PLAINTIFF'S EXHIBIT 04926-00

H. R. WINKLE
Financial Vice-President

May 9, 1958

Owens-Illinois Glass Company
Toledo, Ohio

Gentlemen:

In connection with the sale by you to us today, as of the close of business on April 30, 1958, of certain of the assets and properties of your Kaylo Division and in consideration of your possession, use and disposition of such assets and your operation of such properties for our account for the period from the close of business on April 30, 1958, to the consummation of such sale, we hereby agree to indemnify you against, and save you harmless from, any and all federal, state or local taxes, including taxes on income, and including any and all penalties and interest on any such taxes, which may be levied or assessed against you by reason of your possession, use or disposition of such assets or your operation of such properties during such period.

Yours very truly,

OWENS-CORNING FIBERGLAS CORPORATION

By H R Winkle
H. R. Winkle
Financial Vice President

HRW:/emf

PLAINTIFF'S EXHIBIT WV-001444