COPY OF THE MINUTES OF THE MEETING
OF
THE BOARD OF DIRECTORS
OF
THE SHERWIN-WILLIAMS COMPANY.

Held July 26, 1937.

The President stated that the officers of the Company had been considering the advisability of the acquisition by the Company of substantially all the assets of Burgess Titanium Company a Delaware corporation, consisting principally of patents and applications for patents relating to the manufacture of Titanium products and certain mineral deposits of Titanium ore located in the State of Virginia. He said that in order to permit the Company to conduct an investigation to determine whether such acquisition would be advisable and to purchase such assets at a price agreed upon in advance, if such investigation should disclose that such purchase was advisable, the officers had worked out an arrangement with the officers of the Titanium Company, which was set forth in a draft of agreement and plan of reorganization between the Titanium Company and this Company, providing for such investigation and permitting this Company to make such purchase, if desired, in consideration of five thousand, five hundred (5,500 shares of common stock of this Company. He said that a copy of such draft of agreement was in the hands of the Secretary, and he recommended that the Board authorize the officers to enter into such an agreement.

After full discussion, the following resolution was offered, its adoption duly moved by Mr. C. S. Eaton, seconded by Mr. A. D. Baldwin, and on being put to vote was adopted:

RESOLVED:

That the President or Vice President, and Secretary or Assistant Secretary, of the Company, be, and they hereby are, authorized and directed, in the name and on behalf of the Company, to enter into an agreement with Burgess Titanium Company, in the form, or substantially the form, of the draft of agreement with said Company, attached hereto and marked Exhibit "A" of this meeting, subject (1) to opinion of patent attorney as to validity of the patents; (2) to approval of officers and company experts as to desirability of the product; and (3) to approval of company counsel as to legality of issue of common stock.

N24197

FURTHER RESOLVED that the President or a Vice President and the Secretary or Assistant Secretary of this Company be, and they hereby are, authorized and directed to issue and deliver or cause to be issued and delivered 5,500 shares of common stock of this Company, of the par value of $25 each, to Burgess Titanium Company against the concurrent conveyance and transfer to this Company by Burgess Titanium Company, by appropriate instruments of conveyance and transfer, of all or substantially all of its property and assets (including the property and assets referred to in paragraph 1 of said agreement with Burgess Titanium Company dated July 26, 1937), free and clear of all liens and liabilities, and the concurrent performance by Burgess Titanium Company of all the acts by said agreement required to be performed on its part prior to, or concurrently with, such issuance and delivery of common stock of this Company; and

RESOLVED FURTHER that the President or a Vice President and the Secretary or Assistant Secretary and the other proper officers of this Company be and they are, authorized to execute all such instruments, and to take all such steps and proceedings, as they may deem necessary, or advisable to carry out on the part of this Company said agreement of July 26, 1937, with Burgess Titanium Company.

After answering various questions, Professor Ware and Mr. Roosevelt then retired, and following a general discussion of the Burgess process and its value to the Company, Mr. L. W. Wolcott moved the adoption of the following resolution and that the President be empowered to proceed in this matter as he sees fit. The motion was seconded by Mr. M. D. Whittlesey, and carried.

WHEREAS, under the agreement between Burgess Titanium Company and this Company, dated July 26, 1937, this Company has the right at its election to acquire all or substantially all the properties and assets of Burgess Titanium Company, including all its property and assets referred to in paragraph 1 of said agreement, in consideration of the issuance and delivery to Burgess Titanium Company of 5,500 shares of full-paid and non-assessable common stock of this Company; and

WHEREAS the officers of this Company and its engineers, after investigation during the period since the execution of said contract, have concluded and recommended that it will be advisable for this Company to make such acquisition; and

WHEREAS this Company has received a satisfactory opinion from patent counsel as to the validity of the patents embraced in the properties and assets which this Company so has the right to acquire, and also from corporate counsel as to the legality of the issuance of such stock for the acquisition of such properties and assets; and

WHEREAS this Board has determined, and hereby determines, that such properties and assets of Burgess Titanium Company which this Company so has the right to acquire, have a fair value to this Company in excess not only of the par value but also of the actual value of 5,500 shares of this Company's common stock, to wit; in excess of $500,000., and that the acquisition of such properties and assets by this Company for such consideration is advisable;

NOW, THEREFORE, RESOLVED, that this Company shall, and it hereby does, exercise its right under said agreement between Burgess Titanium Company and this Company, dated July 26, 1937, to purchase all or substantially all the properties and assets of Burgess Titanium Company, including all its property and assets referred to in paragraph 1 of said agreement; and

FURTHER RESOLVED that the President or a Vice President and the Secretary or Assistant Secretary of this Company be, and they hereby are, authorized and directed to give notice in writing to the Burgess Titanium Company of the election by this Company to exercise such right to acquire such properties and assets of Burgess Titanium Company; and