MINUTES OF SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
THORPE INSULATION COMPANY

A special meeting of the Board of Directors of THORPE INSULATION COMPANY ("Company"), a Texas corporation, was held at the corporate offices of J. T. Thorpe Company in Houston, Texas, at 10:00 a.m., November 18, 1973, pursuant to notices. The Secretary c the Company was directed to file copies of the notices of the meeti with the minutes of this meeting.

A. L. Erickson called the meeting to order. Directors of Company present were:

A. L. Erickson
Frank C. Shelden, Jr.
W. D. Leonard
M. P. Proctor
J. S. Peiffer

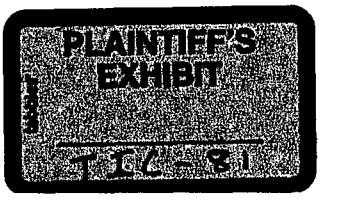
Mr. Erickson declared a quorum of Directors was present.

Upon motion duly made and seconded, A. L. Erickson was unanimously designated Chairman of the meeting and Frank C. Shelden, Jr. was unanimously designated Secretary of the Meeting.

The minutes of the last meeting of the Board of Directors read and unanimously approved as written with one addition to reflec the election of Russell Moake as Vice-President of the Company.

Mr. Shelden presented a projection of the earnings of the Company through December 31, 1973, which was then discussed by the Directors.

Upon motion duly made and seconded, the following resoluti was duly adopted unanimously:



RESOLVED, That the President and Treasurer of this corporation in consultation with the Company's auditors be and they are hereby authorized and directed to determine at the close of the Company's fiscal year whether the net profits of the Company are sufficient to enable the Company to declare a cash bonus to the eligible employees under the Company's Bonus Plan, and if they find, upon such determination, that there are sufficient net profits to declare such a bonus, they are hereby authorized and directed to determine the amount to be paid to the eligible employees under the Bonus Plan and to make such payments accordingly.

Upon motion duly made and seconded, the following resolutic was duly adopted unanimously:

RESOLVED, That $3,000 be set aside for a Christmas bonus for key field employees of the corporation and that the amount be allocated to such employees by Frank C. Shelden, Jr. and W. D. Leonard in such proportions as they deem fit.

After discussion of the Company's contribution to Thorpe Insulation Company Employees' Profit Sharing Trust Agreement, the following resolutions were duly adopted unanimously:

RESOLVED, That the Company contribute to its Profit Sharing Plan for the fiscal year ended December 31, 1973, an amount equal to 15 percent of Annual Compensation as that term is defined in Section 2.01(h) of said Profit Sharing Trust Agreement;

FURTHER RESOLVED, That the proper officers of the Company be and they are hereby authorized and directed to disburse funds of the Company pursuant to the terms of the foregoing resolution with the time limitation of the Internal Revenue Code for corporations on the accrual method of accounting; and be it

FURTHER RESOLVED, That the proper officers of the Company be and they are hereby authorized and directed to post on or before December 31, 1973 an announcement of the action of this Board of Directors authorizing the above contribution to the Profit Sharing Plan; said posting to be in a conspicuous location calculated to advise the employees of the Company of said contribution.

Upon motion duly made and seconded, the following resoluti was adopted unanimously:

> RESOLVED, That cash dividends be paid to the shareholders of the Company as follows:
>
> | Per Share Amount of Cash Dividends | Record Date of Shareholders Entitled to Dividends | Payment Date |
> |---|---|---|
> | 1.00 | March 31, 1974 | April 30, 1974 |
> | 1.00 | June 30, 1974 | July 31, 1974 |
> | 1.00 | September 30, 1974 | October 30, 1974 |
> | 1.00 | December 31, 1974 | December 31, 1974 |
>
> provided, however, that no cash dividends will be paid to the Shareholders of the Company at a particular Payment Date specified above, if for the calendar quarterly period immediately preceding the Payment Date of the cash dividends, the Company had no net profits after taxes for such quarterly period.

There was a discussion about the construction of additiona facilities on the unimproved real estate recently purchased by the Company. After discussion, the following resolution was duly adopte unanimously:

> RESOLVED That W. D. Leonard be, and he is hereby authorized and directed to negotiate with an architect to secure preliminary architectural plans in connection with the construction of additional facilities for the Company and to secure quotations for the construction of said additional facilities and to do all other things that he deems necessary and appropriate to effectuate the purposes of this resolution.

There was an extended discussion concerning the OSHA requirements as they relate to the business affairs and operations of the Company. W. D. Leonard was directed to have appropriate information posted in conspicuous areas where asbestos was being handled. Furthermore, Mr. Leonard was directed and authorized to

see that warehouse employees took appropriate pulmonary function tests and X-rays each year; and to see that Company personnel were properly trained in first aid pursuant to the requirements of OSHA.

There was a discussion concerning compliance with the letter and spirit of the Civil Rights Acts regarding equal employment opportunities of all persons irrespective of race, creed, color or origin. After discussion the following resolution was duly adopted unanimously:

> RESOLVED, That the proper officers and personnel of the Company be and they are hereby directed to comply with all provisions of Federal Civil Rights Acts relating to equal employment opportunities for all persons.

There was a discussion concerning the persons authorized to sign on the Company's bank accounts. Mr. Leonard was directed to adv the Board at its next meeting of those persons authorized to draw on the Company's bank accounts.

Mr. Leonard was directed by the Board to give reasonable notice to J. T. Thorpe Company of any financial needs of the Company to borrow sums of money and that J. T. Thorpe Company would consider its own ability to advance funds to the Company.

There was a discussion concerning a set date for the regula meeting of the Board in the fall of each year. After discussion, the following resolution was duly adopted unanimously:

> RESOLVED That a regular meeting of the Board of Directors of this Corporation be and the same is hereby set each year on the last Friday of October at 10:00 a.m. at the corporate offices of J. T. Thorpe Company.

After discussion, the following resolution was duly adopted unanimously:

> RESOLVED, That the acts and actions of the Directors and Officers of the Company since the date of the Annual Meeting of Shareholders be and the same are hereby ratified, confirmed and approved in all respects.

There being no further business to come before the Board, it was unanimously voted to adjourn.

A. L. ERICKSON, CHAIRMAN

FRANK C. SHELDEN, JR.