuance of new certificates for said shares and has tendered to this corporation an indemnity bond executed by the United States Fidelity and Guaranty Company, in the penal sum of Open Dollars, to indemnify and save harmless this corporation, The Cleveland Trust Company, Cleveland, Ohio, Central National Bank of Cleveland, Cleveland, Ohio, The New York Trust Company, New York, New York, and The Chase National Bank of the City of New York, New York, New York, their successors and assigns, the Obligees therein, from and against any and all losses, damages, costs, charges, counsel fees, payments, expenses and liabilities whatsoever, which the Obligees, or any of them, or their respective successors or assigns, at any time shall or may sustain or incur and to induce this corporation, its transfer agent, and its registrar to issue, countersign, and register new certificates in lieu of such lost, destroyed, or stolen certificates,

NOW, THEREFORE, BE IT RESOLVED, that this indemnity bond is now approved and accepted by the officers of this corporation and the officers of this corporation are authorized and instructed to deliver new certificates, The Cleveland Trust Company as Transfer Agent is authorized and instructed to countersign said certificates and Central National Bank of Cleveland as Registrar is authorized and instructed to register said certificates for 35 shares of Common Capital Stock of this corporation in the name of John R. Ditmars, Jr., Administrator CTA of the estate of Edward W. Ditmars, deceased, in lieu of said lost, destroyed, or stolen certificates and such transfer agent and registrar be and they are hereby relieved of all liability or responsibility by reason of the issue, countersignature and registration of said new certificates in accordance with this resolution.

A report dated February 1, 1955 submitted by Mr. B. W. Maxey, Chairman of the Pension Committee, and addressed to the Directors, relating to a proposed general amendment of the Company's Retirement Plan for Salaried Employees, was carefully considered by the Directors. Following a short discussion of the Pension Committee's report, the Board, upon motion duly made and seconded, granted preliminary approval to the Committee's recommendations. Final action by the Directors on any change in the Plan was deferred until such time prior to December 1, 1955 as more definitive proposals could be prepared by the Committee and submitted to the Board for its approval prior to submission of the amendments to the stockholders of the Company for adoption.

At 12:15 P.M. the meeting was recessed for lunch and later reconvened at 1:30 P.M.

Mr. Alexander D. Duncan, Vice President, presented License Agreements which his Division proposed to enter into with Bacigalupo Cia. Ltda. S.A., Buenos Aires, Argentina, Compania de Industrias y Azucar S.A., Santiago, Chile, and Grace y Cia., Lima Peru, subsidiaries of W. R. Grace & Co., covering the manufacture and sale of paint products by these licensees in their respective countries. The Agreements were carefully considered by the Directors and were, upon motion duly made and seconded, unanimously approved, subject to certain modifications to be negotiated with W. R. Grace & Co. and the licensees by Mr. Duncan.

The Directors, upon motion duly made and seconded, unanimously approved the acquisition of one acre of land adjoining the Chemurgy Division's Calumet River terminal grain elevator site from Great Lakes Carbon Corporation at a total cost to the Company of $42,000.

Mr. Dwight P. Joyce reported to the Directors that Westvaco Division of Food Machinery and Chemical Corporation had exercised its option to lease the Chemicals-Pigments-Metals Division's Argenta, Nevada property in accordance with the agreements approved by the Directors October 22, 1954. Under this Lease Agreement, he stated, Westvaco would pay the Company quarterly royalties of $1.50 per ton on all barytes ore shipped from the property for a period of five years commencing February 1, 1955, subject to a minimum royalty of $50,000 per year. During this period, Westvaco would retain its option to purchase the property at a price which would yield the Company not less than $375,000 after Federal income taxes computed at capital gains rates.

Mr. Paul E. Sprague, Vice President, reported to the Directors on a proposed Naval Stores Division tall oil and terpene chemical expansion program

GLD016666

as described in his February 7, 1955 memorandum to the Directors. He also commented on the Naval Stores Division's Jacksonville, Florida pine oil project and showed slide projections to the Directors of the Naval Stores Division plants at Jacksonville, Florida and Valdosta, Georgia.

The Directors discussed an engineering service contract which the Naval Stores Division had received from the Badger Manufacturing Company of Cambridge, Massachusetts covering consultation and design work pertaining to the construction of an l-menthol and related terpene chemical plant by the Company at Jacksonville. Mr. Ruth pointed out disadvantages to the Company which can result from depending more on outside engineering talent and services than on developing and utilizing this talent within the Company itself. Mr. Sprague was requested by the Chairman to re-examine this situation to see if possible alternatives might better accomplish the purpose of the contract. No further action was taken.

There being no further business to come before the Directors, the meeting was adjourned.