MINUTES OF THE REGULAR MONTHLY MEETING
OF THE BOARD OF DIRECTORS
OF THE GLIDDEN COMPANY

Minutes of the regular monthly meeting of the Board of Directors of The Glidden Company held at the office of the Company, 1396 Union Commerce Building, Cleveland, Ohio, on Wednesday, November 21, 1951 at 10:00 A.M.

The following Directors were present:

Adrian D. Joyce	J. P. Ruth
Dwight P. Joyce	N. B. Betzold
Clifton M. Kolb	A. D. Duncan
W. J. O'Brien	R. G. Golseth
P. E. Sprague	B. W. Maxey
J. A. Peters	

Mr. Adrian D. Joyce, Chairman, presided, and Mr. R. D. Horner, Secretary, recorded the minutes.

Copies of minutes of the October meeting of the Board of Directors having been mailed to each Director, the Directors present, upon motion duly made and seconded, unanimously agreed to dispense with the reading of the minutes and approved them as they appeared in the copies received by them.

A preliminary report of the Company's financial position at the end of the 1951 fiscal year was presented by the President. Following a careful consideration of this position and the Company's anticipated working capital requirements during the 1952 fiscal year, the Directors approved payment of the regular quarterly dividend of 50¢ per share plus an extra dividend of 25¢ per share on the Company's Common Stock for the quarter ending December 31, 1951. Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that a regular quarterly dividend of Fifty Cents ($.50) per share be and the same is hereby declared out of surplus on the Common Stock of the Company for the period commencing October 1, 1951 and ending December 31, 1951, payable January 2, 1952, to holders of record of such stock at the close of business December 1, 1951; and

RESOLVED, that an extra dividend of 25¢ per share be and the same is hereby declared out of surplus on the Common Stock of the Company, payable January 2, 1952, to holders of record of such stock at the close of business December 1, 1951; and

RESOLVED, that the officers of the Company be and they are hereby authorized to do everything necessary to carry out the terms of this resolution.

A report of the PFE's approved by the President, Vice Presidents and Engineering Department covering the period from October 13, 1951 to November 9, 1951 totaling $33,477.81 was, upon motion duly made and seconded, unanimously approved.

Mr. A. D. Duncan presented PFE No. 9-305 in the amount of $48,960 covering the purchase from the United States Navy of six pebble mills and 12 thinning tanks located at a plant constructed by the Lustron Corporation at Columbus, Ohio which had been taken over by North American Aviation Corporation for the manufacture of naval aircraft. This purchase, which had been previously authorized by the Board of Directors on April 20, 1951, was, upon motion duly made and seconded, unanimously approved by the Board.

The Secretary submitted the following bank resolutions which were, upon motion duly made and seconded, unanimously approved:

RESOLVED, that the authorizations of Messrs. Clifton M. Kolb, Secretary, and Elliott Bryan to sign on the Operating Account of the Naval Stores Division of the Company at Jacksonville, Florida, maintained with the Atlantic National Bank of Jacksonville, Florida be cancelled and that R. D. Horner, Secretary, be authorized to sign on this account; also, that C. W. Blount be authorized to sign when countersigned by any one of the regular signers on the account; said changes to be effective as of the date letter of notification is received by said bank (letter of notification dated November 6, 1951). After said changes have been made on this account, it should appear on the records of said bank as follows:

Any Two: J. A. Peters, Treasurer
R. D. Horner, Secretary
C. M. Wells, Jr.
W. D. Stallcup
Alton M. Hayes
A. H. LaBauve

Authorized to sign when countersigned by any one of the above:

R. L. Armstrong
C. W. Blount

RESOLVED, that the authorization of Clifton M. Kolb, Secretary, to sign on the Payroll Account of the San Francisco office of The Glidden Company maintained with the Bank of America, Day and Night Branch, San Francisco, California be cancelled and that R. D. Horner, Secretary, and J. E. Moore be authorized to sign on this account; said changes to be effective as of the date letter of notification is received by said bank (letter of notification dated November 6, 1951). After said changes have been made on this account, it should appear on the records of said bank as follows:

Any One: J. A. Peters, Treasurer
R. D. Horner, Secretary
L. S. Fulton
A. Opalinski
W. R. Fritz
J. E. Moore

RESOLVED, that the authorization of Clifton M. Kolb, Secretary, to sign on the Working Fund Account of the San Francisco office of The Glidden Company maintained with the Wells Fargo Bank & Union Trust Company, San Francisco, California be cancelled and that R. D. Horner, Secretary, and J. E. Moore be authorized to sign on this account; said changes to be effective as of the date letter of notification is received by said bank (letter of notification dated November 6, 1951). After said changes have been made on this account, it should appear on the records of said bank as follows:

Any Two: J. A. Peters, Treasurer
R. D. Horner, Secretary
L. S. Fulton
A. Opalinski
W. R. Fritz
J. E. Moore

RESOLVED, that a Payroll Account be opened on behalf of the Valdosta plant of the Naval Stores Division of The Glidden Company with the Citizens and Southern National Bank of Valdosta, Georgia; and that any one of the following be authorized to sign thereon:

J. A. Peters, Vice President & Treasurer
R. D. Horner, Secretary
Carey Speer
F. W. Rabon
W. D. Stallcup
C. M. Wells, Jr.

WHEREAS, it seems expedient for this Board to authorize the issuance of checks or drafts of this Company over the mechanical signatures of J. A. Peters and (Miss K. M. Grulich on the Office Payroll Account of the Company maintained with the Detroit-101st Office of The Cleveland Trust Company;

WHEREAS, it is desired that The Cleveland Trust Company shall be fully protected in dealing with checks and drafts bearing mechanical signatures,

NOW, THEREFORE, Be it Resolved, that this Board hereby approves the issuance by the aforesaid officers of checks and drafts of this Company bearing the mechanical signatures of such officers;

Be it Further Resolved, that said The Cleveland Trust Company is hereby authorized to recognize as the signatures of such officers the facsimile of such officers' signatures in every instance where the same may appear upon a check or draft purporting to have been drawn and issued on behalf of this Company and whenever the mechanical signature on any check or draft shall correspond to or resemble the facsimile specimens certified to The Cleveland Trust Company by the Secretary or Assistant Secretary of this Company, and pay, honor, accept or certify any checks or drafts bearing such facsimile signatures or mechanical signatures similar to or resembling the authorized facsimile signatures without inquiry as to whether or not the issuance of such checks or drafts has been authorized and shall be without any liability for damages or loss resulting or arising out of the payment, honoring, acceptance or certification of a check or draft bearing mechaical signatures resembling or similar to the authorized facsimile signatures or where the authorized facsimile signatures, or either of them, so appearing thereon were so affixed without authority; and

Be it Further Resolved, that the Secretary or Assistant Secretary of this company is hereby authorized to certify to said The Cleveland Trust Company a copy of this Resolution, and said The Cleveland Trust Company is authorized to rely upon said certificate until notice to the contrary in writing is given to the said The Cleveland Trust Company.

The Treasurer presented a resolution authorizing certain officers of the Company to borrow money and execute notes and other obligations evidencing indebtedness of the Company to banks making loans or extending credit to the Company.

RESOLVED, that all authority heretofore granted to any and all officers of this corporation to borrow money and to execute notes and other obligations evidencing the indebtedness of this corporation, be and hereby is cancelled; and

RESOLVED, that any two of the following officers of this corporation, namely:

Adrian D. Joyce - Chairman of the Board of Directors
Dwight P. Joyce - President
J. A. Peters - Vice President and Treasurer
R. D. Horner - Secretary

are hereby authorized to borrow from time to time on behalf of this corporation from (name of bank and address) sums of money for such period or periods of time and upon such terms, rates of interest and amounts as may to them, in their discretion, seem advisable and in the best interests of this corporation and to execute notes and agreements in the forms required by such bank in the name of this corporation for the payment of any sums so borrowed.

The Chairman reported that the President and Controller had met with him for the purpose of discussing a proposed change in the fiscal year adopt in the Regulations of the Company. It was the consensus of those present at the discussion, he reported, that the advantages of retaining the Company's present fiscal year basis outweighed other considerations supporting the selection of a date prior to October 31 as the end of the Company's fiscal year. The Directors unanimously approved the Chairman's recommendation that no change be considered in the Company's fiscal year at the present time.

The President reported that a supplementary contract had been negotiated with the Defense Minerals Administration covering expenditures for geological and engineering services under the Company's contract with the Department of Interior covering exploration of its California mining properties. The supplemental contract, he explained, had been entered into for the purpose of clarifying certain ambiguities in the original contract with respect to permissible allowances for geological and engineering services. The supplement would permit the application of Government contributions to geological and engineering services so long as the cost thereof did not exceed a total of $1.00 per lineal foot of diamond drilling. Upon motion duly made and seconded, the supplemental contract described by the President was unanimously approved by the Directors.

The President emphasized to the Directors the importance to the welfare of the Company of compliance with Government Defense Controls Orders. Those orders, the President pointed out, established priorities and controls over purchase, consumption, inventories, prices, deliveries and use of the Company's raw materials and finished products as well as plant equipment and materials necessary to the maintenance, repair and expansion of its production facilities.

The Company, he said, could not afford to disregard any of the defense controls orders and regulations which were a basic part of its manufacturing operations and sales policies. Compliance with these orders, he said, was the direct responsibility of each Vice President and Division Manager, and failure on the part of any such executive to keep abreast of defense controls developments might, he stated, jeopardize the Company's price structures as well as its purchasing, manufacturing and sales policies.

The Paint Division, it was reported, was currently selling a number of accounts in the State of Kansas, including a "sponsored store" in that state which purchased goods from consignment stocks located on the store's own premises. In view of the possibility that this relationship might constitute "doing business" in the State of Kansas, it was unanimously decided that the Company's qualification as a foreign corporation authorized to do business by the State of Kansas should be retained. Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Registered Office in the State of Kansas of this corporation be changed from 119 West 5th Avenue, Arkansas City, Cowley County, Kansas, the same being of record in the office of the Secretary of State of Kansas to 4220 East Central, Wichita, Sedgwick County, Kansas.

FURTHER RESOLVED, that the Resident Agent of said corporation in the State of Kansas be changed from Maurice K. Bell, 119 West 5th Avenue, Arkansas City, Cowley County, Kansas, the same being of record in the office of Secretary of State of Kansas to N. T. R. Burton, 4220 East Central, Wichita, Sedgwick County, Kansas.

The Secretary submitted the following resolution authorizing issuance of a replacement Common Stock certificate which was, upon motion duly made, seconded and unanimously carried, unanimously adopted:

RESOLVED, that The New York Trust Company of the City of New York, Transfer Agent of this company, and The Chase National Bank of the City of New York, Registrar of this company, be and they are hereby authorized to issue and register a new Certificate for Thirty (30) Shares of the Common Stock of this corporation in the name of the Clinton County National Bank & Trust Co., Trustee for Mrs. Mary E. Brandenburg under agreement dated July 14, 1945, Wilmington, Ohio, to replace Certificate No. NE172316 representing Thirty (30) Shares of Common Stock registered and outstanding in the name of said Clinton County National Bank & Trust Co., Trustee for Mrs. Mary E. Brandenburg under agreement dated July 14, 1945; said Certificate for said Thirty (30) Shares having been lost, the necessary indemnity bond and affidavit of loss having been deposited with the company.

The Chairman stated that he had discussed with Messrs. Oakley and Horner the desirability of avoiding unnecessary lawsuits wherever possible and that for the purpose of furthering this policy, he had asked that all lawsuits filed by the Company for a collection of an account where a possibility of a setoff or counter claim by the delinquent debtor existed, as well as all other actions involving legal proceedings not for the purpose of collection of accounts, be first referred to the Executive Committee for its recommendations. Adherence to this policy, said the Chairman, would insure that adequate steps were taken to settle all controversies through direct negotiation by the proper executives and would, he believed, effect substantial savings to the Company through the avoidance of lengthy and expensive litigation.

The Directors discussed the funding of past service benefits under the Company's Retirement Plan for Salaried Employees and Retirement Plan for Hourly Employees for the 1951 fiscal year. Upon motion duly made, seconded and unanimously carried, it was decided that an amount of $554,130 be applied to current and accrued past service credit for the Salaried Employees Pension Plan and that an amount of $200,400 be applied to current and accrued past service credit on the Hourly Employees' Pension Plan.

The President stated that it was advisable that the Company consider the advantages of certain amendments to the Company's Bonus Plan; that amendments liberalizing the Company's Retirement Plan for Salaried Employees be investigated; and that adoption of an employees' stock bonus or purchase plan be studied. Decisions made by the Directors regarding these matters, he said, would be submitted for approval on February 14, 1952 at the Stockholders' Annual Meeting. Following a brief discussion it was decided that the Executive Committee should be authorized to work out suitable plans and recommendations, and upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Executive Committee of the Company be and it is hereby authorized and directed to make specific recommendations to this Board of Directors as to the management's proposals for amendments to the Company's Bonus Plan, amendments liberalizing the Company's Retirement Plan for Salried Employees, and adoption of an employees' stock bonus or stock purchase plan for submission to the stockholders of the Company at the February 14, 1952 Annual Meeting.

Mr. Maxey reported that the Company had been notified by the Armed Services Renegotiation Board, following consideration of information submitted for the 1950 fiscal year, that no further action was contemplated by the Board with respect to renegotiation of profits earned by the Company during that year.

Mr. D.P. Joyce said that the Company's profit goal plan which had been first adopted in 1950 was working out exceptionally well, and that new goals would be set for 1951. These goals, he stated, would be slightly higher overall than during the preceding year, and he was hopeful that the Divisions would be as successful in 1951 as in 1950 in obtaining the objectives which the management had established.

The President and General Manager, Mr. Dwight P. Joyce, expressed his appreciation to the Directors for the fine cooperation and support he had received from all Divisions during the preceding year. The Company and its organization, he said, were in better shape than ever before. The strong financial position of the Company at the present time was attributed by Mr. Dwight P. Joyce largely to the diversified nature of the Company's business.

The Chairman reported that during his recent trip through the Southeastern United States he had observed many opportunities whereby the Food Division and the Paint and Varnish Division might expand their sales in this area. He specifically suggested that the Food Division direct its salesmen in the Southeastern territory to make personal calls on wholesale bakery concerns and hotels capable of purchasing appreciable quantities of the Company's shortening, puff pastry, and other vegetable oil products. The Division, he felt, should not depend solely on brokers who would merely "take orders" for the Durkee products and who would not exert what he believed to be a worthwhile effort to develop trade and expand Durkee sales in their respective markets. He urged that the Paint Division assign specific salesmen to industries in the area which offered potential opportunities for sales expansion and which the Division may previously have neglected.

The Chairman suggested that the Directors consider a policy of rotation of directors whereby at each Annual Meeting the management would recommend certain changes in the directorate which would permit executives not previously elected directors to serve as directors for a limited period of years, thereby bringing matters of general interest to the Company with which these executives were familiar, to the attention of the Board. He also suggested increasing the authorized number of directors from eleven to thirteen prior to adopting such a rotation plan.

Mr. P. E. Sprague reported briefly upon the prospects for the Naval Stores and Feed Mill Divisions during the 1952 fiscal year. The Naval Stores Division, he said, anticipated a good year with profits probably not as high as 1951. This difference he attributed to the fa ct that the Division had realized a substantial non-recurring gain during the year, which had been reflected in the Division's 1951 earnings report.

The Feed Mill Division profit, he predicted, would be greater in 1952. He called the attention of the Directors, however, to a trend among competitors in the industry whereby these competitors would advance their feed dealers and dealers' customers funds not only to cover feed purchases but also to cover the purchase of poultry. Plans were being developed, he said, whereby the Company might meet this type of competition and would be given careful consideration as soon as practicable.

The Chairman reported that the Company's subsidiary, the Growth Products Company, had experienced a very good season, and if fishing next season was good, could expect another satisfactory year in 1952. The Jacksonville Processing Company, he said, experienced a good year in 1951 and under anticipatively favorable competitive conditions, was looking forward to a good year in 1952.

Mr. A. D. Duncan reported that the outlook for the Paint and Varnish Division was optimistic for 1952, but that the best business was anticipated during the last six months of the year rather than during the first six months. In 1951, he said, the Division had benefited immensely from a large backlog of business which had disappeared well before the end of the year. As a result of expansion of the Division's sales program, however, the Division now had more accounts than ever before, he stated, and these accounts could be pursued more vigorously because the merchandise which was scarce earlier in 1951 was now obtainable. He expressed optimism, particularly, for the future of the Division's industrial paint business.

Mr. Betzold stated that the Food Division expected a definite improvement in its margarine and salad products business during 1952. The Division's advertising and promotional programs, he stated, looked most promising. The prospects for coconut, spice, condiment and shortening business, he said, were favorable.

Mr. R. G. Golseth predicted that the Soya Product Division's profits would be good in 1952, but that he did not anticipate they would attain a level comparable to that of 1951. The Division, he said, was currently experiencing low or non-existent conversion margins which he attributed to a large cotton crop, low oil prices, Office of Price Stabilization meal ceilings, high Government support prices for beans and a resultant tendency for farmers to withhold their beans from the market. Protein inventories, he said, were relatively high but price reductions had been made which would permit this product to compete with casein and still allow the Company a comfortable profit. The Company's fine chemical business, he said, was developing satisfactorily.

Pending completion of the Soya Division power plant, said Mr. Golseth, arrangements had been made for renting a locomotive from the Chicago, Milwaukee, St. Paul and Pacific Railroad. The steam which the locomotive would supply, he said, would be sufficient to meet the plant's requirements until about January 10, 1952 when the Division expected its new alpha protein installation would be completed.

Mr. J. P. Ruth stated that he expected that the Chemical, Pigments and Metals Division would continue to operate profitably in 1952 and no substantial changes were expected. Some change, he said, would, of course, occur as a result of expansion of the Division's titanium dioxide program. The Hammond plant, he said, was now on a sound basis and as soon as the Division's equipment had been relocated in accordance with previously adopted plans, further improvement was expected. Better conditions at Collinsville and Oakland, he said, could be expected by February, 1952. The Chairman commended Mr. Ruth for the excellent job he had done in placing the Hammond plant on a profitable basis and also Mr. Knight, for the good job he had done at Scranton.

There being no further business to come before theDirectors, the meeting was, upon motion duly made and seconded, unanimously adjourned.