PLAINTIFF'S EXHIBIT
tabbies
G-552

Spacial *Meeting of the* Board of Directors.

held at Palmyra, *on the* 18 th

day of October *190*6 *at* 12 *o'clock* M.

O.J.Garlock *Presiding.*

Present, the following:

The Garlock Packing Co. agreed to advance $1000.00 for experimental purposes in connection with a Rubber and Asbestos Packing with the understanding that they could have two fifths of the stock in a company to be formed for manufacturing such sheet if successful

Ex. L

Special *Meeting of the* Board of Directors

held at Palmyra *on the* 28th

day of August *1907, at* 9.00 *o'clock,* A.M.

O.J.Garlock *Presiding.*

Present, the following:

Resolved, To move the building now used for storage and the manufacture of Asbestos Gaskets to a location East of Factory

A regular meeting of the Board of Directors of The Garlock Packing Company was held at the home office of the Company, 402 East Main Street, Palmyra, New York, Tuesday, March 19, 1935, at 10:30 A.M. eastern standard time.

The gross profit ratio of Snyder has been amout 50%. It is anticipated that this can be somewhat increased by diverting production to the Garlock factory. There will also be some indirect advantage in the usage of additional quantities of asbestos yarn from the textile department.

A luncheon meeting of the executive committee of the board of directors was held at the Genesee Valley Club in Rochester, N. Y. commencing at 12:30 p.m. on Friday, July 15, 1960.

Mr. McMullen stated that he had expected to bring before the meeting a recommendation for purchase from B. F. Goodrich of used equipment for manufacture of compressed asbestos sheet, which Goodrich is discontinuing; and reported that final exploration of the Canadian market, usage of the equipment for which by Yale at Kincardine had been intended, will not support the project. He indicated that therefore the recommendation will not be submitted.

A meeting of the Board of Directors of Garlock Inc. was held at the office of the Corporation, Division Street, Palmyra, New York, on Wednesday, August 3, 1960 at 11:00 o'clock a.m., e.d.t.

The President reported that a study is being made of ways to increase our direct sales of asbestos textiles to achieve fuller utilization of our present loom capacity required for internal use of woven asbestos.

The Organization meeting of the Board of Directors of Garlock Inc. was held at the principal office of the Corporation, Division Street, Palmyra, New York, on Wednesday, April 3, 1963, at 1:30 p.m., e.s.t.

-Appropriation

The President requested approval of the Board for the expenditure of the sum of $46,000 for the purpose of rebuilding certain asbestos textile equipment which had been in use continuously over a period of many years. This approval, he stated, was required in accordance with an informal policy requiring approval of the Board for expenditures in excess of $25,000. After discussion of the need for the proposed expenditure, upon motion duly made, seconded and unanimously carried the President was authorized to expend $46,000 for the purposes stated above.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Conference Room of Marine Midland Bank, 1 Marine Midland Plaza, Rochester, New York on Wednesday April 25, 1973 at 10:30 A.M., EST.

Asbestos Products

At the request of the Chairman, G. P. Wiess reported that management was looking into the possibility of building a new asbestos textile mill in Quebec, Canada. Canadian Federal Government grants and a Quebec Government loan would be available for such a project. The estimated project cost to Garlock would be about $1,500,000.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Executive Offices of the Company, 1250 Midtown Tower, Rochester, New York, on Wednesday, May 30, 1973 at 10:00 A.M., EDT.

Quebec Project

At the Chairman's request, Mr. Wiess reported that he is working on the proposed asbestos plant project in Quebec and has sent an application for a government grant.

was held pursuant to call of the Chairman at the Executive Offices of the Company at Rochester, New York, on Wednesday, November 28, 1973 at 10:00 A.M. EST.

Asbestos Manufacturing

The Chairman led a discussion of Mr. Cook's background memorandum to the Board dated November 16, 1973 concerning the corporation's problems and plans relative to the manufacture of asbestos products in the United States (at Palmyra, New York), Mexico (at Mexico City), Spain (at Barcelona), and Canada (at Toronto, and planned for Sherbrooke in Quebec Province). The Chairman explained the overall situation in the following terms. The corporation manufactures four asbestos products, compressed sheet, braid, yarn, and cloth. The manufacture of two of these products, compressed sheet and braid, does not involve to a substantial degree the release of particles of asbestos fiber, and hence does not create a potential problem of compliance with existing or anticipated governmental standards for the release of such particles to the atmosphere. By contrast, the manufacture of yarn and cloth does create a potential problem of compliance. At present the corporation in its manufacture of asbestos products outside the United States - that is, in Mexico, Spain, and Canada - is in compliance with the environmental standards in effect in those countries. Those standards are now less stringent than those in effect in the United States but are expected to be brought over a period of several years to levels approximating those in effect now in the United States. The corporation intends to make from time to time any changes to its foreign manufacturing facilities required in order to stay ahead of anticipated changes in foreign environmental standards. As to its United States facilities, at Palmyra, the corporation is in compliance with the Federal standards promulgated under the Occupational Safety and Health Act and the corresponding New York State standards with respect to compressed sheet and braid, and by virtue of agreements in the nature of waivers obtained from state and federal safety authorities will be in compliance until June 30, 1975 with respect to yarn and cloth. The corporation has two choices regarding the manufacture of yarn and cloth at Palmyra: either to make the substantial investment necessary to bring the Palmyra facilities to full compliance by June 30, 1975, or to discontinue manufacture of yarn and cloth at Palmyra by that date. Management plans to make the latter choice and to transfer Palmyra's manufacture of yarn and cloth to the proposed new plant in Quebec, assuming that the corporation's application for a grant to assist in construction of the plant is acted upon favorably. New facilities can be equipped with the required safety features more economically than can long-existing facilities such as those at Palmyra. The Board then raised questions about the health of employees working with asbestos at Palmyra. Mr. Wiess stated that liability against the corporation has recently been found in one workmen's compensation case of total disability of a Palmyra ex-employee caused by asbestos and that two other such alleged cases are pending. In the case where liability has been found, payments of some $25,000 over five years will be due to the ex-employee for the corporation's account, and the ultimate total cost to the corporation including possible premium increases may be from $80,000 to $100,000. After discussion, the Chairman stated that the health procedures and tests administered for many years by the company doctor at Palmyra, by personnel of the Clifton Springs Hospital and Newark Medical Center, and by our insurance carrier, Employers Mutual Insurance Company of Wausau, for screening of new employees and monitoring of exposure to asbestos dust of present employees are constantly reexamined and are believed to be adequate.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Executive Offices of the Company, 1250 Midtown Tower, Rochester, New York on Wednesday, December 19, 1973 at 10:00 A.M. (EST)

Asbestos Manufacturing

The Chairman reported that management was reexamining the health procedures and tests administered at Palmyra relative to screening of new employees and monitoring of present employees working with asbestos products.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Executive Offices of the Company, 1250 Midtown Tower, Rochester, New York on Friday, January 25, 1974 at 10:00 A.M.

Suit Against Asbestos Textile Institute

The Chairman stated that the Corporation, which is a member of a trade association named the Asbestos Textile Institute, had received a letter dated January 18, 1974 from Cadwalader, Wickersham & Taft, counsel to the Institute. A copy of the letter was given to each director present. The letter stated that on January 2, 1974 seven individuals who either had worked at Pittsburgh Corning Corporation's formerly operative asbestos plant at Tyler, Texas, or were spouses of such workers had brought a class action in the Federal District Court in that city against that company, its parents PPG Industries, Inc. and Corning Glass Works, Incorporated, the Industrial Health Foundation, Inc. and the Institute. The complaint charged, among other things, that the Institute impeded the flow of information concerning the health hazards involved in asbestos manufacture and thereby contributed toward the pulmonary diseases and, in some cases, deaths of workers at the plant. The Chairman stated that there was no indication at present that Garlock can or will be brought into the suit in any way.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Executive Offices of the Company, 1250 Midtown Tower, Rochester, New York, on Friday, March 1, 1974 at 10:00 A.M.

Quebec Project

At the Chairman's request, Mr. Wiess reported that the Canadian Government had offered a grant of $182,400 outright and $276,000 as a subsidy for 92 jobs at $3,000 each, for a total of $458,000, to facilitate the Company's proposed asbestos plant in Quebec, and that he would shortly meet with the Company's consulting engineers to discuss plans. Mr. Abell suggested that an additional grant be sought from the Province of Quebec and indicated the availability of an interest subsidy for certain loans. The Chairman stated that the conditions attached to the offered grant were being studied and that the project was under active consideration.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Executive Offices of the Company, 1250 Midtown Tower, Rochester, New York, on Wednesday, May 29, 1974 at 10:00 A.M.

Quebec Project

The Chairman stated that the proposed asbestos plant project in Quebec was rapidly coming to the point of decision and that the Canadian Government had increased the size of its grant offered to the Company under the terms of a law expiring June 30, 1974 from 15% to 25% of the total capital cost. Mr. Abell stated that the Government of the Province of Quebec had funds to invest in commercial enterprises and that, if the project went forward, it might be appropriate later in the summer to discuss with the provincial Government the possibility of its taking an equity position in the project, with the Company obtaining contracts to manage the project and to market the products. The Chairman stated that management was completing a report on the economics of the project and that he would like to convene a special meeting of the Board to consider the report and to decide whether to accept the offered grants and proceed with the project. After a discussion, the meeting was set for Monday, June 17, 1974 at 10:30 A.M.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Executive Offices of the Company, 1250 Midtown Tower, Rochester, New York, on Monday, June 17, 1974 at 10:30 A.M.

Quebec Project

The Chairman discussed the report entitled "Asbestos Textile Facility - Sherbrooke, Quebec," dated June 10, 1974, of which a copy had been forwarded to each director prior to the meeting. Mr. Cook stated that the Company's objective was to build the best and cleanest asbestos-processing plant in the world. Mr. Gearhart recommended that a long-term contract be negotiated with an asbestos mine company to ensure the continued availability of raw material; Mr. Waggershauser stated that there was no shortage of raw material that would justify such a contract. In response to a question from Mr. Wells, Mr. McMullen stated that there was little prospect that asbestos packing would become obsolescent. Mr. McMullen stated that management favored establishing the new plant as a separate corporation and selling 50% of the equity to the Province of Quebec. Mr. Grady discussed financing of the project, the advisability of seeking long-term fuel and electricity contracts, and the possibility of obtaining approval for remission of import duty that would normally be charged on the machinery on order from West Germany. In summary, on behalf of management Mr. McMullen proposed to the Board that it approve the project as presented, specifically, that it approve (1) acceptance of the development incentives grant offered by the Canadian Government as explained at the May 29, 1974 Board meeting; (2) investment by the Company in the project of $1,761,000 of new money plus about $400,000 in working capital to be transferred from Palmyra upon the closing of asbestos textile operations there in mid-1975; (3) cancellation of R/A No. 21-11,438 for DM 1,454,513 (about $576,000), approved by the Board on April 24, 1974, for certain equipment for E.R.I.C.A., because this equipment will now be diverted to the Quebec project and its cost is included in the $1,761,000 of new money proposed to be invested in the Quebec project; and (4) negotiation with officials of the Province of Quebec and other appropriate governmental officials to seek additional development incentives and the sale of up to 50% of the equity to the Province. After discussion, the Board unanimously approved the Quebec project as presented.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Oak Hill Country Club, Rochester, New York, on Friday, July 26, 1974 at 10:30 A.M.

Quebec Project

The Chairman reported that pursuant to the discussion at the previous Board meeting Garlock of Canada Ltd. had formally accepted the development incentives grant offered by the Canadian Government in the estimated amount of $Cdn 894,250 to assist the proposed asbestos processing venture in Sherbrooke, Quebec. Mr. Wiess reported that oral discussions with officials of the Province of Quebec regarding further incentives and investment were proceeding favorably.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Holiday Inn in Longview, Texas, on Tuesday, October 1, 1974 at 8:30 A.M.

Quebec Project

The Chairman stated that the Quebec project was proceeding as summarized in his memorandum to the Board of September 16, 1974, with a few changes in detail. He stated that Robert Pilmer, President of Garlock of Canada Ltd., would also be president of the new company, and that Mr. Pilmer together with Mr. Wiess planned to attend a ground-breaking ceremony at the site of the proposed factory in Sherbrooke, Quebec, on October 8, 1974, at which time Mr. St. Pierre, Quebec Minister of Business and Industry, would announce the project.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Executive Offices of the Company at Rochester, New York, on Friday, October 25, 1974 at 10:00 A.M.

Quebec Project

Mr. Cook stated that the company that is to own and operate an asbestos textile factory in Sherbrooke, Quebec, as previously approved by the Board has been incorporated under Quebec law as Amiante de Sherbrooke Limitée. He stated that, as anticipated in Mr. McMullen's memorandum to the Board of September 16, 1974, the Quebec Industrial Development Corporation has now, by a letter of October 18, 1974 to the new company, offered to pay $576,000 for a 48% equity interest in the company and to provide an interest subsidy of up to $360,000 for a $1.2 million loan to be obtained by the company from a Canadian bank, probably the Bank of Nova Scotia. He stated the QIDC offer is subject to execution of a detailed agreement. The consensus of the Board was that the project should proceed as previously approved, with Garlock of Canada Ltd. obtaining in due course a 50% equity interest in the company and private Canadian investors obtaining the remaining 2% equity interest.

A meeting of the Board of Directors of Garlock Inc was held pursuant to call of the Chairman at the Executive Offices of the Company, 1250 Midtown Tower, Rochester, New York on Friday, January 24, 1975 at 10:00 A.M.

Quebec Project

The Chairman reported that construction of the factory for Amiante de Sherbrooke Limitée in Sherbrooke, Quebec, Canada, was approximately on schedule.

A meeting of the Board of Directors of Garlock Inc. was held pursuant to call of the Chairman at the Executive Offices of the Corporation in Rochester, New York, on Friday, July 25, 1975 at 10:00 A. M.

Amiante de Sherbrooke Limitee

The Chairman reminded the Board that at the October 25, 1974 meeting approval had been given for Garlock of Canada Ltd. to obtain a 50% interest in the company, named Amiante de Sherbrooke Limitee, that was to own and operate an asbestos textile factory in Sherbrooke, Quebec and for Amiante to borrow $1.2 million from a Canadian bank, probably The Bank of Nova Scotia. He stated that said Bank had indicated willingness to make the loan, provided that Garlock Inc., as the parent of Amiante's 50% owner, would indicate its approval of the loan and would agree (a) to arrange any additional financing that Amiante might require to complete the construction, equipping, and bringing into operation of the Sherbrooke factory and (b) pending receipt by Amiante of a Canadian government grant of approximately $900,000, to advance, directly or through a subsidiary, the funds (approximately $500,000) for purchase of equipment and the funds (approximately $400,000) for working capital required by Amiante (all amounts in Canadian dollars). After a discussion, the Board approved the acceptance by Garlock Inc. of said conditions imposed by said Bank.