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PLAINTIFF'S EXHIBIT JM-1677

AGENDA FOR EXECUTIVE COMMITTEE MEETING

I. Minutes of previous meeting.

II. W. R. Seigle:
- (a) Certainteed.
- (b) Turner-Newall.
- (c) Celite competition.
- (d) Appropriation of $60,000. to increase Magnesia capacity at Waukegan.
- (e) Shawinigan Power Contract.

III. E. M. Voorhees:
- (a) Central Insulation and Supply Company - Approval to purchase.
- (b) Mr. Bartow's signature on Annual Report to the State of Nebraska.
- (c) Authority for discontinuance of our Treasurer's account in the First National Bank of Minneapolis.
- (d) Advertising and Sales Promotion Program for 1930.
- (e) Johns-Manville Sales Corporation.
- (f) Asbestosis.
- (g) European Trip.
- (h) Cash and Cash Position Forecast.
- (i) Orders and Sales.
- (j) Authority for execution of Acoustical Contract at Cincinnati.

IV. General Business Conditions.

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MINUTES

of

EXECUTIVE COMMITTEE MEETING

Held at 23 Wall Street Wednesday, Jan. [illegible]
at 3:30 P.M.

Present: Messrs. Bartow
Seigle
Whitney

Voorhees (Secy.)

I. As the Minutes of the last Executive Committee Meeting held on December 13th were read at the Directors' Meeting held December 16th, no approval was necessary.

II. W. R. Seigle:

(a) Certainteed.

While we have no detailed figures available showing the sales by classes of commodities, it was thought that if we could get this company at a bargain price, something not higher than the present market quotations for its bonds, preferred stock and common stock, i.e., 55½, 45½, and 13, that there is a possibility of its proving attractive after a thorough investigation. They have plants and properties at thirty-six different locations throughout the United States. Their roofing business and gypsum would undoubtedly tie in very well with our distribution. Mr. Bartow stated that their contact had been through two of their directors who are interested in selling us control. It was decided we were not interested in buying control and that we want all the assets and liabilities or none. Mr. Whitney thought it would be desirable to spend $15,000 to $25,000 for a financial and business investigation to be handled by both Lybrand, Ross Bros. & Montgomery and Sanderson & Porter, Johns-Manville to have a representative working as an employee of each firm while this investigation was in progress. Mr. Whitney stated that it was not desirable for us to obtain an option before taking an investigation, but should purely proceed on the basis of taking a "look-see" at it before making any proposition whatever due to the character of the management of that company. Mr. Bartow stated he would proceed on this basis and see if this company was willing for us to make the investigation. Mr. Bartow felt that we ought to be able to obtain this company at a lower cost figure than the present market value. Mr. Whitney stated that there were certain parts of the business, for example, floor covering, which might not tie in with our operations, that would be desirable to transfer or sell to Congoleum, and there might possibly be other similar operations which would not tie in with us that it would be desirable to dispose of. Mr. Bartow is to advise us after his contact with the two directors.

(b) Turner-Newall.
Mr. Bartow stated that they had received a cable from their London office stating that this company was willing to sell us 2,600,000 shares for control. They would not divulge the price until the time that we showed actual interest or had a personal representative visit them in England. Mr. Whitney said that it appeared advisable not to let them give us a price at this time as we knew nothing about their operations, and he suggested that we prepare a questionnaire of the information that we desire furnished us, this questionnaire to be sent to the Turner-Newall Co. and the information compiled by them.

(c) Celite Competition.
The potential competition of the Decalite Company was discussed. Mr. Bartow stated that he thought we were buying monopoly and was very much surprised to hear there was competition. Mr. Seigle explained that there were diatomaceous earth deposits all over the world, but it was a question of quality and character of each deposit, and although there were none at the present time to compare with Celite, there may be developed at any time a deposit of a similar quality, and though small in size, of commercial volume. It was explained that our policy was to get the business, and both Mr. Whitney and Mr. Bartow agreed on this policy, even insofar as it pertains to the Fleishman Company.

(d) Appropriation of $60,000. to increase Magnesia capacity at Wauk[illegible]
We are at present from four to six weeks behind at all factories manufacturing this commodity. It is very desirable that we immediately proceed with the expenditure of $60,000 to increase ou[r] Waukegan capacity from 15% to 20%. Approved.

(e) Sharinigan Power Contract.
Mr. Seigle explained that the five year contract provides for a price of about .005 per kilowatt-hour as compared to a price of .0045 on the ten year basis, and that it was our recommendation, as there was a potential saving of approximately $1000 per month that we sign the ten year contract. Mr. Whitney stated that he objected very much to the original twenty-five year contract, and that he would endeavor to obtain a five year contract at the ten year price if possible. It was explained that the contract had been traded for six months and this was the best we could do and therefore, approval was given to proceed on the basis of the ten year contract.

III. E. M. Voorhees:

(a) Central Insulating & Supply Company - Approval to purchase.
Our purpose in buying this company was explained as being to eliminate a contractor that would not prove satisfactory in our Cleveland District, thus permitting the Rankin-Dutney Corp. to operate immediately therein. The approximate basis on which approval was given was: first, the purchase of the net worth

as of December 31st, 1929 subject to check on our part, representing approximately $50,000. Second, 10% on Contracts in Process amounting $30,000, [illegible] of $12,500. Third, give the Central Insulating & Supply Co. 10% on the labor cost of the Cleveland Terminal job. Fourth, a compromise amount of [illegible]. Approximate total cost, [illegible],363. The Rankin-Putney Corporation is to take over all contracts, as much of the inventories as they require, [illegible] equipment, furniture and fixtures, and it was estimated that the total maximum actual loss sustained on this transaction would be $5000, to be offset by additional gross profit with materials to be supplied by us on contracts uncompleted between $10,000 and $15,000. The Treasurer was authorized to do all the acts necessary in completing this deal.

(b) Mr. Barton's signature on Annual Report to the State of Nebraska.
Signature obtained and report returned to Mr. [illegible].

(c) Authority for discontinuance of our Treasurer's account in the First National Bank of Minneapolis.
Authority granted.

(d) Advertising and Sales Promotion Program for 1930.
Copies of our Building Material and Brake Lining booklets for distributors were shown to Messrs. Whitney and Barton, and it was explained that our Sales Promotion Program for the year 1930 was complete and out approximately three months earlier than last year.

(e) Johns-Manville Sales Corporation.
It was explained that the organization of the Johns-Manville Sales Corporation proceeded very smoothly and that the manufacturing corporation is being held up pending Mr. Wardwell's legal opinion on doing business in the State of Illinois. It was also stated that the Asbestos Wood & Shingle dissolution was being speedily pushed to the conclusion.

(f) Asbestosis.
The survey of our factories and mines made by Dr. Lanza of the Metropolitan Life was stated as being nearly completed and the preliminary report from Dr. Lanza states that he sees no reason for us to worry about the situation.

Our attorneys are working with Judge Clark on the ambulance chasing tactics of the attorney for the plaintiffs, and we expect a report shortly on this.

(g) European Trip
The Treasurer explained that we have nearly a million dollar investment in Europe at the present time and rather than take a three weeks vacation in the South it was most desirable for him to survey our internal operations in Europe. He expects to leave Feb. 22nd and return just before the Annual Meeting which is to be held March 28th.

(h) <u>Cash and Cash Position Forecast.</u>
Our cash on December 31st in banks subject to draft, exclusive of Imprest Funds, was $[illegible],118,000, approximately $4[illegible],000 less than the forecast, which difference was due to poor collections from our railroad accounts as well as a loss of collection momentum in the Western Division due to splitting the Accounts Receivable from Division headquarters to District offices. We can see no reason why this uncollected cash will not accrue in the month of January. Cash Position Forecast was presented for January.

(i) <u>Orders and Sales.</u>
The orders for the month of December were approximately the same as for the month of December last year, and although final billed sales for the year are not complete due to the fact that at the year end the billing is held open to include all shipments the preliminary figures show that there will be a 1% or 2% increase in billed sales for the month of December

(j) <u>Authority for execution of Acoustical Contract at Cincinnati.</u>
Authority granted.

IV. <u>General Business Conditions:</u>

Mr. Bartow stated that business was rather "spotty", but saw nothing to be worried about.