

SPECIAL MEETING OF BOARD OF DIRECTORS

OF

WHITTAKER, CLARK & DANIELS, INC.

Held December 8, 1980

A Special Meeting of the Board of Directors of Whittaker, Clark & Daniels, Inc. was held at the principal office of the Corporation, 1000 Coolidge Street, So. Plainfield, N.J., 07080 at 3:00 o'clock in the afternoon.

PRESENT:

Clarence U. Driscoll  
Frederick F. Roesch  
George J. Dippold  
Joshua H. Bennett, Jr.  
John C. Woodruff  
Clarence E. Clark  
Richard G. Light  
Robert S. Driscoll  
Merritt T. Viscardi

being a quorum and all of the Directors of the Corporation.

ORGANIZATION:

Mr. Clarence U. Driscoll, the Chairman of the Board acted as Chairman of the Meeting and Mr. Joshua H. Bennett, Jr., Secretary, acted as Secretary of the Meeting.

NOTICE OF MEETING:

The Secretary exhibited a copy of a Waiver of Meeting stating the time and place of meeting, which was signed by all Directors present and the same was ordered appended to these Minutes.



APPROVAL OF MINUTES:

The Minutes of the Special Meeting of the Board of Directors held September 9, 1980 were approved and ratified.

OFFICERS' SALARIES:

The question of increased in Officers' salaries was discussed by the meeting, and it was concluded that the proposed increase be limited to ten (10%) percent, and

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Officers of the Corporation be granted a ten (10%) salary increase, and that accordingly their respective annual salaries be fixed in the following amounts effective with the week ending December 13, 1980 payroll, to be paid on December 18, 1980 and until further order of this Board, to wit:

<u>OFFICE</u>	<u>ANNUAL AMOUNT</u>
Chairman of the Board	\$164,802.00
President	137,335.00
Executive Vice President/Treasurer	82,401.00
Vice President (Mr. Dippold)	96,985.00
Vice President (Mr. Woodruff)	80,821.00
Vice President (Mr. Hailer)	49,962.00
Vice President (Mr. Suchan)	49,962.00
Vice President-Secretary	95,516.00
Assistant Secretary	36,736.00

EXECUTIVE BONUS PLAN:

The President advised he was pleased to announce the Corporation's "Income from Operations" for the year 1980 was in excess of \$450,000.00, meaning that the "Executive Plan" bonuses will be payable to the Officers of the Corporation in accordance with the Executive Bonus Plan heretofore established.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the sum of \$211,504.00 be declared as the Executive Bonus Plan for the year 1980, the same to be distributed to the various officers of the Corporation in accordance with their respective percentage interests, set forth in the Executive Plan, and the officers of the Corporation be and they are hereby authorized and directed to pay forthwith such Executive Bonus.

Upon motion duly made, seconded and unanimously carried, the Executive Bonus Plan heretofore established was ordered continued for the year 1981 and until further order of the Board; and it was further

RESOLVED that the amount distributable under the Executive Bonus Plan be continued during the year 1981 to provide as follows:

To the Chairman of the Board	Clarence U. Driscoll	20.3% of the Bonus Fund
To the President	Frederick F. Roesch	15% of the Bonus Fund
To the Executive Vice President/ Treasurer	Richard G. Light	10% of the Bonus Fund
To the Vice President	George J. Dippold	11.9% of the Bonus Fund
To the Vice President	John C. Woodruff	11.9% of the Bonus Fund
To the Vice President	Florin J. Hailer	7% of the Bonus Fund
To the Vice President	Joseph T. Suchan	7% of the Bonus Fund
To the Vice President/Secty.	Joshua H. Bennett, Jr.	11.9% of the Bonus Fund
To the Assistant Secretary	Julia R. Pabst	5% of the Bonus Fund

and as above continued, the aforesaid "Executive Bonus Plan" be and the same is hereby ratified, confirmed and approved in all respects, as heretofore adopted.

YEAR-END BONUS:

The President further advised that the successful year resulting in the payment of the Executive Plan Bonuses aforesaid likewise made year-end cash bonuses to the officers of the Corporation appropriate.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that a year-end cash bonus be and the same is hereby declared for officers of the Corporation and the officers of the Corporation hereby authorized and directed to pay the same in accordance with the following:

Clarence U. Driscoll	\$13,476.00
Frederick F. Roesch	11,025.00
George J. Dippold	9,800.00
John C. Woodruff	9,800.00
Joshua H. Bennett, Jr.	9,800.00
Richard G. Light	9,800.00
Florin J. Hailer	9,800.00
Joseph T. Suchan	9,800.00
Julia R. Pabst	<u>3,675.00</u>
TOTAL	\$86,976.00

SENIOR MANAGERS' PLAN:

The President also announced that the Senior Managers' Plan Bonuses will be payable to the participants of the Plan in accordance with the Senior Managers' Bonus Plan heretofore established.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the sum of \$28,011.00 be declared as the Senior Managers' Plan Bonus for the year 1980, the same to be distributed to the various Senior Managers of the Corporation in accordance with their respective percentage interests set forth in the Senior Managers Plan and the officers of the Corporation be and they are hereby authorized and directed to pay forthwith such Senior Managers' Plan Bonus.

Upon motion duly made, seconded and unanimously carried the Senior Managers' Plan heretofore established was ordered continued for the year 1981 and until further order of the Board, to provide as follows:

<u>Job Title</u>	<u>Name</u>	<u>1981 Base Salary</u>	<u>Percentage of Participation</u>
Data Processing Manager	Robert P. Kayes	\$35,000.	16.8% of Bonus Fund
Asst. Sales Manager	Julia R. Bonechi	22,619.	10.6% of Bonus Fund
Controller	Michael Argyelan	36,000.	15.5% of Bonus Fund
	Paul Driscoll	27,513.	12.8% of Bonus Fund
Mid-West Sales Manager	Wm. S. Hopson	30,000.	<u>16.8%</u> of Bonus Fund
	TOTAL		<u>72.5%</u>

and, above continued, the aforesaid "Senior Bonus Plan" be and the same is hereby ratified, confirmed and approved in all respects as heretofore adopted.

PROFESSIONAL RETAINERS:

The Chairman reported that the time had come to consider the Corporation's professional retainers, and after discussion, it was RESOLVED, that the Corporation continue to engage the firm of Peat, Marwick, Mitchell & Co. as the corporate accountants and continue to engage the firm of Apruzzese & McDermott as the corporate general counsel, upon such terms and compensation as the officers deem appropriate.

QUARTERLY DIVIDEND:

The President announced that in accordance with the dividend policy of the Corporation previously established, a dividend of \$51,850.00 was authorized at this time and after discussion, all concurred that there was no reason why such a dividend should not be paid.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the regular quarterly dividend and an extra quarterly dividend due December 15, 1980 be paid as follows:

Class A Common Stock: a dividend of \$2.00 per share for the Class A Common Stock of the Corporation issued and outstanding.

Class B Common Stock: a dividend of \$.00667 per share for the Class B Common Stock of the Corporation issued and outstanding.

All dividends aforesaid being payable on or about December 12, 1980 at the office of the Corporation to Stockholders of record as of December 8, 1980.

1980 DIVIDEND SUMMARY

The President noted that a summary of the dividends authorized and paid for the year 1980 was as follows:

1980 Dividends Paid

March	\$74,882.50
June	74,882.50
September	51,850.50
December	<u>51,850.50</u>
	<u>\$253,466.00</u>
Allocation of dividends:	
Preferred: 29,953 shares at \$5.00/share	\$149,765.00
Class A: 25,425 shares at \$4.00/share	101,700.00
Class B: 150,000 shares at \$.01334/share	<u>2,001.00</u>
	<u>\$253,466.00</u>

PURCHASE FROM CARBOLA CHEMICAL CO.:

The President advised the meeting that the negotiations previously authorized by the Board for the purchase of certain property in the town of Diana, Lewis County, New York from Carbola Chemical Co., Inc. had resulted in an Agreement dated November 17, 1980, copy of which was presented to the meeting and ordered appended to these minutes.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that said Agreement dated November 17, 1980 be and the same is hereby ratified, confirmed and approved and the officers of the Corporation be and that they hereby authorize and directed to to take appropriate steps to implement and consummate same, in accordance with the terms thereof, and upon such other further, alternate or additional terms as they may deem appropriate or in the best interest of the Corporation.

ORGANIZATION OF CLARK MINERALS, INC.:

In connection with the aforesaid Agreement with Carbola Chemical Co., Inc. the President discussed the advisability of using a subsidiary corporation organized in the State of New York for the purpose of acquiring title to the subject premises under said agreement, and for the purpose of constructing and operating on said premises together with existing facilities, a proposed grinding mill operation. For this purpose, there was presented at the meeting a Certificate of Incorporation of Clark Minerals, Inc. dated October 24, 1980 pursuant to which Clark Minerals, Inc. had been organized as



a New York corporation, and copy of same was duly ordered appended to the minutes of this Meeting.

Upon motion duly made, seconded, and unanimously carried it was

RESOLVED that the Corporation ratify, confirm and approve the organization of Clark Minerals, Inc. as a subsidiary of the Corporation, to have such officers and directors as the Board of Directors of this Corporation may from time to time determine; and it was further

RESOLVED that the Corporation assign its said Agreement with Carbola Chemical Co. to Clark Minerals, Inc. and the officers of the Corporation be and they are hereby authorized and directed to take such steps as may be necessary to implement such assignment and to enable said Clark Minerals, Inc. to consummate said transaction including the grant of this Corporation's guarantee, and such other actions as they may deem appropriate; it was further

RESOLVED that Corporate Resolutions, with respect to the foregoing, copies of which were presented to this meeting and ordered appended to these Minutes be and the same are hereby ratified, confirmed and approved and adopted in behalf of the Corporation.

CLARK MINERALS, INC.-LEWIS COUNTY  
INDUSTRIAL DEVELOPMENT LOAN

The President advised in connection with the acquisition of the Carbola Chemical property that it would be necessary to secure financing for the improvement thereof and recommended

Clark Minerals, Inc. be authorized to secure financing not in excess of \$1 million through the Lewis County Industrial Development Agency of the State of New York, upon such terms and conditions as it deemed appropriate, through such Bank or Banks as it may select for such purpose, and it was further

RESOLVED, that this Corporation's officers be and the same are hereby authorized and empowered to issue this Corporation's guarantees to said Industrial Development Agency in behalf of Clark Minerals, Inc. as may be necessary or appropriate to accomplish said financing, and to take such further steps as in the said officers' discretion they may deem advisable to implement this resolution.

CLARK COLORS, INC. ADOPTION  
OF PROFIT SHARING PLAN

The President reported that Clark Colors, Inc. had indicated it was desirous of adopting the Whittaker, Clark & Daniels, Inc. Profit Sharing Plan, effective as of January 1, 1981 for the benefit of its salaried employees.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Corporation hereby approves of the adoption of the Whittaker, Clark & Daniels, Inc. Profit Sharing Plan by Clark Colors, Inc. and authorizes and directs its officers to take such steps as may be necessary in their discretion to implement this resolution, and secure appropriate Internal Revenue Service approvals.

BUSINESS OUTLOOK:

The President reported to the meeting that business conditions appear favorable. Volume of sales have been up substantially, but he feels there is still room for considerable improvement. He noted that Pioneer Talc operations account for a substantial part of the rise in volume, but Pioneer, in order to continue the improvement, needs further capital investment for equipment of approximately \$100,000.00. He noted that the corporate operations in St. Louis and Detroit have encountered soft business conditions in the auto market, but this is now changing and seems to be improving. There appears to be considerable new competition in the St. Louis/Detroit area, and in order to meet this situation, storage areas have been expanded to avoid loss of men in slow periods. The new operation under Clark Minerals, Inc. in New York State was discussed, and the President advising that a closing was scheduled shortly, in a week or so; that the Corporation was proceeding to preserve and protect the existing improvements and machinery on the premises and had plans for the repair of the existing facilities and acquisition of additional equipment to put the plant in operating condition. Until the plant gets into operation, and begins producing, the Corporation will have to provide the capital necessary to finance the operation as well as to underwrite the cost of bulk purchases of ore for grinding at the plant when ready. Negotiations were under way to engage a new plant supervisor and staff and arrange for sources of supply of the ore to be processed at the new plant.

WAIVER OF NOTICE OF  
MEETING OF DIRECTORS


OF

WHITTAKER, CLARK & DANIELS, INC.  
(A New Jersey Corporation)

The undersigned, each being a Director of Whittaker, Clark & Daniels, Inc., waive all notice required by the Corporation's By-Laws and the Laws of the State of New Jersey of the time, place and purpose of a meeting of the Board and fix December 8, 1980 as the date, three o'clock in the afternoon as the time and 1000 Coolidge Street, South Plainfield, New Jersey as the place, and the following as the purposes:

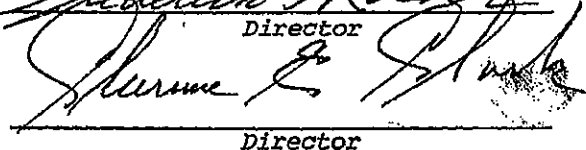
To approve the minutes of the meeting held on September 9, 1980, to consider the declaration of a cash dividend and to transact such other business as may properly come before the meeting.

DATED: December 8, 1980

  
Director

  
Director

  
Director

  
Director

  
Director

  
Director

  
Director

  
Director

  
Director