

State of New York }
County of New York } ss:

David Graham being duly sworn deposes and says that he is the Secretary of Rockbestos Securities Corporation and that on the 3d day of February, 1926 he mailed a notice of a special meeting of the Board of Directors of Rockbestos Securities Corporation to each of the Directors of said corporation, a copy of which notice is hereto attached, enclosed in a securely closed postpaid envelope, addressed to each of the Directors at their address appearing in the books of the corporation. Said notices were mailed by depositing them in the United States Mail Chute on the 4th Floor of [redacted] Broadway, New York City.

David Graham

[redacted] to before me
this 3d day of February, 1926.

CHARLES H. PECK
NOTARY PUBLIC, New York County,
Certificate filed in New York Co. No. 53,
Register's Office New York, No. 7054,
My Commission Expires March 30, 1927.

RBB 02536

NOTICE OF SPECIAL MEETING OF DIRECTORS

OF

ROCKBESTOS SECURITIES CORPORATION

You are hereby notified that, pursuant to call of the President, a special meeting of the Board of Directors of this Corporation will be held at 100 Broadway, New York City, at 12 o'clock noon, February 5, 1926, to authorize the President to vote the stock of Rockbestos Products Corporation held in the name of this Corporation, in person or by proxy, at the annual meeting of said Rockbestos Products Corporation to be held in Boston, Massachusetts, February 9, 1926, and to authorize the President to vote the stock of R. P. Yarn Company held in the name of this Corporation, in person or by proxy, at the annual meeting of said R. P. Yarn Company to be held in New Haven, Connecticut, February 16, 1926.

DAVID GRAHAM

Secretary.

RBB 02537

RESOLVED, that J. F. McClelland, President, be and hereby is authorized and directed to vote the stock of Rockbestos Products Corporation, held in the name of this Corporation, in person or by proxy, at the annual meeting of said Rockbestos Products Corporation to be held in Boston, Massachusetts, February 9, 1926; and be it further

RESOLVED, that J. F. McClelland, President be and hereby is authorized and directed to vote the stock of R. F. Yarn Company, held in the name of this Corporation, in person or by proxy, at the annual meeting of said R. F. Yarn Company, to be held in New Haven, Connecticut, February 16, 1926; and be it further

RESOLVED, that the President and Secretary are hereby authorized to affix the signature and seal of this Corporation to any proxy or proxies, prepared in accordance with the foregoing resolutions.

The undersigned, Secretary of Rockbestos Securities Corporation, does hereby certify that the foregoing resolution was duly adopted on the 5th day of February, 1926, at a meeting of the Board of Directors of said Corporation regularly called and duly constituted and at which a quorum was present.

Witness my hand and the seal of said corporation this 5th day of February, 1926.

Secretary.

RBB 02538

PROXY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a holder of preferred and/or common stock of ROCKBESTOS PRODUCTS CORPORATION, a Massachusetts corporation, does hereby constitute and appoint A. G. NEWTON, ~~C. E. Whittemore and R. D. Monroe~~, ~~or any one or more of them~~, true and lawful attorneys for and in the name of the undersigned, to vote as proxy of the undersigned at the annual meeting of stockholders of said Corporation to be held on the 9th day of February, 1926, and at any and all adjournments thereof, the preferred and/or common stock standing in the name of the undersigned, for the purpose of electing a Board of Directors, a Clerk and a Treasurer of the Corporation, ratifying all acts of the Board of Directors and of the Executive Committee since the organization of the Corporation, and transacting such other business as may properly come before the meeting, according to the number of votes the undersigned would be entitled to vote if personally present.

And the undersigned hereby grants full power of substitution and revocation, hereby ratifying and confirming all that said attorneys or substitutes, or any of them, may lawfully do in the premises, and revoking all proxies heretofore given by the undersigned.

WITNESS the hand and seal of the undersigned this 5th day of February 1926.

Witness:

Rockbestos Incorporated

W. J. Roebling

Clerk

RBB 02539