

January 26, 1961

Mr. Herbert M. Ball, Secretary
Johns-Manville Corporation
22 East 40th Street
New York 16, N. Y.

John T. P. 4-1
1961

Dear Mr. Ball:

Thank you for your letter of January 24, 1961 addressed to Bestwall Gypsum Company attention Malcolm Meyer, Executive Vice President, and the undersigned, Secretary, returning one fully executed copy of the agreement dated January 1, 1961, designated "Appointment of Factor for Sale of Gypsum Products", between Bestwall Gypsum Company and Johns-Manville Sales Corporation, together with certain documents to comply with the requests made by Bestwall in paragraphs 1, 2 and 3 of its letter of January 23, 1961.

Bestwall does not feel that the resolution adopted October 21, 1959 by the Board of Directors of Johns-Manville Corporation is adequate from Bestwall's standpoint to meet the particular circumstances involved. It refers to "payment of contract obligations in the ordinary course of business". In our opinion, there are obligations imposed upon Johns-Manville Sales Corporation in the agreement of January 1, 1961 in addition to the payment of money. Further, Bestwall has doubts that the agreement of January 1, 1961 with Johns-Manville Sales Corporation is "in the ordinary course of business" of the Sales Corporation.

For these reasons Bestwall would prefer to have a separately executed and sealed guarantee by Johns-Manville Corporation of the performance by it of all of the obligations of Johns-Manville Sales Corporation under its agreement of January 1, 1961 with Bestwall. This is the written guarantee referred to in paragraph 1 of Bestwall's letter of January 23, 1961.

If this separate written guarantee is given, then Bestwall would like to have the execution and delivery thereof by Johns-Manville Corporation ratified by the Board of Directors of that company at its next meeting and a certified copy of such ratifying resolution forwarded to us.

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Mr. Herbert M. Ball, Secretary

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The next meeting of the Board of Directors of Bestwall is scheduled to be held February 23, 1961. Shortly thereafter I will send you a certified copy of the resolution adopted at that meeting with respect to the agreement of January 1, 1961 with Johns-Manville Sales Corporation.

Sincerely yours,

Arthur O. Graves
Secretary

AOG:L

*This letter was never mailed or delivered
Has discussed with Johns-Manville Corporation
representatives by Mr. Meyer and R. G. Lyons
On 4/6/61 Mr. Meyer advised me that he, R. G. Lyons and
A. J. Heitinger had decided that this matter should be
closed upon the basis of the information contained in
H. M. Ball's letter of 4/24/61 and the documents enclosed
therein*

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