

ask.



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ask.

*How are we structured to maximize
market opportunity?*

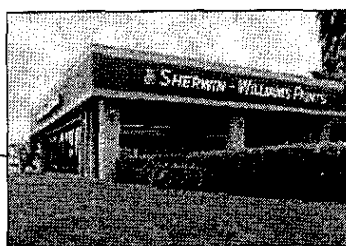
Sherwin-Williams is a manufacturer, distributor and retailer of coatings and other related products, with annual sales in excess of \$5.2 billion. More than half of our worldwide revenue is generated by our network of North American company-operated paint stores and automotive branches. We also market branded, private label and licensed brand products through a variety of other channels. These include mass merchandisers, home centers, hardware stores, independent paint dealers, industrial and marine distributors, automotive distributors and body shops, joint ventures, and licensees of technology, trademarks and trade names. Our Company is organized into four operating segments. These segments allow us to closely tailor our technology, distribution and service to the needs of a particular marketplace.

T A B L E O F C O N T E N T S

The Sherwin-Williams Company recruits, selects and hires the best qualified people available – without discrimination based on race, religion, color, creed, sex, national origin, age, disability, status as a special disabled veteran, veteran of the Vietnam era or any other unlawful consideration.

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► OUR FOUR OPERATING SEGMENTS



PAINT STORES SEGMENT

PRODUCTS SOLD: Paints, stains, caulks, applicators, wallcoverings, floorcoverings, spray equipment and related products

MARKETS SERVED: Do-It-Yourselfers, professional painting contractors, home builders, property managers, architects, interior designers, industrial, marine, aviation, flooring and OEM product finishes

MAJOR BRANDS SOLD: Sherwin-Williams®, Con-Lux®, Old Quaker™, Mercury™, Brod Dugan™, Pro-Line®, SeaGuard®, ArmorSeal®, Kem® Hi-Temp, Cook™, Sher-Wood®, Powdura®, Polane® and Kem Aqua®

OUTLETS: 2,488 Sherwin-Williams stores in North America



CONSUMER SEGMENT

PRODUCTS SOLD: Branded, private label and licensed brand paints, stains, varnishes, industrial products, wood finishing products, applicators, corrosion inhibitors, aerosols and related products

MARKETS SERVED: Do-It-Yourselfers, professional painting contractors and industrial maintenance

MAJOR BRANDS SOLD: Dutch Boy®, Krylon®, Minwax®, Cuprinol®, Thompson's®, Formby's®, Red Devil®, Pratt & Lambert®, Martin Senour®, H&C™, White Lightning®, Dupli-Color® and Rubberset®

OUTLETS: Leading mass merchandisers, home centers, independent paint dealers, hardware stores and industrial distributors



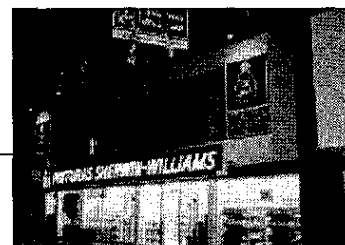
AUTOMOTIVE FINISHES SEGMENT

PRODUCTS SOLD: High performance interior and exterior coatings for the automotive and fleet industries, and automotive and heavy truck original equipment manufacturer (OEM) markets; as well as thousands of associated products

MARKETS SERVED: Automotive jobbers, wholesale distributors, collision repair facilities, dealerships, fleet owners and refinishers, production shops, body builders and original equipment manufacturers (OEM)

MAJOR BRANDS SOLD: Sherwin-Williams®, Martin Senour®, Western®, Lazzuril™, Excelo™, Marson™ and ScottWarren™

OUTLETS: 175 company-operated branches in the United States, Canada, Jamaica and Chile, and other operations in the United States, Canada, Mexico, Brazil, Jamaica, Chile and Italy



INTERNATIONAL COATINGS SEGMENT

PRODUCTS SOLD: Architectural paints, stains, varnishes, industrial maintenance products, aerosols, product finishes, wood finishing products and related products

MARKETS SERVED: Do-It-Yourselfers, professional painting contractors, independent dealers, industrial maintenance and OEM product finishes

MAJOR BRANDS SOLD: Sherwin-Williams®, Dutch Boy®, Krylon®, Kem-Tone®, Pratt & Lambert®, Minwax®, Sumare™, Ronseal™, Globo™, Pulverlack®, Colorgin™, Andina™ and Marson™

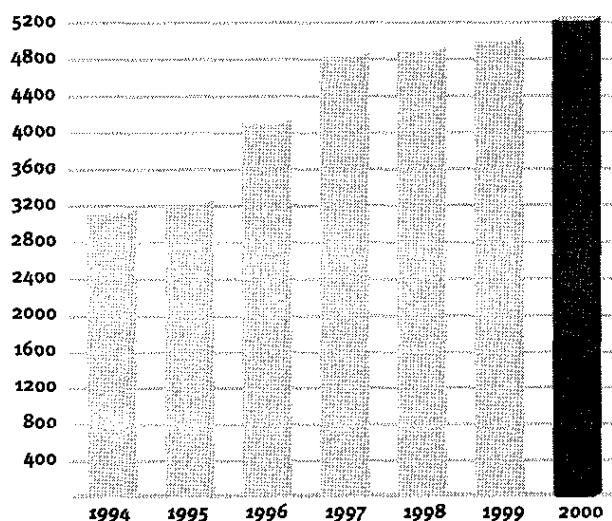
OUTLETS: Distribution in more than 20 foreign countries through wholly-owned subsidiaries, joint ventures and licensees of technology, trademarks and tradenames, including 45 company-operated architectural and industrial stores in Chile and Brazil

H I G H L I G H T S

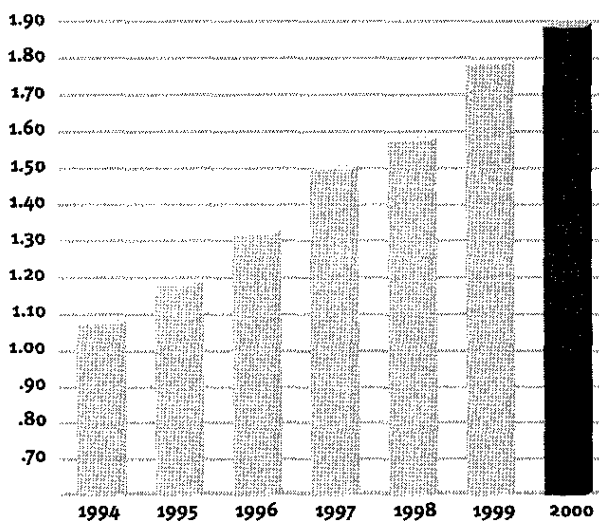
(Thousands of Dollars Except Per Share Data)

	2000	1999	1998
Net sales	\$ 5,211,624	\$ 5,003,837	\$ 4,934,430
Net income before impairment (1)	309,654	303,860	272,864
Less: Impairment of long-lived assets, net of tax	293,628		
Net income	16,026	303,860	272,864
Per share:			
Net income before impairment - diluted (1)	1.90	1.80	1.57
Less: Impairment of long-lived assets, net of tax	1.80		
Net income - diluted	.10	1.80	1.57
Net income - basic	.10	1.81	1.58
Cash dividends	.54	.48	.45
Book value	9.22	10.25	10.03
Average shares outstanding (thousands)	161,912	167,925	172,162
Return on sales (1)	5.9%	6.1%	5.5%
Return on beginning shareholders' equity (1)	18.2%	17.7%	17.1%
Total debt to capitalization	33.7%	30.5%	33.1%
Times interest earned (1)	9.0X	9.0X	7.1X
Current ratio	1.4	1.4	1.4
Total technical expenditures (2)	\$ 83,627	\$ 78,189	\$ 73,417
Advertising expenditures	276,078	265,411	282,817
Number of employees	26,095	25,697	24,822

Sales (millions)



Net Income Per Share - Diluted (1)



(1) Based on net income before the impairment of long-lived assets charge in 2000, net of tax. See Note 2, page 28.

(2) See Note 1, page 28, for a description of technical expenditures.

to to our shareholders

to our shareholders
COMPANIES SWISS SAPPHIRE

In 2000, The Sherwin-Williams Company posted record sales of \$5.2 billion representing a 4.2 percent improvement over last year, our strongest sales performance in the past several years. Our net income, excluding a one-time charge for the impairment of long-lived assets, also set a new high at \$309.7 million, a 1.9 percent increase over 1999's performance. Earnings per share from operations, prior to the asset impairment charge, improved 5.6 percent from \$1.80 in 1999 to \$1.90 in 2000. This represents our 23rd consecutive year of improvement in earnings from operations. This past year we also increased the dividend for our 22nd consecutive year. As a sign of the Company's confidence in our future and in the value of our stock, we purchased 6.8 million shares of our stock on the open market for treasury. The price of our stock at year-end compared to last year was up over 25 percent.

Despite these positive results, we were disappointed with our performance in 2000. We expected to do better and fell short in a number of areas. This past year we experienced significant raw material cost increases driven by a sharp run up in the price of oil. Management reacted quickly by implementing selective mid-year price increases in some of our operating segments and making tough cuts in spending in all of our segments. However, we were not able, in the short term, to overcome the severity of these increases and margins suffered. We also experi-

enced a slow down in the demand for our products over the second half of the year. Even though we believe that we continued to gain market share in most product categories, our sales results lagged behind our expectations. There were a number of positive results in our operating segments that give us confidence as we begin 2001.

PAINT STORES SEGMENT

2000 marked the twentieth consecutive year of improved sales results from our Paint Stores Segment. Net sales increased 6.1 percent to \$3.2 billion while comparable-store net sales improved by 3.7 percent. Operating profit rose 9.2 percent to \$411.5 million. Gallon gains were posted in the architectural, industrial and marine and chemical coatings categories.

While servicing do-it-yourself customers remains an important part of our architectural coatings mission, we are increasingly focused on the professional painting contractor market. There has been a significant increase in the purchase of architectural gallons by painting contractors. This shift is driven by the demographic changes in our country as our population ages and has less free time to tackle major projects around the home. We are further encouraged by the fact that painting contractors continue to purchase almost all of their product requirements from the paint store channel. Our 2,488 company paint stores throughout North America give us

a significant advantage over all other paint store competitors serving professional painting contractors.

As a critical component of this contractor focused strategy, we remain committed to expanding our network of company paint stores. This past year, we opened 92 net new stores, providing more convenient access to every customer in these neighborhoods. Included in this number are nine stores acquired from the Norfolk Paint Company in Norfolk, Virginia that now proudly offer Sherwin-Williams® products. In addition to new stores, this Segment added 70 new sales representatives and launched 35 new products, strengthening our commitment to be the service and technology leader in our industry.

This past year, our industrial and marine business continued to be an important growing part of our Company. The acquisition of the business of General Polymers Corporation added a full line of industrial floor coatings to our existing broad line of industrial products. Our chemical coatings business also posted improved results as we accelerated our original equipment manufacturer specification approval process, launched new products and successfully grew our powder coatings business.

We believe the internet will play an increasing role in helping paint customers choose a supplier. Last year,

we made substantial progress in evolving our award-winning web site from a comprehensive information source to an e-business platform for professional customers. A select group of diverse professional customers took part in a pilot program to help us design a site that serves a broad range of their business needs. In the years ahead, we will continue to enhance this site and expand the service to a significant number of our professional customers.

CONSUMER SEGMENT

Net sales for our Consumer Segment ended the year at \$1.2 billion, essentially flat with last year's performance. More disappointing, operating profit declined 8.0 percent to \$142.5 million, excluding the asset impairment charge. Our poor performance in this Segment reflects our lackluster sales and inability to pass on raw material cost increases to our customers in a timely fashion.

In addition, certain parts of our Consumer Segment, specifically Pratt & Lambert, Thompson's and Cleaning Solutions, lacked the past financial performance or management's expectations of future cash flow to support the carrying value of certain long-lived assets, particularly goodwill, resulting in a \$293.6 million after-tax write off for impaired long-lived assets (\$1.80 per diluted share on an annual basis). This one-time charge had no cash effect on our Company in 2000.

After a year like this, it is important that management reacts, makes changes and moves in a different direction. We have done that. We have made organization and management changes to reduce the complexity of our operation, gain greater focus on individual product lines and further reduce costs. As a result, we have created three operating units within this Segment.

The Wood Care Business Unit will be responsible for the sales, marketing, manufacturing and technical development of our Thompson's®, Minwax® and Formby's® product lines. Harvey Sass, Senior Vice President - Wood Care, will head this organization.

Our Diversified Brands Business Unit will be responsible for the sales, marketing, manufacturing and technical development of our Krylon® and Red Devil® brands of aerosol and small package paint, our industrial, automotive and custom-filled aerosol products, our White Lightning® brand of caulks and sealants and our applicator business. This business will be managed by Tim Knight, Senior Vice President - Diversified Brands.

The Consumer Division will be responsible for the sales and marketing of our branded and private label architectural coatings other than the Sherwin-Williams® brand. These names include Dutch Boy®, Pratt & Lambert® and Martin Senour®, as well as nationally recognized private label and licensed brands. This Division will continue to be responsible for the manufacturing and technical development for all architectural and industrial and marine coatings for our Company domestically. Tom Seitz, President & General Manager, Consumer Division, will lead this team.

In addition to these organizational changes, two non-core business units in the Consumer Segment are currently being marketed for potential divestiture. We believe the Cleaning Solutions and Graphic Arts businesses will perform better within an organization where their focus relates more closely to the core function of a potential acquirer.

The Consumer Segment has a portfolio of outstanding brand names and relationships with the top retailers in our country. We expect these changes will improve our ability to react quickly to changing market conditions and bring a heightened sense of urgency to required improvements.

AUTOMOTIVE FINISHES SEGMENT

The Automotive Finishes Segment ended the year with \$493.4 million in net sales for a 4.8 percent improvement. Operating profit declined to \$61.3 million from \$66.5 million in 1999. Operating profit was negatively impacted in 2000 by a \$6.8 million provision for the disposition

of the Chicago and Troy technical facilities as the Segment moved to its new state-of-the-art automotive technology center in Warrensville Heights, Ohio. This new facility will improve the efficiency and productivity of our automotive finishes product development effort.

In 2000, the Automotive Finishes Segment expanded its distribution network through both company branches and independent distributors. Three net new Sherwin-Williams branches were opened or acquired bringing our total to 175 facilities. The acquisition of ScottWarren S.p.A. in Italy, a manufacturer of automotive coatings for the collision repair market, provides a solid base upon which to grow our presence in Europe and enhances our color match capability for all European automobile makes.

The Automotive Finishes Segment begins 2001 under new leadership. Ron Nandor has been promoted back into this Segment to the position of President & General Manager, Automotive Division, after a successful assignment as Executive Vice President - Marketing of our Paint Stores Group.

INTERNATIONAL COATINGS SEGMENT

2000 proved to be another difficult year for our International Coatings Segment. Net sales improved 2.6 percent to \$307.0 million, but operating profit declined by 47.9 percent to finish at \$17.7 million. A harsh economic climate in South America negatively impacted our performance in the entire region, most notably in Argentina. In the United Kingdom, an extended truck strike, poor weather and rising oil prices took their toll on our Ronseal operations.

Despite our results in this Segment, we remain optimistic about our growth prospects in these markets over time. Last year, Sherwin-Williams and our subsidiaries introduced 60 products to meet specific coatings needs in these countries, with much of the technology transferred from our domestic operations. In Brazil, the acquisition of Pulverlack Tintas Ltda.,

ask.

*What is our commitment to
technology and new product
development?*

Technology has been a cornerstone of Sherwin-Williams throughout our history. Being first to market with new and innovative products makes our customers more successful and strengthens the image of our brands and our Company. Over the past five years, this commitment to R&D has helped us bring more than 330 new products to market.

In recent years, we have made a number of strategic investments to further enhance our research and development capability. Last summer we dedicated the John G. Breen Technology Center in downtown Cleveland. Nearly twice the size of the original Cleveland Technical Center, this new facility is the hub of our worldwide architectural product research and development effort. In 2000, we also opened The World Automotive Center in Warrensville Heights, Ohio, a research and development facility for automotive coatings that consolidates labs previously located in Chicago and Troy, Michigan. These two state-of-the-art facilities strengthen our research and development capabilities and further enhance

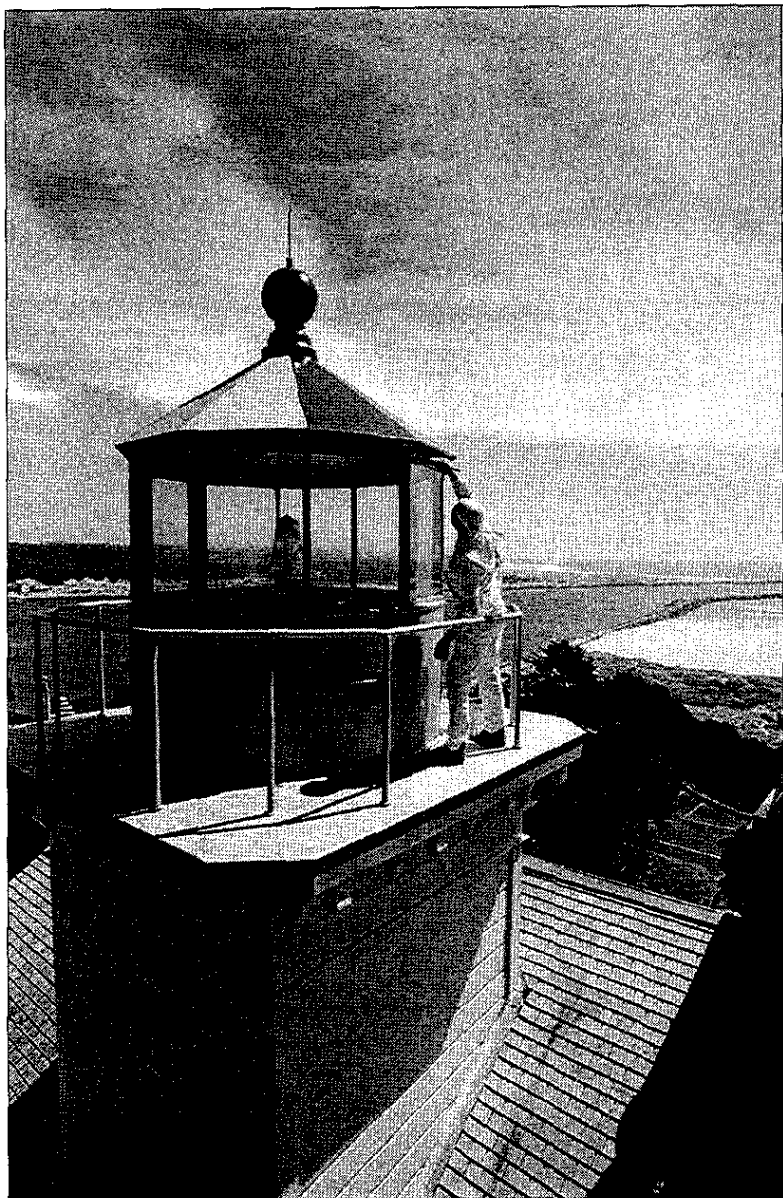
our ability to attract the most talented technical people within the industry. These new facilities complement our major industrial lab in Chicago.

We also recognize the need to support research and development enterprises outside the United States. These facilities enable us to tailor products to the performance requirements and cultural preferences of our local customers. Our international product development efforts are facilitated by the transfer of technology across borders and by strong relationships with global raw materials suppliers.

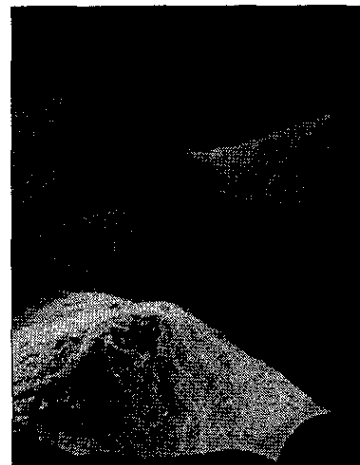
Our mission is to develop products that are both market-responsive and environmentally responsible. That means meeting or exceeding our customers' performance expectations with products that also meet or exceed current environmental regulations. We believe the ongoing development of technology to produce environmentally responsible, high-performance coatings will help to ensure our continued success in the years ahead.

▼ THE JOHN G. BREEN TECHNOLOGY CENTER IS THE HUB OF SHERWIN-WILLIAMS' WORLDWIDE ARCHITECTURAL PRODUCTS RESEARCH AND DEVELOPMENT EFFORTS. THIS INCLUDES NEW PRODUCT DEVELOPMENT — LAB TECHNICIANS CAN SCALE UP NEW PRODUCT PROTOTYPES FROM SMALL BENCH SAMPLES TO FIFTY-GALLON PRODUCTION BATCHES ON SITE — TO ONGOING QUALITY ASSURANCE AND COMPETITIVE PRODUCT TESTING.



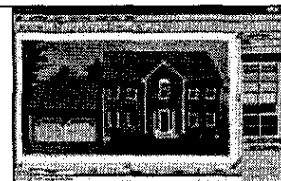


▶ ADVANCED PERMALAST TECHNOLOGY GIVES OUR DURATION® COATING A THICKER, MORE FLEXIBLE FILM AND UNPARALLELED PROTECTIVE PROPERTIES. WHICH IS WHY OUR DURATION® COATING HAS BECOME A FAVORITE AMONG HOMEOWNERS AND PROFESSIONAL PAINTING CONTRACTORS ALIKE — INCLUDING THE CONTRACTOR PAINTING THIS 129 YEAR-OLD YAQUINTA BAY LIGHTHOUSE (THE OLDEST EXISTING WOODEN FRAMED LIGHTHOUSE) ON THE PACIFIC COAST OF OREGON.

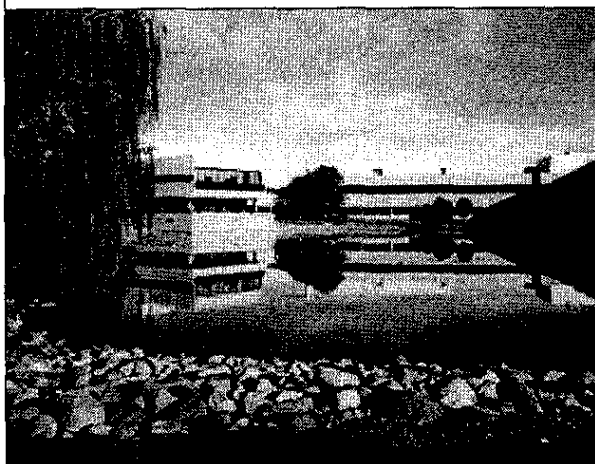


▲ IN 2000, WE INTRODUCED POWDURA® LOW-CURE EPOXY, LOW-CURE POLYURETHANE AND LOW-CURE TGIC POLYESTER POWDER COATINGS. ALL THREE OFFER APPEARANCE, APPLICATION AND PERFORMANCE CHARACTERISTICS COMPARABLE TO STANDARD CURE POWDER, BUT REQUIRE LESS ENERGY AND LESS TIME TO CURE — BIG ADVANTAGES FOR MANUFACTURERS OF HEAVY EQUIPMENT, MACHINE TOOLS AND HEAVY AUTOMOTIVE COMPONENTS.

▶ IN 2000, SHERWIN-WILLIAMS INTRODUCED PAINTING IMAGES™, A SOPHISTICATED SOFTWARE TOOL FOR PAINTING CONTRACTORS. PAINTING IMAGES™ ENABLES CONTRACTORS TO QUICKLY AND EASILY "PAINT" A DIGITIZED PHOTOGRAPH OF THEIR CUSTOMER'S HOME OR BUILDING TO FACILITATE COLOR SELECTION PRIOR TO STARTING WORK. THIS POWERFUL TOOL GIVES CUSTOMERS CONFIDENCE IN THEIR CHOICE OF COLOR, AND IN THEIR CHOICE OF CONTRACTOR.



▼ LOW-ODOR PAINTS MINIMIZE THE DISRUPTION OF PAINTING IN OCCUPIED AREAS, GIVING HOMEOWNERS GREATER PEACE OF MIND AND COMMERCIAL PAINTING CONTRACTORS MORE PRODUCTIVE HOURS DURING THE DAY. FOR THESE REASONS, SHERWIN-WILLIAMS HAS DEVELOPED A BROAD RANGE OF HIGH-PERFORMANCE, LOW-ODOR PAINTS TO SERVE A VARIETY OF CUSTOMER APPLICATIONS.



▲ THE WORLD AUTOMOTIVE CENTER, OPENED IN SEPTEMBER OF 2000, IS BOTH A RESEARCH AND DEVELOPMENT FACILITY AND A TRAINING CENTER. IT HOUSES A STATE-OF-THE-ART APPLICATIONS CENTER THAT CAN REPLICATE NEARLY ANY REFINISHING ENVIRONMENT — FROM CLIMATE VARIATIONS TO AIRFLOW CONDITIONS TO ROBOTIC APPLICATIONS. OUR AUTOMOTIVE LEARNING CENTERS TRAINED MORE THAN 5,000 CUSTOMERS AND EMPLOYEES LAST YEAR ON CURRICULA RANGING FROM PRODUCT SPECIFICATIONS TO COLOR TO BUSINESS MANAGEMENT.



ask.

*How does our distribution
infrastructure help us satisfy
more customers?*

Having the right products in the right place at the right time is a prerequisite of good customer service. To ensure our products reach customers wherever and whenever they choose to buy, we have developed an extensive network of independent and company-operated distribution channels.

Our Paint Stores Segment, comprised of 2,488 company-operated stores throughout North America, provides a strong distribution platform for Sherwin-Williams® branded products. These specialty paint stores offer a broad product assortment that can be tailored to the specific needs and preferences of customers in a specific locale.

Sherwin-Williams' Automotive Finishes Segment distributes products through a combination of 175 company-operated branches, including outlets in the US, Canada, Jamaica and Chile, and a variety of independent channels. This Segment also conducts business through nine wholly-owned subsidiaries in five foreign countries and twelve foreign licensing agreements spanning 29 countries.

Our Consumer Segment sells products under well known brands such as Dutch Boy®, Thompson's® and Minwax® through some of the top retailers in our country. Successful licensed brand programs and private label manufacturing agreements have further extended our

presence in independent paint stores, hardware stores, home centers and mass merchandisers throughout North America.

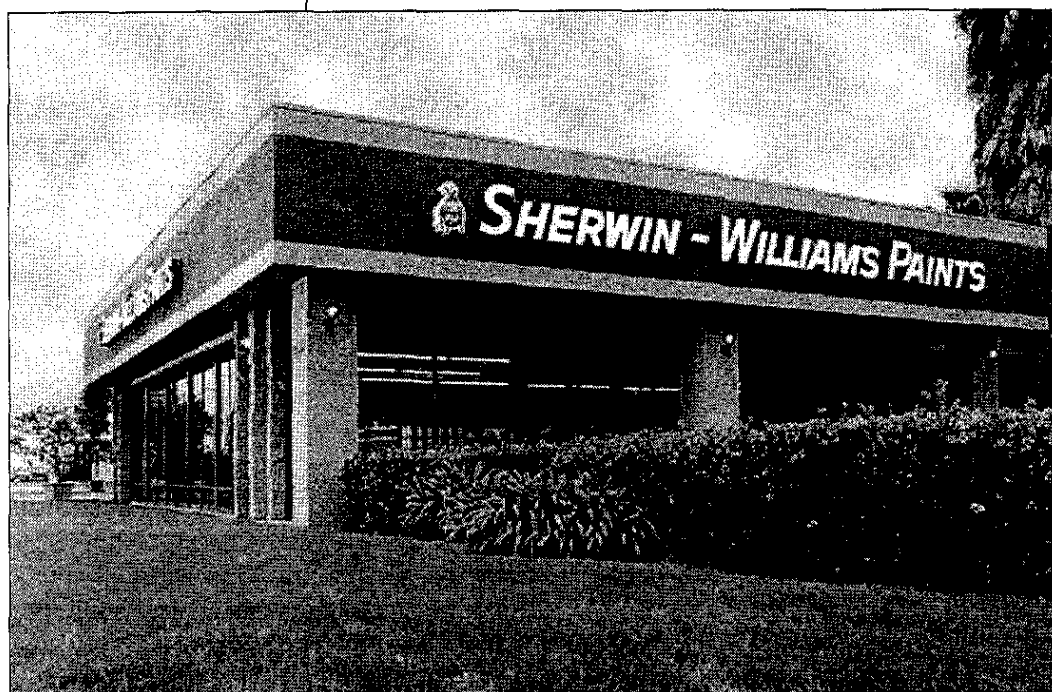
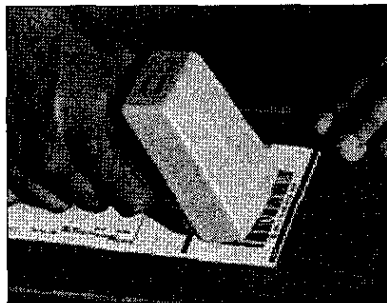
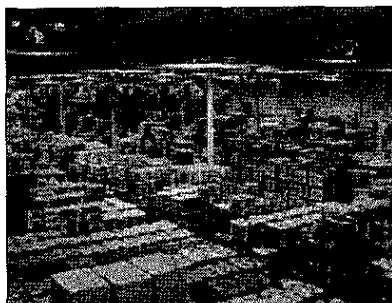
Our International Coatings Segment manufactures and distributes products through wholly-owned subsidiaries, joint ventures and licensing agreements, in addition to company-operated stores in Chile and Brazil.

Ensuring the timely and efficient delivery of so many products to so many outlets requires a very sophisticated distribution infrastructure. The hub of our distribution system in North America is a network of seven Distribution Service Centers (DSC), comprising nearly 4.4 million square feet. An advanced Automated Warehouse Control System (AWCS) uses radio frequency and barcode technology to track inventory movement through the DSCs. The system records the production, storage, order receipt, fulfillment and transportation of DSC inventory to internal and external customers throughout North America. Sherwin-Williams' dedicated fleet of tractor-trailers moves product from DSCs to retail outlets. This complex system helps efficiently manage our working capital, while ensuring our customers a ready supply of the products they need.

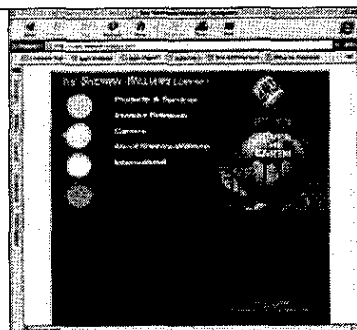


▲ IN SOUTH AMERICA, WE ARE AGGRESSIVELY EXPANDING OUR INDUSTRIAL MAINTENANCE AND CHEMICAL COATINGS BASE WITH SUMARE™, A CHAIN OF CHEMICAL COATINGS OUTLETS. SUMARE™ HAS HELPED US ESTABLISH CONTROLLED DISTRIBUTION, EVEN IN DEALER-DOMINATED MARKETS SUCH AS BRAZIL.

▼ OUR AUTOMATED WAREHOUSE CONTROL SYSTEM (AWCS) USES BARCODE TECHNOLOGY AND RADIO FREQUENCY TO TRACK THE MOVEMENT OF INVENTORY THROUGH OUR SEVEN NORTH AMERICAN DISTRIBUTION SERVICE CENTERS. THE SYSTEM HELPS US MANAGE WORKING CAPITAL MORE EFFICIENTLY BY MONITORING INVENTORY MOVEMENT AND MAXIMIZING WAREHOUSE PRODUCTIVITY AND STORAGE SPACE UTILIZATION.



▲ TODAY MORE THAN 90% OF THE US POPULATION LIVES WITHIN A 50-MILE RADIUS OF ONE OF OUR SHERWIN-WILLIAMS PAINT STORES. WE ARE COMMITTED TO EXPANDING THIS NETWORK OF COMPANY-OPERATED STORES TO PROVIDE DO-IT-YOURSELF CUSTOMERS AND PROFESSIONAL PAINTING CONTRACTORS THROUGHOUT NORTH AMERICA WITH CONVENIENT ACCESS TO SHERWIN-WILLIAMS® BRANDED PRODUCTS.



▲ SHERWIN-WILLIAMS' EXTENSIVE DISTRIBUTION NETWORK OF "BRICK AND MORTAR" OUTLETS IS NOW COMPLEMENTED BY VIRTUAL OUTLETS. LAST YEAR, OUR AUTOMOTIVE DIVISION OPENED E-STORE, AN ON-LINE OUTLET FOR A BROAD ASSORTMENT OF AUTOMOTIVE PRODUCTS. ALSO IN 2000, OUR PAINT STORES GROUP LAUNCHED SHER-LINK®, A SECURE SITE THAT OFFERS ON-LINE ACCESS TO SELECT USERS TO BROWSE, LEARN ABOUT AND PURCHASE SHERWIN-WILLIAMS® PRODUCTS.



▲ MORE THAN 600 QUALITY-CERTIFIED COLLISION REPAIR SHOPS ACROSS NORTH AMERICA HAVE BEEN ENROLLED IN OUR AUTOMOTIVE DIVISION'S A-PLUS™ PROGRAM. THIS PROGRAM OFFERS MEMBERS VALUABLE SERVICES SUCH AS EMPLOYEE TRAINING, FACILITY DESIGN SERVICES, PRODUCT GUARANTEE PLANS AND PREFERRED CUSTOMER DISCOUNTS AT SHERWIN-WILLIAMS PAINT STORES.

ask.

*Which markets represent
growth opportunities for us?*

One of Sherwin-Williams' foremost strengths is the diversity of our customer base. We supply coatings products to nearly every sector of the economy, from manufacturing, industrial, transportation and utilities, to healthcare, hospitality, commercial and residential construction, property management, institutional and government facilities and do-it-yourself consumers. In North America, South America and Europe, our products are sold under various brand names to commercial and do-it-yourself customers through company-operated outlets, independent distributors and dealers, home centers and mass merchandisers. We believe each of these markets represents a substantial growth opportunity for us.

Growing our business within each of these markets means focusing on the things that make each customer more successful. Highly differentiated products, like low-odor paints that allow a commercial contractor to work in an occupied office building with minimal disruption, or UV curable stains and topcoats that increase a cabinetmaker's throughput, help our customers improve their productivity. Licensed products, like our new Disney line, build demand for our products among current and future generations of homeowners.

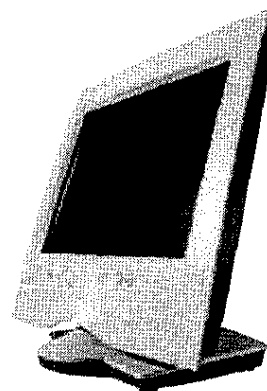
Providing high-value products is only one way we're helping our customers to succeed. Focusing our organization to be more customer-responsive is another.

Through programs like our Automotive Division's A-Plus™ Club, we're growing customer loyalty by providing technical training and valuable marketing and business management services. We restructured our Consumer Group into three smaller, more manageable business units to sharpen our customer focus and improve our account service across major product categories. And we will continue to expand our network of company-operated stores in North America to provide more customers with convenient access to our products and more responsive service.



▲ SHERWIN-WILLIAMS' AUTOMOTIVE DIVISION TRAINED MORE THAN 5,000 CUSTOMERS AND EMPLOYEES OVER THE PAST YEAR. SIX AUTOMOTIVE LEARNING CENTERS IN THE US, ONE IN BRAZIL AND ONE IN MEXICO OFFER CURRICULUM RANGING FROM COLOR MATCHING AND APPLYING PAINT, TO HIRING AND TRAINING THE RIGHT PEOPLE, TO SALESMANSHIP AND ESTIMATING.

► TO HELP OEM PRODUCT FINISHERS DEAL WITH EVER TIGHTENING ENVIRONMENTAL AND SAFETY REGULATIONS, SHERWIN-WILLIAMS DEVELOPED KEM AQUA® HYDRALON™ COATINGS. THIS ENVIRONMENTALLY COMPLIANT, WATER-BASED FINISH FOR METAL AND PLASTIC OUTPERFORMS MANY URETHANE COATINGS IN DURABILITY AND APPEARANCE.

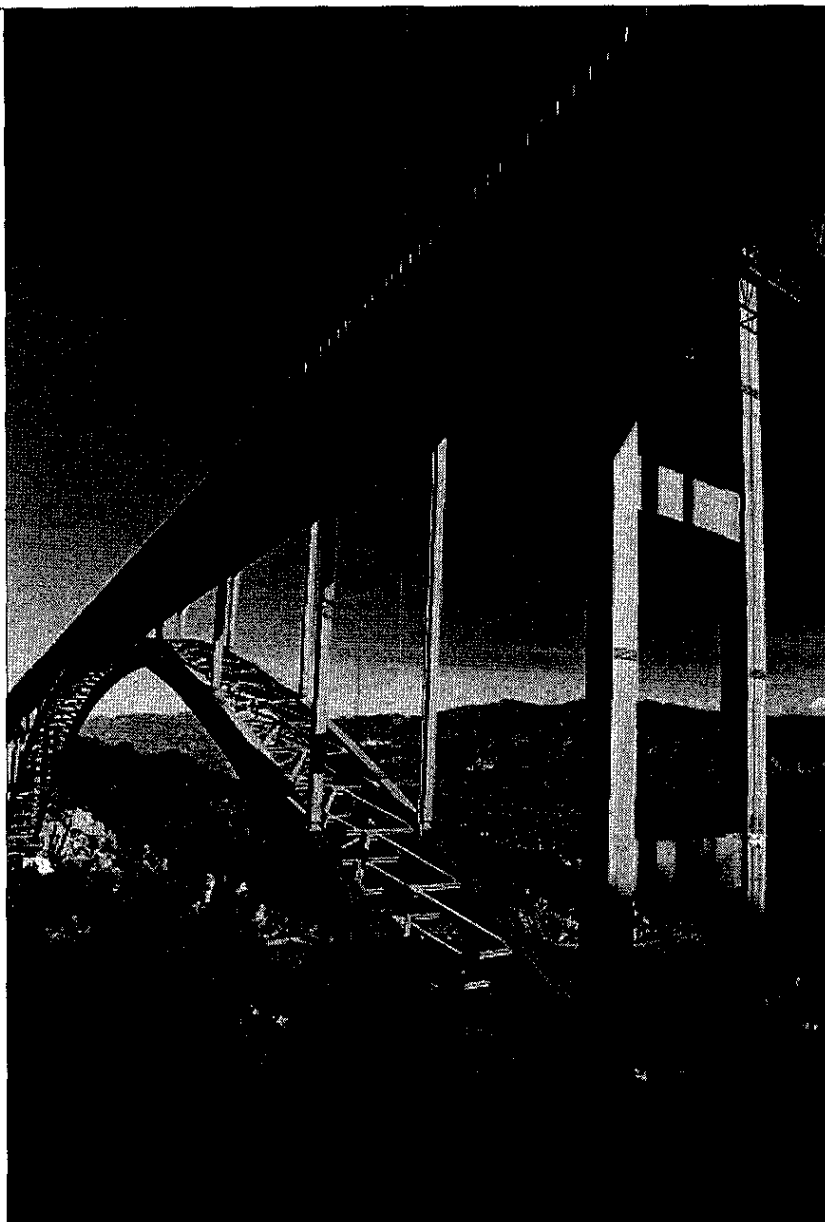


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KAYLOW 1913 PURPLE

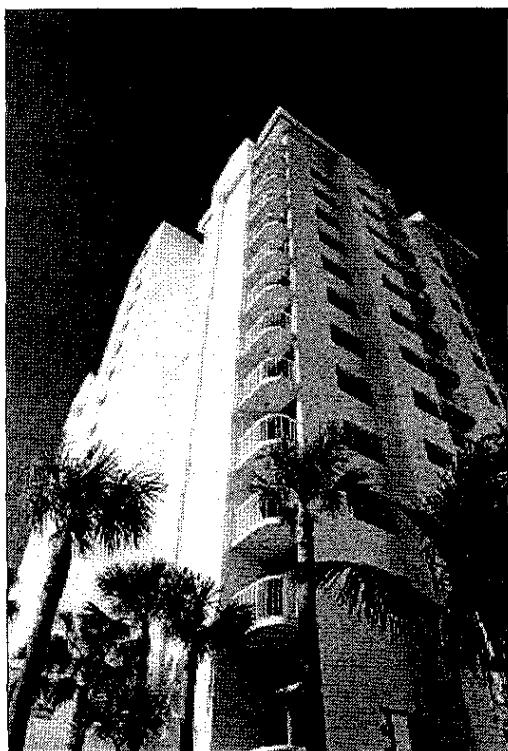


IN SOUTH AMERICA, MASS MERCHANDISERS RELY ON PAINT MANUFACTURERS TO HIRE AND TRAIN "PROMOTERS" TO SELL THE ADVANTAGES OF THEIR PRODUCTS IN STORES. OUR STRONG COMMITMENT TO GROWTH IN THESE MARKETS IS REFLECTED IN OUR INTERNATIONAL DIVISION'S WORKFORCE OF MORE THAN 2,100 EMPLOYEES, WITH AN ANNUAL VOLUNTARY TURNOVER RATE OF LESS THAN ONE PERCENT.

ALTHOUGH CHANGING DEMOGRAPHICS IN NORTH AMERICA ARE SHIFTING A GREATER SHARE OF RESIDENTIAL PAINTING AND DECORATING TO CONTRACTORS, MANY HOMEOWNERS STILL TAKE PRIDE AND SATISFACTION IN DOING IT THEMSELVES. WE HAVE BUILT OUR REPUTATION ON PROVIDING THE QUALITY, NAME BRAND PAINTS, STAINS AND DECORATIVE PRODUCTS, AND THE EXPERT ADVICE THEY NEED TO ACHIEVE BEAUTIFUL RESULTS.

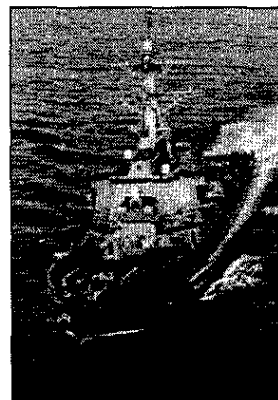


A CHALLENGING WORK ENVIRONMENT - STRUCTURAL STEEL SPANNING 420 FEET ABOVE THE CANYON FLOOR - COMBINED WITH THE NATION'S STRICTEST ENVIRONMENTAL REGULATIONS, MADE COATING THE COLD SPRINGS CANYON BRIDGE IN CALIFORNIA DIFFICULT FOR EVEN THE MOST SEASONED INDUSTRIAL PAINTING CONTRACTOR. SHERWIN-WILLIAMS' ZINC CLAD XI WATER-BASED, LEAD-FREE COATING WAS SPECIFIED FOR ITS EASE OF APPLICATION, DURABILITY AND ENVIRONMENTAL COMPLIANCE.



WHEN PROPERTY AND FACILITY MANAGERS NEED TO TURN VACANT RENTAL PROPERTY FAST, OUR BROAD RANGE OF COATINGS, EQUIPMENT, SUNDRIES AND EXPERTISE, COMBINED WITH A NETWORK OF DEDICATED SHERWIN-WILLIAMS FLOORCOVERING CENTERS, MAKE US THE IDEAL SINGLE-SOURCE SOLUTION. PEOPLE KNOW US FOR HIGH QUALITY PAINT PRODUCTS, BUT WE ARE ALSO ONE OF THE LARGEST CARPET WHOLESALEERS IN NORTH AMERICA.

IN 2000, THE US NAVY APPROVED SHERWIN-WILLIAMS' NOVA-PLATE™ UHS, AN ULTRA-HIGH SOLIDS EPOXY PRIMER AND TOPCOAT SYSTEM SPECIFICALLY FORMULATED FOR IMMERSION SERVICE. THE MOST RECENT OF MANY SUCH SPECIFICATIONS, THIS APPROVAL FURTHER SOLIDIFIES OUR POSITION AS A LEADING SUPPLIER OF MARINE COATINGS TO THE US NAVY.



FINANCIAL SUMMARY

(Millions of Dollars Except Per Share Data)

	2000	1999	1998	1997	1996
Operations					
Net sales	\$ 5,212	\$ 5,004	\$ 4,934	\$ 4,881	\$ 4,133
Cost of goods sold	2,904	2,755	2,804	2,784	2,405
Selling and administrative expenses	1,740	1,673	1,598	1,574	1,309
Impairment of long-lived assets	352				
Interest expense	62	61	72	81	25
Income before income taxes	143	490	440	427	375
Net income	16	304	273	261	229
Net income before impairment (A)	310	304	273	261	229
Financial Position					
Inventories	\$ 704	\$ 703	\$ 683	\$ 722	\$ 643
Accounts receivable - net	594	606	605	546	452
Working capital	436	437	458	417	365
Property, plant and equipment - net	722	712	719	692	549
Total assets	3,751	4,033	4,051	4,036	2,995
Long-term debt	624	624	730	844	143
Total debt	750	747	848	1,005	313
Shareholders' equity	1,472	1,699	1,716	1,592	1,401
Per Share Data					
Average shares outstanding (ooo's) (B)	161,912	167,925	172,162	172,107	171,117
Book value	\$ 9.22	\$ 10.25	\$ 10.03	\$ 9.21	\$ 8.15
Net income before impairment - diluted (A)(B)	1.90	1.80	1.57	1.50	1.33
Net income - diluted (B)	.10	1.80	1.57	1.50	1.33
Net income - basic (B)	.10	1.81	1.58	1.51	1.34
Cash dividends	.54	.48	.45	.40	.35
Financial Ratios					
Return on sales (A)	5.9%	6.1%	5.5%	5.3%	5.5%
Asset turnover (A)	1.3x	1.2x	1.2x	1.2x	1.4x
Return on assets (A)	7.5%	7.5%	6.7%	6.5%	7.7%
Return on equity (A)(C)	18.2%	17.7%	17.1%	18.6%	18.9%
Dividend payout ratio (A)	28.5%	26.6%	28.5%	26.5%	26.2%
Total debt to capitalization	33.7%	30.5%	33.1%	38.7%	18.3%
Current ratio	1.4	1.4	1.4	1.4	1.3
Times interest earned (D)	9.0x	9.0x	7.1x	6.3x	16.3x
Working capital to sales	8.4%	8.7%	9.3%	8.5%	8.8%
Effective income tax rate (A)	37.5%	38.0%	38.0%	39.0%	39.0%
General					
Capital expenditures	\$ 133	\$ 134	\$ 146	\$ 164	\$ 123
Total technical expenditures (E)	84	78	73	63	53
Advertising expenditures	276	265	283	296	212
Repairs and maintenance	48	46	45	45	38
Depreciation	109	105	98	90	76
Amortization of intangible assets	51	50	50	49	27
Shareholders of record	10,813	11,475	11,929	11,964	11,933
Number of employees	26,095	25,697	24,822	24,964	20,768
Sales per employee (ooo's)	\$ 200	\$ 195	\$ 199	\$ 196	\$ 199
Sales per dollar of assets	1.39	1.24	1.22	1.21	1.38

(A) Based on net income before the impairment of long-lived assets charge in 2000, net of tax. See Note 2, page 28.

(B) Amounts reflect adoption of Statement of Financial Accounting Standards (SFAS) No. 128 effective December 31, 1997.

All average share and per share amounts shown for 1996 have been restated.

(C) Based on shareholders' equity at beginning of year and net income before impairment.

(D) Ratio of income before income taxes excluding the charge for impairment in 2000 and interest expense to interest expense.

(E) See Note 1, page 28, for a description of technical expenditures.

FINANCIAL CONDITION - 2000

Net operating cash flow generated by the Company during 2000 was \$461.1 million, while net proceeds from short-term borrowings were \$106.9 million. This cash flow provided the funds to invest in property, plant and equipment, reduce long-term debt, acquire treasury stock, increase the annual dividend, complete several acquisitions and make other long-term investments. The Company's current ratio increased to 1.39 at December 31, 2000 from 1.38 at the end of 1999. The Company's Consolidated Balance Sheets and Statements of Consolidated Cash Flows, on pages 24 and 25 of this report, provide more detailed information on the Company's financial position and cash flows.

Borrowings outstanding under the Company's *commercial paper program* are included in Short-term borrowings on the balance sheet. Such borrowings had a weighted-average interest rate of 6.6 percent. Borrowings under the commercial paper program are fully backed by and limited to the borrowing availability under the Company's revolving credit agreements which aggregated \$768.0 million effective January 3, 2001. The current portion of long-term debt decreased \$102.9 million due primarily to the payment of 6.5% notes totaling \$100.0 million during the first quarter of 2000. The \$19.4 million balance in Current portion of long-term debt at December 31, 2000 related to various promissory notes and other obligations. Increases and decreases in components of net working capital were primarily due to timing during 2000.

Deferred pension assets of \$364.4 million at December 31, 2000 represent the excess of the fair market value of the assets in the Company's defined benefit pension plans over the actuarially-determined projected benefit obligations. The 2000 increase in deferred pension assets of \$30.3 million represents primarily the recognition of the current year net pension credit, described in Note 6 on pages 29 to 31 of this report. The assumed discount rate used to compute the actuarial present value of projected benefit obligations was decreased from 7.25 percent to 7.00 percent at December 31, 2000 due to decreased rates of high-quality, long-term investments. The decrease in the

actual return on plan assets during 2000 was primarily the result of returns on equity investments that were below the assumed return of 8.5 percent.

Goodwill, which represents the excess of cost over the fair value of net assets acquired in purchase business combinations, decreased \$334.0 million in 2000. Intangible assets, which represent items such as trademarks and patents, decreased \$15.8 million in 2000. These decreases were due primarily to a total charge for the impairment of long-lived assets of \$352.0 million, of which \$342.5 million related to goodwill, as described in Note 2 on page 28 of this report. In addition, amortization expense of \$47.3 million and foreign currency translation adjustments decreased goodwill and intangible assets, offset by increases resulting from acquisitions completed in 2000. An increase in Other assets of \$53.3 million was primarily due to the capitalization of costs incurred, net of amortization, related to designing, developing, obtaining and implementing internal use software in accordance with Statement of Position 98-1, "Accounting for the Cost of Computer Software Developed or Obtained for Internal Use." Other long-term investments, related to certain marketing programs of the Company, also increased Other assets.

Net property, plant and equipment increased \$10.7 million to \$722.4 million at December 31, 2000. The increase results primarily from capital expenditures of \$132.8 million, partially offset by depreciation expense of \$108.9 million and a portion of the total charge for the impairment of long-lived assets. Provisions for disposition or retirement of certain assets and foreign currency translation adjustments further offset capital expenditures. Capital expenditures in 2000 represented primarily the costs of purchasing and remodeling the automotive technology center in Warrensville Heights, Ohio, upgrading information systems equipment, the capacity expansion or upgrade of manufacturing and distribution centers and costs related to opening new paint stores. Capital expenditures during 2000 in the Paint Stores Segment were primarily attributable to opening new paint stores and store relocations along with normal replacement and upgrading store equipment. Capital expenditures in the Consumer and

International Coatings Segments during 2000 were primarily related to capacity expansions, efficiency improvements in production facilities and information systems hardware. Capital expenditures during 2000 in the Automotive Finishes Segment primarily related to the purchase and remodeling of the automotive technology center, capacity expansions and equipment upgrades. In 2001, the Company expects that its most significant capital expenditures will relate to various capacity and productivity improvement projects at manufacturing facilities, continued new store openings, and new or upgraded information systems equipment. *The Company does not anticipate the need for any specific long-term external financing to support these capital programs.*

Long-term debt decreased during the year to \$623.6 million at December 31, 2000, resulting primarily from current debt maturities of \$19.4 million that were partially offset by increased debt associated with acquired companies. The Company expects to remain in a borrowing position throughout 2001.

The increase in the Company's long-term postretirement benefit liability occurred due to the excess of the net postretirement benefit expense over the costs for benefit claims incurred. The current portion of the accrued postretirement liability, amounting to \$13.2 million at December 31, 2000, is included in Other accruals. The assumed discount rate used to calculate the actuarial present value of the postretirement benefit obligations was decreased from 7.25 percent to 7.00 percent at December 31, 2000 due to the reduced rates of high-quality, long-term investments. The assumed health care cost trend rates, first established in 1992 during the adoption of SFAS No. 106, were revised during 2000 for years 2001 through 2009. The revised rates reflect escalating health care costs that continue to exceed the assumed cost trend rates. The trend rate for 2001 was revised from the previous 5.5 percent annual increase to a more representative 9.5 percent annual increase. The trend rate will decrease gradually to 5.5 percent in 2010 – the same trend rate as previously estimated for 2010. The net effect of these changes is expected to increase the net postretirement benefit expense approximately 15 percent for 2001 as the cumulative unrecognized net loss is above the threshold for required amortization. See Note 6, on

pages 29 to 31 of this report, for further information on the Company's postretirement benefit obligations.

Other long-term liabilities include accruals for environmental-related liabilities and other non-current items. The decrease of \$31.1 million in other long-term liabilities during 2000 primarily related to a reduction in certain tax liabilities resulting from timing items and to a decrease in the accrual for environmental-related liabilities. See Note 9, on page 32 of this report, for additional information concerning the Company's other long-term liabilities.

The Company's past operations included the manufacture and sale of lead pigments and lead-based paints. *The Company, along with other companies, is a defendant in a number of legal proceedings, including purported class actions, separate actions brought by the State of Rhode Island, and actions brought by other governmental entities, arising from the manufacture and sale of lead pigments and lead-based paints. The plaintiffs are seeking recovery based upon various legal theories, including negligence, strict liability, breach of warranty, negligent misrepresentations and omissions, fraudulent misrepresentations and omissions, concert of action, civil conspiracy, violations of unfair trade practices and consumer protection laws, enterprise liability, market share liability, nuisance, unjust enrichment and other theories. The plaintiffs seek various damages and relief, including personal injury and property damage, costs relating to the detection and abatement of lead-based paint from buildings, costs associated with a public education campaign, medical monitoring costs and others. The Company believes that the litigation is without merit and is vigorously defending such litigation. Considering the Company's past operations relating to lead pigments and lead-based paints, it is possible that additional lead pigment and lead-based paint litigation may be filed against the Company based upon similar or different legal theories and seeking similar or different types of damages and relief.*

Litigation is inherently subject to many uncertainties. Adverse court rulings or determinations of liability could affect the lead pigment and lead-based paint litigation against the Company and encourage an increase in the number and nature of future claims and proceedings. In

addition, from time to time, various legislation and administrative regulations have been enacted or proposed to impose obligations on present and former manufacturers of lead pigments and lead-based paints respecting asserted health concerns associated with such products and to overturn court decisions in which the Company and other manufacturers have been successful. Due to the uncertainties involved, management is unable to predict the outcome of such litigation or the number or nature of possible future claims and proceedings, or the affect of any such legislation and administrative regulations. In addition, management cannot reasonably determine the scope or amount of the potential costs and liabilities related to such litigation, or such legislation and regulations. The Company has not accrued any amounts for such litigation. Any potential liability that may result from such litigation or such legislation and regulations cannot reasonably be estimated. However, based upon, among other things, the outcome of such litigation to date, management does not currently believe that the costs or potential liability ultimately determined to be attributable to the Company arising out of such litigation will have a material adverse effect on the Company's results of operations, liquidity or financial condition.

The operations of the Company, like those of other companies in our industry, are subject to various federal, state and local environmental laws and regulations. These laws and regulations not only govern our current operations and products, but also impose potential liability on the Company for past operations which were conducted utilizing practices and procedures that were considered acceptable under the laws and regulations existing at that time. The Company expects environmental laws and regulations to impose increasingly stringent requirements upon the Company and our industry in the future. The Company believes that it conducts its operations in compliance with applicable environmental laws and regulations and has implemented various programs designed to protect the environment and promote continued compliance.

Depreciation of capital expenditures and other expenses related to ongoing environmental compliance measures are included in the normal operating expenses of conducting business. The Company's

capital expenditures, depreciation and other expenses related to ongoing environmental compliance measures were not material to the Company's financial condition, results of operations or liquidity during 2000, and the Company does not expect that such capital expenditures and other expenses will be material to the Company's financial condition, results of operations or liquidity in 2001.

The Company is involved with environmental compliance, investigation and remediation activities at some of its current and former sites (including former sites which were previously owned and/or operated by businesses acquired by the Company). The Company, together with other parties, has also been designated a potentially responsible party under federal and state environmental protection laws for the investigation and remediation of environmental contamination and hazardous waste at a number of third-party sites, primarily Superfund sites. The Company may be similarly designated with respect to additional third-party sites in the future.

The Company accrues for environmental-related activities relating to its past operations and third-party sites, including Superfund sites, for which commitments or clean-up plans have been developed and for which costs can be reasonably estimated. These estimated costs are determined based on currently available facts regarding each site. The Company continuously assesses its potential liability for investigation and remediation-related activities and adjusts its environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued which require changing the estimated costs or the procedure utilized in estimating such costs. Actual costs incurred may vary from these estimates due to the inherent uncertainties involved including, among others, the number and financial condition of parties involved with respect to any given site, the volumetric contribution which may be attributed to the Company relative to that attributed to other parties, the nature and magnitude of the wastes involved, the various technologies that can be used for remediation and the determination of acceptable remediation with respect to a particular site. The Company's environmental-related contingencies are

expected to be resolved over an extended period of time.

Pursuant to a Consent Decree entered into with the United States of America in 1997, on behalf of the Environmental Protection Agency, filed in the United States District Court for the Northern District of Illinois, the Company has agreed, in part, to (i) conduct an investigation at its southeast Chicago, Illinois facility to determine the nature, extent and potential impact, if any, of environmental contamination at the facility and (ii) implement remedial action measures, if required, to address any environmental contamination identified pursuant to the investigation. While the Company continues to investigate this site, certain initial remedial actions have occurred at this site.

In 1999, the Company entered into a settlement agreement with PMC, Inc. settling a lawsuit brought by PMC regarding the Company's former manufacturing facility in Chicago, Illinois which was sold to PMC in 1985. Pursuant to the terms of the settlement agreement, the Company agreed, in part, to investigate and remediate, as necessary, certain soil and/or groundwater contamination caused by historical disposals, discharges, releases and/or events occurring at this facility. In 2000, the Company entered into a Consent Decree with the People of the State of Illinois settling an action brought by the State of Illinois against the Company regarding the PMC facility. Under the Consent Decree, the Company agreed, in part, to investigate and remediate, as necessary, certain soil and/or groundwater contamination caused by historical disposals, discharges, releases and/or events occurring at this facility. The Company is currently conducting its investigation of this facility.

With respect to the Company's southeast Chicago, Illinois facility and the PMC facility, the Company has evaluated its potential liability and, based upon its investigations to date, has accrued appropriate amounts. However, due to the uncertainties surrounding these facilities, the Company's ultimate liability may result in costs that are significantly higher than currently accrued. In such event, the recording of the liability may result in a material impact on net income for the annual or interim period during which the additional costs are accrued. The Company expects

the contingent liabilities related to these facilities to be resolved over an extended period of time.

The Company does not believe that any potential liability ultimately attributed to the Company for its environmental-related matters will have a material adverse effect on the Company's financial condition, liquidity, cash flow or, except as set forth in the preceding paragraph, net income. See Note 9, on page 32 of this report, for discussion of the environmental-related accruals included in the Company's Consolidated Balance Sheets.

Shareholders' equity decreased \$226.7 million during 2000 to \$1,471.9 million due primarily to the purchase of 6,800,000 shares of Company stock for treasury at a cost of \$146.9 million. The Company acquires its own stock for general corporate purposes and, depending on its future cash position and market conditions, it may acquire additional shares in the future. The Company had remaining authorization at December 31, 2000 to purchase 13,200,000 shares of its common stock. Also contributing to the decrease in shareholders' equity were cash dividends paid of \$88.1 million and other comprehensive losses related to foreign currency translations of \$18.0 million. These decreases were partially offset by current year net income of \$16.0 million.

Comprehensive loss is comprised of net income and the components of other comprehensive income or loss including foreign currency translation adjustments. The 2000 increase of \$18.0 million in Cumulative other comprehensive loss was attributed to weakness in several foreign operation's functional currencies, while the 1999 increase of \$100.7 million occurred primarily due to the devaluation of the Brazilian real. In January 1999, the Brazilian Central Bank eliminated its governmental policy of supporting and tightly managing the trading band of the real and allowed it to trade freely in the open market against other currencies. Shortly after this announcement, the Brazilian real weakened significantly in trading with the U.S. dollar and other foreign currencies and has only partially recovered since that time. As a result of the floating exchange rate of certain foreign currencies, the Company believes it may experience continuing losses from foreign currency translation. The Company does

not expect any devaluation or other currency translation losses to have a material adverse effect on the Company's financial condition, results of operations or cash flows. See Note 16, on page 35 of this report.

The Company is exposed to market risk through various financial instruments, including fixed rate debt instruments. The Company does not believe that any potential loss related to these financial instruments will have a material adverse effect on the Company's financial condition, results of operations or cash flows.

The 2000 annual dividend of \$.54 per share approximated our payout ratio target of 30.0 percent of the prior year's earnings. This annual dividend represented the twenty-first consecutive year that the dividend has increased and a compounded annual rate of increase of 24.5 percent since the dividend was reinstated in the fourth quarter of 1979. At a meeting held on February 7, 2001, the Board of Directors increased the quarterly dividend to \$.145 per share.

RESULTS OF OPERATIONS - 2000 vs 1999

Consolidated net sales increased 4.2 percent to \$5.2 billion in 2000, primarily due to increased sales in the Paint Stores, Automotive Finishes and International Coatings Segments that were partially offset by decreased sales in the Consumer Segment.

Net external sales in the Paint Stores Segment during 2000 increased 6.1 percent to \$3.2 billion as higher volume sales of paint products outpaced increases in the stores' other product lines (wallcoverings, floorcoverings, spray equipment and associated products) with sales to professional painters and industrial users showing the greatest gains. Comparable-store sales increased 3.7 percent in 2000. This Segment ended 2000 with 2,488 stores in operation compared to 2,396 stores in operation at the end of the prior year. It is the objective of the Paint Stores Segment to expand its store base an average of three percent each year. In 2000, the Segment added 92 net new stores and expects to add 65 to 70 net new stores in 2001.

External sales in the Consumer Segment decreased 0.4 percent during 2000 to \$1.2 billion primarily due to a sluggish domestic do-it-yourself market. New product

launches, sales to new customers and increased sales to certain existing customers could not offset the effects of the sluggish retail market. The Company expects that additional Consumer Segment sales in 2001 from new product introductions, expansion of its presence at certain retailers and new customer accounts will not be sufficient to offset the effects of lost business and customer accounts in 2000. In addition, a sluggish domestic do-it-yourself market is expected to continue through at least the first half of 2001 and adversely impact year-over-year sales comparisons with 2000.

External sales in the Automotive Finishes Segment increased 4.8 percent during 2000 to \$493.4 million due primarily to the sales of vehicle refinish products. The soft fourth quarter domestic economy negatively impacted this Segment's OEM sales. The Company expects that sales from new product and color introductions, a stronger vehicle refinish market and an increase in the number of automotive branches will result in a sales increase for this Segment in 2001.

External sales in the International Coatings Segment increased 2.6 percent to \$307.0 million due primarily to increased gallons sold. Sales in local currencies were up 6.5 percent, while U.S. dollar comparisons were affected by currency conversions. Net sales for the year continued to be impacted by a shift in sales to lower priced products and competitive pricing due to poor market conditions in South America, particularly in Argentina. The Company expects to realize sales improvements in the International Coatings Segment in 2001 as economic conditions are expected to improve in most South American countries in which we operate.

Consolidated gross profit as a percent of sales decreased to 44.3 percent from 44.9 percent in 1999. The Company's gross profit margin was impacted by raw material cost increases, inflated energy costs and higher distribution costs. The Paint Stores Segment's 2000 gross profit margin was slightly higher than last year primarily due to increased paint volume sales, a favorable product sales mix and selective selling price increases. Gross profit margin in the Consumer Segment was lower than last year as competitive pricing pressures prohibited selling price increases sufficient to offset increased raw material costs and higher distribution costs. In addition, costs associated with

new product launches and new customer start-ups could not be offset by volume related manufacturing efficiencies and certain cost reductions. Gross profit margin decreased in the Automotive Finishes Segment and was also unfavorably impacted by increased raw material costs. Gross profit margin in the International Coatings Segment decreased primarily due to price competition, increased raw material costs and an unfavorable product sales mix to lower margin products.

Consolidated selling, general and administrative (SG&A) expenses remained flat as a percent of sales at 33.4 percent. Increased expenses in 2000 related to new store openings, new products, new customers and the consolidation of two research facilities and division administrative functions into the automotive technology center. Offsetting these increased expenses was the reduction in costs in 2000 due to the completion in 1999 of the Company's Year 2000 compliance project. The Paint Stores Segment's SG&A ratio was slightly unfavorable compared to last year primarily due to increased expenses related to 92 net new store openings. The Paint Stores Segment continued its investment in expanding its business in spite of the soft domestic economy during the latter part of the year. A slightly favorable SG&A ratio in the Consumer Segment for 2000 as compared to last year was primarily a result of certain administrative cost reductions partially offset by decreased sales and increased costs of new product launches and new customer start-ups. The Automotive Finishes Segment's SG&A ratio was also slightly favorable compared to last year primarily due to higher sales volume partially offset by severance and moving costs associated with the consolidation of the Segment's research and administrative functions into the newly purchased automotive technology center. The International Coatings Segment's SG&A ratio was unfavorable primarily due to higher commissions in Brazil relating to increased sales, partially offset by overall sales increases.

During the fourth quarter of 2000, the Company recognized an asset impairment charge of \$352.0 million (\$293.6 million after-tax or \$1.80 per diluted share) in the Consumer Segment to reduce the carrying values of certain long-lived assets, primarily goodwill, to their estimated fair values. Cash flow in 2000 was not affected by this accounting charge which is more fully

described in Note 2 on page 28 of this report.

Accordingly, consolidated segment operating profit for the year was reduced to 2.8 percent of sales compared to 9.8 percent of sales in 1999. Excluding the asset impairment charge, consolidated segment operating profit increased 1.1 percent but declined as a percent of sales to 9.5 percent from 9.8 percent last year. Segment operating profit of the Paint Stores Segment increased 9.2 percent to 12.9 percent of sales, as increased paint volume sales, a favorable product mix and selective selling price increases more than offset increased expenses related to new store openings. The Consumer Segment's operating profit, excluding the effects of the asset impairment charge, declined 8.0 percent primarily due to competitive pricing pressures that did not allow recovery of all increased raw material costs and higher distribution costs. Segment operating profit of the Automotive Finishes Segment decreased \$5.3 million or 7.9 percent primarily due to increased raw material costs and a \$6.8 million provision for the disposition of two research centers idled by the consolidation into the new automotive technology center. See Note 5, on page 29 of this report, for additional disposition and termination of operations information. Segment operating profit of the International Coatings Segment decreased to \$17.7 million from \$33.9 million last year primarily due to increased price competition, increased raw material costs and an unfavorable product sales mix to lower margin products. There are certain risks in transacting business internationally, such as changes in applicable laws and regulatory requirements, political instability, general economic and labor conditions, fluctuations in currency exchange rates and expatriation restrictions, which could adversely affect the financial condition or results of operation of the Company's consolidated foreign subsidiaries. Corporate expenses decreased in 2000 primarily due to the reduction in certain information systems expenses, including the completion of the Company's Year 2000 compliance project in 1999, partially offset by increased interest expense and certain unallocated employee benefit expenses. Refer to Note 17, on pages 35 through 37 of this report, for additional reportable segment information.

Interest expense increased slightly in 2000 primarily due to higher average short-term debt outstanding and

rates, partially offset by lower average long-term debt outstanding. As a result, interest coverage, excluding the effects of the asset impairment charge, remained unchanged from 1999 at 9.0 times. Interest coverage in 2000, after recording the effects of the asset impairment charge, decreased to 3.3 times. Fixed charge coverage, excluding the effects of the asset impairment charge, which is calculated using interest and rent expense, decreased to 4.5 times from 5.8 times in 1999. Fixed charge coverage in 2000, after recording the effects of the asset impairment charge, was 1.2 times.

Interest and net investment income decreased in 2000 primarily due to lower average cash and short-term investment balances, partially offset by higher average yields. See Note 4, on page 29 of this report, for further detail on Other expense - net. As shown in Note 13, on page 34 of this report, the effective income tax rate was 88.9 percent in 2000 due to the effect of a portion of the asset impairment charge that was not deductible for tax purposes. Excluding the effects of the asset impairment charge, the effective tax rate declined to 37.5 percent from 38.0 percent in 1999.

Net income decreased in 2000 to \$16.0 million from \$303.9 million in 1999 due primarily to the effects of the asset impairment charge. Net income per share-diluted was reduced to \$.10 per share from \$1.80 last year. See Note 15, on page 35 of this report, for detailed computations. Excluding the effects of the asset impairment charge, net income for 2000 increased 1.9 percent to \$309.7 million, and net income per share increased 5.6 percent to \$1.90 per diluted share.

RESULTS OF OPERATIONS - 1999 vs 1998

Consolidated net sales increased 1.4 percent to \$5.0 billion in 1999, primarily due to increased sales in the Paint Stores Segment which were partially offset by decreased sales in each of the other reportable segments.

Net external sales in the Paint Stores Segment during 1999 increased 6.3 percent primarily due to higher volume sales of paint products, combined with sales gains in each of the remaining major product lines (wallcoverings, floorcoverings, spray equipment and associated products). Comparable-store sales increased

4.0 percent in 1999. The Company launched its web site, "www.sherwin-williams.com" in 1999. A portion of the web site provides Paint Stores Segment customers, painting contractors, and others with product information and store locations along with do-it-yourself instruction.

External sales in the Consumer Segment decreased 4.5 percent during 1999 primarily due to the bankruptcy and subsequent liquidation of a large retail customer, the anticipated sales losses due to the closing of a *Cleaning Solutions* plant in the fourth quarter of 1998, and slow do-it-yourself coatings sales at certain customers.

External sales in the Automotive Finishes Segment declined 0.6 percent. The sales decrease in this Segment was primarily due to the effects of foreign currency translation losses and, to a lesser extent, a soft domestic automotive refinish market.

External sales in the International Coatings Segment declined 14.0 percent. Sales declines in the International Coatings Segment resulted primarily from the first quarter 1999 devaluation of the Brazilian real and continuing poor market conditions in South America. Gallons sold and sales in local currencies were up in most market areas.

Consolidated gross profit as a percent of sales increased to 44.9 percent from 43.2 percent in 1998. The Paint Stores Segment's 1999 gross profit margin was slightly higher than 1998 primarily due to a favorable product sales mix. Gross profit margin in the Consumer Segment was higher than 1998 as increased factory efficiencies and cost reductions associated with closing four manufacturing plants early in 1999 took effect. Gross profit margin in the Automotive Finishes Segment increased slightly due to product sales mix. Gross profit margin in the International Coatings Segment increased primarily due to increased factory efficiencies and cost reduction efforts.

SG&A expenses as a percent of sales increased to 33.4 percent in 1999 from 32.4 percent in 1998 resulting primarily from increased expenses related to new store openings, bad debts, certain employee benefits and information systems, partially offset by decreased SG&A expenses in the Consumer Segment primarily resulting from the consolidation of administrative functions of

four separate operating divisions into one. The Paint Stores Segment's SG&A ratio was slightly unfavorable compared to 1998 primarily due to increased expenses related to new store openings. A slightly unfavorable SG&A ratio in the Consumer Segment for 1999 as compared to 1998 was primarily a result of decreased sales and increased bad debt expense, partially offset by the consolidation of administrative functions. Automotive Finishes Segment's SG&A ratio was slightly unfavorable compared to 1998 primarily due to increases in bad debt expense and reduced sales volume. International Coatings Segment's SG&A ratio was unfavorable primarily due to reduced sales.

Consolidated operating profits increased 11.4 percent in 1999. Operating profits of the Paint Stores Segment increased 8.6 percent, primarily due to increased sales volume and gross profit margins. The Consumer Segment's operating profits were 23.7 percent higher than 1998 primarily due to decreased SG&A expenses and increased gross profit margins, partially offset by lower sales volume. Operating profits of the Automotive Finishes Segment increased 2.0 percent primarily due to increased gross profit margins, partially offset by slightly lower sales and increased SG&A expenses. Operating profits of the International Coatings Segment increased 40.3 percent primarily due to decreased foreign currency transaction losses associated with U.S. dollar denominated debt that was reduced and

improved gross profit margins, partially offset by decreased sales and increased SG&A expenses. Corporate expenses increased in 1999 primarily due to the increase in certain unallocated employee benefit and information systems expenses, partially offset by decreased interest expense. Additionally, the 1998 Corporate expenses included a net gain related to the sale of the Company's joint venture interest in American Standox, Inc.

Interest expense decreased in 1999 primarily due to lower average outstanding debt balances. As a result, interest coverage increased to 9.0 times from 7.1 times in 1998. Fixed charge coverage, which is calculated using interest and rent expense, increased to 3.7 times from 3.3 times in 1998.

Interest and net investment income decreased in 1999 primarily due to lower average yields, partially offset by slightly higher average cash and short-term investment balances. See Note 4, on page 29 of this report, for further detail on Other expense - net. As shown in Note 13, on page 34 of this report, the effective income tax rate in 1999 remained unchanged from 1998 at 38 percent.

Net income increased 11.4 percent in 1999 to \$303.9 million from \$272.9 million in 1998. Net income per share-diluted increased 14.6 percent to \$1.80 from \$1.57. See Note 15, on page 35 of this report for detailed computations.

REPORT OF MANAGEMENT

Shareholders

The Sherwin-Williams Company

We have prepared the accompanying consolidated financial statements and related information included herein for the years ended December 31, 2000, 1999 and 1998. The primary responsibility for the integrity of the financial information rests with management. This information is prepared in accordance with accounting principles generally accepted in the United States, based upon our best estimates and judgments and giving due consideration to materiality.

The Company maintains accounting and control systems which are designed to provide reasonable assurance that assets are safeguarded from loss or unauthorized use and which produce records adequate for preparation of

financial information. There are limits inherent in all systems of internal control based on the recognition that the cost of such systems should not exceed the benefits to be derived. We believe our systems provide this appropriate balance.

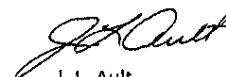
The Board of Directors pursues its responsibility for these financial statements through the Audit Committee, composed exclusively of independent directors. The Committee meets periodically with management, internal auditors and our independent auditors to discuss the adequacy of financial controls, the quality of financial reporting and the nature, extent and results of the audit effort. Both the internal auditors and independent auditors have private and confidential access to the Audit Committee at all times.



C. M. Connor
Chairman and Chief
Executive Officer



L. J. Pitorak
Senior Vice President - Finance,
Treasurer and Chief Financial
Officer



J. L. Ault
Vice President -
Corporate Controller

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Letter to Shareholders," and elsewhere in this report constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based upon management's current expectations, estimates, assumptions and beliefs concerning future events and conditions and may discuss, among other things, anticipated future performance (including sales and earnings), expected growth and future business plans. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as "expects," "anticipates," "believes," "will likely result," "will continue," "plans to," and similar expressions. Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements are necessarily subject to

risks, uncertainties and other factors, many of which are outside the control of the Company, that could cause actual results to differ materially from such statements. These risks, uncertainties and other factors include such things as: general business conditions, strengths of retail economies and the growth in the coatings industry; competitive factors, including pricing pressures and product innovation and quality; changes in raw material availability and pricing; changes in the Company's relationships with customers and suppliers; the ability of the Company to successfully integrate past and future acquisitions into its existing operations, as well as the performance of the businesses acquired; the ability of the Company to successfully complete planned divestitures; changes in general domestic economic conditions such as inflation rates, interest rates and tax rates; risk and uncertainties associated with the Company's expansion into foreign markets, including inflation rates, recessions, foreign currency exchange rates, foreign

investment and repatriation restrictions and other external economic and political factors; the achievement of growth in developing markets, such as Mexico and South America; increasingly stringent domestic and foreign governmental regulations including those affecting the environment; inherent uncertainties involved in assessing the Company's potential liability for environmental remediation-related activities; the nature, cost, quantity and outcome of pending and future litigation and other claims, including the lead pigment and lead-based paint litigation and the affect of any legislation and administrative regulations relating thereto; and unusual weather conditions.

Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

REPORT OF INDEPENDENT AUDITORS

Shareholders and Board of Directors
The Sherwin-Williams Company
Cleveland, Ohio

We have audited the accompanying consolidated balance sheets of The Sherwin-Williams Company and subsidiaries as of December 31, 2000, 1999 and 1998, and the related statements of consolidated income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of The Sherwin-Williams Company and subsidiaries at December 31, 2000, 1999 and 1998, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2000, in conformity with accounting principles generally accepted in the United States.

Ernst & Young LLP

Cleveland, Ohio
January 26, 2001

STATEMENTS OF CONSOLIDATED INCOME

(Thousands of Dollars Except Per Share Data)

	Year ended December 31,		
	2000	1999	1998
Net sales	\$ 5,211,624	\$ 5,003,837	\$ 4,934,430
Cost of goods sold	2,904,013	2,755,323	2,804,459
Gross profit	2,307,611	2,248,514	2,129,971
<i>Percent to net sales</i>	44.3%	44.9%	43.2%
Selling, general and administrative expenses	1,740,367	1,673,449	1,598,333
<i>Percent to net sales</i>	33.4%	33.4%	32.4%
Impairment of long-lived assets	352,040		
Operating income	215,204	575,065	531,638
<i>Percent to net sales</i>	4.1%	11.5%	10.8%
Interest expense	62,026	61,168	71,971
Interest and net investment income	(4,981)	(5,761)	(6,482)
Other expense - net	14,753	29,540	26,046
Income before income taxes	143,406	490,118	440,103
Income taxes	127,380	186,258	167,239
Net income	<u>\$ 16,026</u>	<u>\$ 303,860</u>	<u>\$ 272,864</u>
Net income per share:			
Basic	<u>\$.10</u>	<u>\$ 1.81</u>	<u>\$ 1.58</u>
Diluted	<u>\$.10</u>	<u>\$ 1.80</u>	<u>\$ 1.57</u>

See notes to consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

(Thousands of Dollars)

	December 31,		
	2000	1999	1998
Assets			
Current assets:			
Cash and cash equivalents	\$ 2,896	\$ 18,623	\$ 19,133
Accounts receivable, less allowance	594,162	606,046	604,516
Inventories:			
Finished goods	597,472	591,912	568,328
Work in process and raw materials	106,255	111,476	114,195
	<u>703,727</u>	<u>703,388</u>	<u>682,523</u>
Deferred income taxes	104,662	108,899	102,818
Other current assets	146,092	141,143	123,398
Total current assets	<u>1,551,539</u>	<u>1,578,099</u>	<u>1,532,388</u>
Goodwill	705,547	1,039,555	1,123,128
Intangible assets	259,085	274,924	291,715
Deferred pension assets	364,351	334,094	304,006
Other assets	147,769	94,464	80,466
Property, plant and equipment:			
Land	65,546	62,517	67,567
Buildings	431,524	431,802	422,902
Machinery and equipment	980,560	913,346	906,501
Construction in progress	52,779	40,262	43,274
	<u>1,530,409</u>	<u>1,447,927</u>	<u>1,440,244</u>
Less allowances for depreciation	<u>808,030</u>	<u>736,251</u>	<u>721,387</u>
	<u>722,379</u>	<u>711,676</u>	<u>718,857</u>
Total Assets	<u>\$ 3,750,670</u>	<u>\$ 4,032,812</u>	<u>\$ 4,050,560</u>
Liabilities and Shareholders' Equity			
Current liabilities:			
Short-term borrowings	\$ 106,854		
Accounts payable	448,799	\$ 458,919	\$ 408,144
Compensation and taxes withheld	137,211	140,934	125,698
Current portion of long-term debt	19,376	122,277	118,184
Other accruals	328,435	333,363	345,191
Accrued taxes	74,568	85,396	76,804
Total current liabilities	<u>1,115,243</u>	<u>1,140,889</u>	<u>1,074,021</u>
Long-term debt	623,587	624,365	730,283
Postretirement benefits other than pensions	208,673	206,591	204,763
Other long-term liabilities	331,303	362,435	325,553
Shareholders' equity:			
Common stock - \$1.00 par value: 159,558,335, 165,663,601 and 171,033,231 shares outstanding at December 31, 2000, 1999 and 1998, respectively	206,848	206,309	205,701
Other capital	158,650	150,887	143,686
Retained earnings	1,948,753	2,020,851	1,797,945
Treasury stock, at cost	(678,778)	(533,891)	(386,465)
Cumulative other comprehensive loss	(163,609)	(145,624)	(44,927)
Total shareholders' equity	<u>1,471,864</u>	<u>1,698,532</u>	<u>1,715,940</u>
Total Liabilities and Shareholders' Equity	<u>\$ 3,750,670</u>	<u>\$ 4,032,812</u>	<u>\$ 4,050,560</u>

See notes to consolidated financial statements.

STATEMENTS OF CONSOLIDATED CASH FLOWS

(Thousands of Dollars)

	Year ended December 31,		
	2000	1999	1998
Operating Activities			
Net income	\$ 16,026	\$ 303,860	\$ 272,864
Adjustments to reconcile net income to net operating cash:			
Impairment of long-lived assets	352,040		
Depreciation	108,906	105,350	97,821
Deferred income taxes	(26,886)	21,170	30,557
Provisions for disposition of operations	8,023	7,640	23,557
Provisions for environmental-related matters		16,334	4,295
Amortization of intangible assets	51,124	50,394	50,067
Defined benefit pension plans net credit	(29,629)	(28,083)	(30,851)
Net increase in postretirement liability	3,682	3,428	5,424
Foreign currency transaction losses	2,115	3,333	11,773
Other	7,744	13,594	554
Change in working capital accounts:			
Decrease (increase) in accounts receivable	21,264	(28,212)	(65,679)
Decrease (increase) in inventories	6,188	(24,420)	35,130
(Decrease) increase in accounts payable	(21,790)	60,487	(12,272)
(Decrease) increase in accrued taxes	(11,744)	6,019	32,449
Other	(22,645)	3,650	35,175
Increase in long-term accrued taxes	10,005	15,715	8,211
Costs incurred for environmental-related matters	(9,105)	(15,808)	(14,275)
Costs incurred for disposition of operations	(6,173)	(15,529)	(5,322)
Other	1,963	(13,808)	(10,721)
Net operating cash	<u>461,108</u>	<u>485,114</u>	<u>468,757</u>
Investing Activities			
Capital expenditures	(132,778)	(134,171)	(146,129)
Acquisitions of businesses	(60,108)	(15,427)	
Increase in other investments	(51,163)	(23,435)	(19,281)
Other	(8,989)	9,111	6,478
Net investing cash	<u>(253,038)</u>	<u>(163,922)</u>	<u>(158,932)</u>
Financing Activities			
Net increase (decrease) in short-term borrowings	106,854		(106,913)
Increase in long-term debt	16,931		4,559
Payments of long-term debt	(120,316)	(102,046)	(54,673)
Payments of cash dividends	(88,124)	(80,954)	(77,801)
Proceeds from stock options exercised	6,419	7,107	16,818
Treasury stock purchased	(146,857)	(145,806)	(83,791)
Other	1,662	2,791	7,579
Net financing cash	<u>(223,431)</u>	<u>(318,908)</u>	<u>(294,222)</u>
Effect of exchange rate changes on cash	<u>(366)</u>	<u>(2,794)</u>	
Net (decrease) increase in cash and cash equivalents	(15,727)	(510)	15,603
Cash and cash equivalents at beginning of year	<u>18,623</u>	<u>19,133</u>	<u>3,530</u>
Cash and cash equivalents at end of year	<u>\$ 2,896</u>	<u>\$ 18,623</u>	<u>\$ 19,133</u>
Taxes paid on income	\$ 156,514	\$ 153,890	\$ 85,746
Interest paid on debt	64,400	61,868	71,970

See notes to consolidated financial statements.

STATEMENTS OF CONSOLIDATED SHAREHOLDERS' EQUITY

(Thousands of Dollars Except Per Share Data)

	Common Stock	Other Capital	Retained Earnings	Treasury Stock	Cumulative Other Comprehensive Loss	Total
Balance at January 1, 1998	\$ 204,538	\$ 119,695	\$ 1,602,882	\$ (301,418)	\$ (33,517)	\$ 1,592,180
Comprehensive income:						
Net income			272,864			272,864
Other comprehensive loss					(11,410)	(11,410)
Comprehensive income						261,454
Treasury stock purchased				(83,791)		(83,791)
Stock issued (tendered)						
for exercise of options	1,201	23,103		(1,256)		23,048
Restricted stock grants (net activity)	(38)	2,128				2,090
Stock acquired for trust		(1,240)				(1,240)
Cash dividends -- \$.45 per share			(77,801)			(77,801)
Balance at December 31, 1998	205,701	143,686	1,797,945	(386,465)	(44,927)	1,715,940
Comprehensive income:						
Net income			303,860			303,860
Other comprehensive loss					(100,697)	(100,697)
Comprehensive income						203,163
Treasury stock purchased				(145,806)		(145,806)
Stock issued (tendered)						
for exercise of options	463	8,597		(252)		8,808
Stock tendered in connection						
with restricted stock grants				(1,368)		(1,368)
Restricted stock grants (net activity)	145	(69)				76
Stock acquired for trust		(1,327)				(1,327)
Cash dividends -- \$.48 per share			(80,954)			(80,954)
Balance at December 31, 1999	206,309	150,887	2,020,851	(533,891)	(145,624)	1,698,532
Comprehensive income:						
Net income			16,026			16,026
Other comprehensive loss					(17,985)	(17,985)
Comprehensive loss						(1,959)
Treasury stock purchased				(146,857)		(146,857)
Stock issued (tendered)						
for exercise of options	534	8,121		(192)		8,463
Stock tendered in connection						
with restricted stock grants				(173)		(173)
Restricted stock grants (net activity)	5	3,176				3,181
Stock acquired for trust		(1,199)				(1,199)
Treasury stock transferred to trust		(2,335)		2,335		
Cash dividends -- \$.54 per share			(88,124)			(88,124)
Balance at December 31, 2000	<u>\$ 206,848</u>	<u>\$ 158,650</u>	<u>\$ 1,948,753</u>	<u>\$ (678,778)</u>	<u>\$ (163,609)</u>	<u>\$ 1,471,864</u>

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Thousands of Dollars Unless Otherwise Indicated)

NOTE 1—SIGNIFICANT ACCOUNTING POLICIES

Consolidation. The consolidated financial statements include all controlled subsidiaries. Inter-company accounts and transactions have been eliminated.

Use of estimates. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Nature of operations. The Company is engaged in the manufacture, distribution and sale of coatings and related products to professional, industrial, commercial and retail customers primarily in North and South America.

Reportable segments. See Note 17.

Cash flows. The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Fair value of financial instruments. The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Cash and cash equivalents: The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents approximate fair value.

Short-term investments: The carrying amounts reported in the consolidated balance sheets for marketable debt and equity securities are based on quoted market prices and approximate fair value.

Investments in securities: The Company maintains certain long-term investments, classified as available for sale securities, in a fund to provide for payment of health care benefits of certain qualified employees. The estimated fair values of these securities, included in Other assets, of \$15,913, \$21,093, and \$25,523 at December 31, 2000, 1999, and 1998, respectively, are based on quoted market prices.

Long-term debt (including current portion): The fair values of the Company's publicly traded debentures, shown below, are based on quoted market prices. The fair values of the Company's non-traded debt, also shown below, are estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements.

	December 31,					
	2000		1999		1998	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Publicly traded debt	\$613,709	\$592,113	\$726,017	\$698,031	\$764,806	\$825,989
Non-traded debt	29,179	26,203	20,536	18,969	83,559	80,929

Interest rate swaps: The Company occasionally enters into interest rate swaps primarily to hedge against interest rate risks. These agreements generally involve the exchange of fixed and floating rate interest payment obligations without the exchange of the underlying principal amounts. Counterparties to these agreements are major financial institutions. Management believes the risk of incurring losses related to credit risk is remote. There were no interest rate swaps outstanding at December 31, 2000 and 1999.

Non-traded investments: It was not practicable to estimate the fair value of the Company's investment in certain non-traded investments because of the lack of quoted market prices and the inability to estimate fair values without incurring excessive costs. The carrying amounts, included in Other assets, of \$25,143, \$15,860, and \$20,034 at December 31, 2000, 1999, and 1998, respectively, represent the Company's best estimate of current economic values of these investments.

Investment in life insurance. The Company invests in broad-based corporate owned life insurance. The cash surrender values of the policies, net of policy loans, are included in Other assets. The net expense associated with such investment is included in Other expense - net. Such expense is immaterial to Income before income taxes.

Impairment of long-lived assets. The Company evaluates the recoverability of long-lived assets and the related estimated remaining lives at each balance sheet date. The Company records an impairment or change in useful life whenever events or changes in circumstances indicate that the carrying amount may not be recoverable or the useful life has changed in accordance with Statement of Financial Accounting Standards (SFAS) No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of." See Note 2.

Goodwill. Goodwill represents the cost in excess of fair value of net assets acquired in business combinations accounted for by the purchase method and is amortized on a straight-line basis over the expected period of benefit ranging from 10 to 40 years. Accumulated amortization of goodwill was \$84,827, \$107,365 and \$78,983 at December 31, 2000, 1999, and 1998, respectively. See Note 2.

Intangibles. Intangible assets include non-compete covenants, operating rights, patents, and trademarks. These assets are amortized on a straight-line basis over the expected period of benefit ranging from 2 to 40 years. Accumulated amortization of intangible assets was \$129,320, \$119,125, and \$102,359 at December 31, 2000, 1999, and 1998, respectively.

Property, plant and equipment. Property, plant and equipment is stated on the basis of cost. Depreciation is provided principally by the straight-line method. The major classes of assets and ranges of depreciation rates are as follows:

Buildings	2% - 6-2/3%
Machinery and equipment.....	4% - 20%
Furniture and fixtures.....	5% - 33-1/3%
Automobiles and trucks.....	10% - 33-1/3%

Letters of credit. The Company occasionally enters into standby letter of credit agreements to guarantee various operating activities. These agreements, which expire in 2001, provide credit availability to the various beneficiaries if certain contractual events occur. Amounts outstanding under these agreements totaled \$12,230, \$14,177, and \$15,042 at December 31, 2000, 1999, and 1998, respectively.

Foreign currency translation. All consolidated non-highly inflationary foreign operations use the local currency of the country of operation as the functional currency and translate the local currency asset and liability accounts at year-end exchange rates while income and expense accounts are translated at average exchange rates. The resulting translation adjustments are included in Cumulative other comprehensive loss, a component of Shareholders' equity.

Revenue recognition. Substantially all revenues are recognized when products are shipped and title has passed to unaffiliated customers.

Technical expenditures. Total technical expenditures include research and development costs, quality control, product formulation expenditures and other similar items. Research and development costs included in technical expenditures were \$33,927, \$27,200, and \$23,955 for 2000, 1999, and 1998, respectively.

Advertising expenses. The cost of advertising is expensed as incurred. The Company incurred \$276,078, \$265,411, and \$282,817 in advertising costs during 2000, 1999, and 1998, respectively.

Environmental matters. Capital expenditures for ongoing environmental compliance measures are recorded in the consolidated balance sheets, and related expenses are included in the normal operating expenses of conducting business. The Company is involved with environmental compliance, investigation and remediation activities at some of its current and former sites and at a number of third-party sites. The Company accrues for certain environmental remediation-related activities for which commitments or clean-up plans have been developed and for which costs can be reasonably estimated. All accrued amounts are recorded on an undiscounted basis. Accrued environmental remediation-related expenses include direct costs of remediation and indirect costs related to the remediation effort, such as compensation and benefits for employees directly involved in the remediation activities and fees paid to outside engineering, consulting and law firms. See Notes 4 and 9.

Stock-based compensation. The Company uses the intrinsic value method of accounting for stock-based compensation in accordance with Accounting Principles Board Opinion (APBO) No. 25. See Note 12 for pro forma disclosure of net income and earnings per share under the fair value method of accounting for stock-based compensation as prescribed by SFAS No. 123, "Accounting for Stock-Based Compensation."

Earnings per share. Basic net income per share is computed based on the weighted-average number of shares outstanding during the year. Diluted net income per share is computed based on the weighted-average number of shares outstanding plus all dilutive securities potentially outstanding during the year. See Note 15. All references to earnings or losses per share throughout this report are stated on a diluted per share basis unless otherwise indicated.

Impact of recently issued accounting standards. Financial Accounting Standards Board (FASB) SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended, is effective for all fiscal years beginning after June 15, 2000. SFAS No. 133 requires all derivative instruments to be recorded as either assets or liabilities at fair value. Gains or losses resulting from changes in the values of those derivative instruments may be recognized immediately or deferred depending on the use of the derivative or whether it qualifies as a hedge. The Company will comply with the requirements of SFAS No. 133 beginning January 1, 2001, as required. The impact of complying with this statement is not expected to have a material effect on the Company's financial condition, results of operations or cash flows.

Reclassification. Certain amounts in the 1999 and 1998 consolidated financial statements have been reclassified to conform with the 2000 presentation.

NOTE 2-IMPAIRMENT OF LONG-LIVED ASSETS

During the fourth quarter of 2000, the Company recognized an impairment charge of \$352,040 (\$293,628 after tax or \$1.80 per share) to reduce the carrying values of certain long-lived assets to their estimated fair values. Charges of \$342,522 reduced goodwill while the remaining portion of the charge primarily reduced fixed assets. The impaired assets are part of the Consumer Segment related to the previous acquisitions of Thompson Minwax Holding Corp. and Pratt & Lambert United, Inc., and the assets of Sunshine Quality Products, Inc. and the Household and Professional Products Division of Grow Group, Inc. Current year losses, cash flow deficiencies and cash flow shortfalls from expectations indicated an impairment review was necessary. Undiscounted future cash flows estimated by management established that impairment existed at December 31, 2000. The amount of impairment was estimated using a discounted cash flow valuation technique incorporating a discount rate commensurate with the risks involved for each group of assets.

NOTE 3-INVENTORIES

Inventories are stated at the lower of cost or market. Cost is determined principally on the last-in, first-out (LIFO) method which provides a better matching of current costs and revenues in periods of inflation. The following presents the effect on inventories, net income and net income per share had the Company used the first-in, first-out (FIFO) inventory valuation adjusted for income taxes at the statutory rate and assuming no other adjustments. This information is presented to enable the reader to make comparisons with companies using the FIFO method of inventory valuation.

	2000	1999	1998
Percentage of total inventories on LIFO ..	89%	90%	91%
Excess of FIFO over LIFO	\$ 110,124	\$ 97,953	\$ 96,235
Increase (decrease) in net income due to LIFO	(7,916)	(894)	4,685
Increase (decrease) in net income per share due to LIFO	(.05)	(.01)	.03

NOTE 4 - OTHER EXPENSE - NET

A summary of significant items included in Other expense - net is as follows:

	2000	1999	1998
Dividend and royalty income	\$ (4,144)	\$ (4,692)	\$ (3,069)
Net expense of financing and investing activities	10,926	7,084	2,542
Provisions for environmental matters - net (see Note 9)		15,402	695
Provisions for disposition and termination of operations (see Note 5)	6,968	3,830	12,290
Foreign currency exchange losses	2,115	3,333	11,773
Other (income) expense	(1,112)	4,583	1,815
	<u>\$ 14,753</u>	<u>\$ 29,540</u>	<u>\$ 26,046</u>

The net expense of financing and investing activities represents the net realized gains or losses from disposing of fixed assets, the net gain or loss associated with the investment in certain long-term asset funds, the net pre-tax expense associated with the Company's investment in broad-based corporate owned life insurance, other related fees and, in 1998, the net gain related to the sale of the Company's joint venture interest in American Standox, Inc.

The provisions for environmental matters represent the net charge necessary to record the most current estimates of potential costs of environmental remediation at current, former and third-party sites. See Note 9. The provision for 1998 was partially offset by settlements with certain insurance carriers totaling \$3,600.

The provisions for disposition and termination of operations reduce property, plant and equipment at closed facilities to estimated net realizable value and adjust previous provisions to current estimates as closure or disposition occurs. See Note 5.

NOTE 5 - DISPOSITION AND TERMINATION OF OPERATIONS

The Company is continually re-evaluating its operating facilities against its long-term strategic goals. Upon cessation of operations, a provision is made to reduce property, plant and equipment to its estimated net realizable value. The expense is included in Other expense - net. Similarly, provisions are made, and included in Cost of goods sold, to provide for all qualified exit costs such as lease cancellation penalties, post-closure rent expenses, incremental post-closure expenses and the estimated costs of employee terminations.

During 2000, provisions were made to reduce certain assets to their net realizable value for two research centers idled by the Automotive Finishes Segment, resulting from the consolidation of its research operations into a newly purchased facility, and for a

closed distribution center. Provisions were made for qualified exit costs associated with the shut down of these facilities, primarily incremental post-closure costs. In 1999, provisions were made to reduce certain assets to their net realizable value and to accrue qualified exit costs for two idle manufacturing facilities and a leased warehouse and for four redundant manufacturing facilities in 1998. Adjustments are made to prior accruals as information becomes available upon which more accurate costs can be reasonably estimated.

Approximately 45 percent of the ending accrual at December 31, 2000 consisted of reductions in property, plant and equipment to estimated net realizable values. Approximately one-half of the reduction to net realizable value relates to facilities closed in 2000 while the other half relates primarily to facilities that ceased operations prior to 1998. The remaining portion of the ending accrual at December 31, 2000 relates primarily to post-closure demolition expenses, continued lease payments or cancellation penalties, and ongoing contractual expenses relating to facilities whose operations ceased prior to 1998. The Company is involved in ongoing environmental-related activities at certain owned facilities that have been closed and cannot reasonably estimate when such matters will be concluded to allow for disposition. As sale of the facilities occurs, following the completion of the environmental-related activities or at time of demolition, the realized loss from carrying value to net realizable value will be charged to the accrual. Most remaining demolition expenses are expected to be incurred during 2001.

A summary of the financial data related to the closing or sale of the facilities is as follows:

	2000	1999	1998
Beginning accruals - January 1	\$34,883	\$ 56,097	\$ 47,111
Provisions included in Cost of goods sold	1,055	3,810	11,267
Provisions included in Other expense - net	6,990	278	14,094
Prior accrual adjustments included in Other expense - net	(22)	3,552	(1,804)
Total charges included in Other expense - net	6,968	3,830	12,290
Actual expenditures charged to accrual	(6,173)	(15,529)	(5,322)
Realized losses charged to accrual	(4,459)	(13,325)	(9,249)
Ending accruals - December 31	<u>\$ 32,274</u>	<u>\$ 34,883</u>	<u>\$ 56,097</u>
Net after-tax charges to current operations	\$ 5,215	\$ 4,966	\$ 15,312
Net after-tax charges per share	\$.03	\$.03	\$.09

NOTE 6 - PENSION AND OTHER BENEFITS

The Company provides pension benefits to substantially all employees through noncontributory defined benefit or defined contribution plans. The Company's annual contribution for its defined contribution pension plans, which is based on a level percentage of compensation for covered employees, was \$33,043, \$31,512, and \$27,004 in 2000, 1999, and 1998, respectively.

The Company provides certain health care benefits for active employees. The plans are contributory and contain cost-sharing features such as deductibles and coinsurance. There were 16,811, 16,081, and 15,894, active employees entitled to receive benefits

under these plans as of December 31, 2000, 1999, and 1998, respectively. The cost of these benefits for active employees is recognized as claims are incurred and amounted to \$58,782, \$52,640, and \$47,563 for 2000, 1999, and 1998, respectively. The Company has a fund, to which it no longer intends to contribute, that provides for payment of health care benefits of certain qualified employees. Distributions from the fund amounted to \$7,410, \$6,421, and \$4,928 in 2000, 1999, and 1998, respectively.

Employees of the Company who were hired prior to January 1, 1993 and who are not members of a collective bargaining unit, and certain groups of employees added through acquisitions, are eligible for certain health care and life insurance benefits upon retirement from active service, subject to the terms, conditions and limitations of the applicable plans. There were 4,855, 4,831, and 4,800 retired employees entitled to receive benefits as of December 31, 2000, 1999, and 1998, respectively. The plans are unfunded.

	Defined Benefit Pension Plans			Other Postretirement Benefits		
	2000	1999	1998	2000	1999	1998
Benefit obligation:						
Balance at beginning of year	\$ 170,632	\$ 169,099	\$ 175,204	\$ 225,686	\$ 217,627	\$ 206,007
Service cost	2,990	3,237	2,564	3,821	4,215	3,877
Interest cost	12,504	11,516	11,942	15,649	14,467	13,909
Actuarial loss (gain)	8,957	(1,106)	1,702	15,930	966	3,184
Plan amendments	738		2,003			
Plan mergers	9,446					
Other - net	208	181				
Benefits paid	(10,596)	(12,295)	(24,316)	(13,150)	(11,589)	(9,350)
Balance at end of year	<u>194,879</u>	<u>170,632</u>	<u>169,099</u>	<u>247,936</u>	<u>225,686</u>	<u>217,627</u>
Plan assets:						
Balance at beginning of year	523,453	492,384	446,271			
Actual return on plan assets	25,534	44,859	71,188			
Plan mergers	17,017					
Other - net	(954)	(1,495)	(759)			
Benefits paid	(10,596)	(12,295)	(24,316)			
Balance at end of year	<u>554,454</u>	<u>523,453</u>	<u>492,384</u>			
Excess (deficient) plan assets:						
Balance at end of year	359,575	352,821	323,285	(247,936)	(225,686)	(217,627)
Unrecognized net asset		(1,279)	(2,792)			
Unrecognized actuarial loss (gain)	2,080	(20,262)	(20,348)	37,752	21,993	20,171
Unrecognized prior service cost (credit)	2,320	2,404	2,330	(11,689)	(14,498)	(17,307)
Net asset (liability) recognized in the consolidated balance sheets	<u>\$ 363,975</u>	<u>\$ 333,684</u>	<u>\$ 302,475</u>	<u>\$ (221,873)</u>	<u>\$ (218,191)</u>	<u>\$ (214,763)</u>
Net asset (liability) recognized in the consolidated balance sheets consists of:						
Prepaid benefit cost	\$ 364,351	\$ 334,094	\$ 304,006			
Accrued benefit liability				\$ (208,673)	\$ (206,591)	\$ (204,763)
Amount included in current liabilities	(376)	(410)	(1,531)	(13,200)	(11,600)	(10,000)
	<u>\$ 363,975</u>	<u>\$ 333,684</u>	<u>\$ 302,475</u>	<u>\$ (221,873)</u>	<u>\$ (218,191)</u>	<u>\$ (214,763)</u>
Weighted-average assumptions as of December 31:						
Discount rate	7.00%	7.25%	6.75%	7.00%	7.25%	6.75%
Expected long-term rate of return on assets	8.50%	8.50%	8.50%			
Rate of compensation increase	5.00%	5.00%	5.00%			
Health care cost trend rate				6.00%	6.40%	6.70%
Net periodic benefit (credit) cost:						
Service and interest cost	\$ 15,494	\$ 14,753	\$ 14,506	\$ 19,470	\$ 18,682	\$ 17,786
Net amortization and deferral	(490)	(699)	(2,524)	(2,814)	(2,768)	(2,809)
Expected return on assets	(44,633)	(42,137)	(37,531)			
Settlement gain			(5,302)			
Net periodic benefit (credit) cost	<u>\$ (29,629)</u>	<u>\$ (28,083)</u>	<u>\$ (30,851)</u>	<u>\$ 16,656</u>	<u>\$ 15,914</u>	<u>\$ 14,977</u>

Plan assets included 2,338,800 shares of the Company's common stock at December 31, 2000 with a market value of \$61,541. Dividends received during the year from Company stock was \$1,155.

The assumed health care cost trend rate was revised during the year ended December 31, 2000, to 9.5 percent for 2001 decreasing gradually to 5.5 percent for 2010 and thereafter. Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plan. A one-percentage-point change in assumed health care cost trend rates would have the following effects as of December 31, 2000:

	One-Percentage-Point	
	Increase	(Decrease)
Effect on total of service and interest cost components	\$ 580	\$ (565)
Effect on the postretirement benefit obligation	\$ 8,137	\$ (7,900)

NOTE 7—LONG-TERM DEBT

	Due Date	Amount Outstanding		
		2000	1999	1998
6.85% Notes	2007	\$ 199,807	\$ 199,775	\$ 199,742
7.375% Debentures	2027	149,910	149,907	149,903
7.45% Debentures	2097	149,408	149,402	149,396
6.5% Notes	2002	99,989	99,978	99,966
6.25% Notes	2000			99,974
9.875% Debentures	2007 to 2016	11,500	15,900	15,900
5% to 9% Promissory Notes	Through 2005	8,882	5,752	10,623
8% to 12% Promissory Notes partially secured by certain land and buildings	Through 2005	2,259	3,569	3,884
4.75% Promissory Note	2000			800
Other Obligations		1,832	82	95
		<u>\$ 623,587</u>	<u>\$ 624,365</u>	<u>\$ 730,283</u>

Maturities of long-term debt are as follows for the next five years: \$19,368 in 2001; \$106,616 in 2002; \$5,632 in 2003; \$405 in 2004, and \$204 in 2005.

Interest expense on long-term debt was \$46,569, \$55,415, and \$59,137 for 2000, 1999, and 1998, respectively.

The Company has renewable 364-day and five-year amended revolving credit agreements. The current agreements with effective dates of December 29, 2000 and January 3, 2001 reflect the following: 1) a 364-day annually renewable agreement aggregating \$129,600 expiring on December 28, 2001; and 2) a five-year rolling agreement aggregating \$638,400, with \$30,400, \$190,400, and \$417,600 expiring on January 3, 2003, 2005, and 2006, respectively. There were no borrowings outstanding under any revolving credit agreement during all years presented.

The Company uses the revolving credit agreements to satisfy its commercial paper program's dollar for dollar liquidity requirement. At December 31, 2000, borrowings outstanding under the commercial paper program totaled \$106,854 and are included in Short-term borrowings on the balance sheet. The weighted-average interest rate related to these borrowings was 6.6% at December 31, 2000. There were no borrowings

outstanding under this program at December 31, 1999 and 1998, respectively. Effective January 3, 2001, this program is limited to \$768,000, which equals the new aggregate maximum borrowing capacity under the revolving credit agreements.

On October 6, 1997, the Company issued \$50,000 of debt securities remaining under a previously existing shelf registration with the Securities and Exchange Commission consisting of 5.5% notes, due October 15, 2027, with provisions that the holders, individually or in the aggregate, may exercise a put option on October 15, 1999 and annually thereafter that would require the Company to repay the securities. On October 15, 2000 and 1999, individual debt security holders exercised put options requiring the Company to repay \$7,960 and \$38,945 of these debt securities. The remaining balance of \$3,095 at December 31, 2000 and \$11,055 at December 31, 1999 of these debt securities are included in Current portion of long-term debt on the balance sheets.

On December 24, 1997, the Company filed a shelf registration with the Securities and Exchange Commission covering \$150,000 of unsecured debt securities with maturities greater than nine months from the date of issue. The Company may issue these securities from time to time in one or more series and will offer the securities on terms determined at the time of sale. There were no borrowings outstanding under this registration at December 31, 2000, 1999, and 1998.

On August 18, 1998, the Company filed a universal shelf registration statement with the Securities and Exchange Commission to issue debt securities, common stock and warrants up to \$1,500,000. The registration was effective September 8, 1998. There were no borrowings outstanding under this registration at December 31, 2000, 1999, and 1998.

NOTE 8—LEASES

The Company leases certain stores, warehouses, manufacturing facilities, office space and equipment. Renewal options are available on the majority of leases and, under certain conditions, options exist to purchase certain properties. Rental expense for operating leases was \$130,552, \$123,084, and \$117,762 for 2000, 1999, and 1998, respectively. Certain store leases require the payment of contingent rentals based on sales in excess of specified minimums. Contingent rentals included in rent expense were \$12,423, \$11,530, and \$10,329 in 2000, 1999, and 1998, respectively. Rental income, as lessor, from real estate leasing activities and sublease rental income for all years presented was not significant.

Following is a schedule, by year and in the aggregate, of future minimum lease payments under noncancellable operating leases having initial or remaining terms in excess of one year at December 31, 2000:

2001	\$ 98,001
2002	81,919
2003	62,376
2004	46,533
2005	30,805
Later years	81,959
Total minimum lease payments	<u>\$ 401,593</u>

NOTE 9—OTHER LONG-TERM LIABILITIES

Included in Other long-term liabilities at December 31, 2000, 1999, and 1998 were accruals for extended environmental-related activities of \$116,594, \$124,096 and \$127,613, respectively. The accrual for extended environmental-related activities represents the Company's provisions for estimated costs associated with some of its current and former sites. Also, the Company, together with other parties, has been designated a potentially responsible party under federal and state environmental protection laws for the remediation of hazardous waste at a number of third-party sites, primarily Superfund sites. In general, these laws provide that potentially responsible parties may be held jointly and severally liable for investigation and remediation costs regardless of fault. The Company provides for, and includes in long-term liabilities, its estimated potential long-term liability for investigation and remediation costs with respect to such third-party sites.

The Company initially provides for the estimated cost of environmental-related activities relating to its current, former and third-party sites when costs can be reasonably estimated. These estimates are determined based on currently available facts regarding each site. If the best estimate of costs can only be identified as a range and no specific amount within that range can be determined more likely than any other amount within the range, the minimum of the range is accrued. Actual costs incurred may vary from these estimates due to the inherent uncertainties involved. The Company believes that any additional liability in excess of amounts provided which may result from the resolution of such matters will not have a material adverse effect on the financial condition, liquidity or cash flow of the Company.

Current environmental-related liabilities are included in Other accruals on the consolidated balance sheets.

NOTE 10—STOCK PURCHASE PLAN

As of December 31, 2000, 14,611 employees participated in the Company's Employee Stock Purchase and Savings Plan. The Company's contribution charged to operations was \$28,070, \$36,535, and \$32,679 for 2000, 1999, and 1998, respectively. Additionally, the Company made contributions on behalf of participating employees, representing amounts authorized by employees to be withheld from their earnings, of \$26,636, \$22,581, and \$20,250 in 2000, 1999, and 1998, respectively.

At December 31, 2000, there were 25,345,026 shares of the Company's stock being held by this plan, representing 15.9 percent of the total number of voting shares outstanding. Shares of company stock credited to each member's account under the plan are voted by the trustee under instructions from each individual plan member. Shares for which no instructions are received, along with any unallocated shares held in the plan, are voted by the trustee in the same proportion as those for which instructions are received.

NOTE 11—CAPITAL STOCK

	Shares in Treasury	Shares Outstanding
Balance at January 1, 1998	31,630,255	172,907,418
Shares tendered as payment for options exercised	37,663	(37,663)
Shares issued for exercise of stock options		1,201,476
Shares cancelled under previous restricted stock grants		(38,000)
Treasury stock purchased	3,000,000	(3,000,000)
Balance at December 31, 1998	34,667,918	171,033,231
Shares tendered as payment for options exercised	8,392	(8,392)
Shares issued for exercise of stock options		462,598
Shares tendered in connection with restricted stock grants	44,236	(44,236)
Net shares issued under restricted stock grants		145,400
Treasury stock purchased	5,925,000	(5,925,000)
Balance at December 31, 1999	40,645,546	165,663,601
Shares tendered as payment for options exercised	8,757	(8,757)
Shares issued for exercise of stock options		533,991
Shares transferred to revocable trust	(165,000)	165,000
Net shares issued under restricted stock grants		4,500
Treasury stock purchased	6,800,000	(6,800,000)
Balance at December 31, 2000	47,289,303	159,558,335

An aggregate of 19,184,038 shares, 19,722,529 shares, and 20,389,127 shares of stock at December 31, 2000, 1999 and 1998, respectively, were reserved for future grants of restricted stock and the exercise and future grants of stock options. Shares outstanding include 432,518 shares, 215,150 shares, and 159,800 shares of stock held in a revocable trust at December 31, 2000, 1999, and 1998, respectively. At December 31, 2000, there were 300,000,000 shares of common stock and 30,000,000 shares of serial preferred stock authorized for issuance (3,000,000 shares of the authorized serial preferred stock have been designated as cumulative redeemable serial preferred stock which may be issued pursuant to the Company's shareholders' rights plan if the Company becomes the target of coercive and unfair takeover tactics).

NOTE 12—STOCK PLAN

The Company's 1994 Stock Plan permits the granting of restricted stock, stock appreciation rights and stock options to eligible employees. The 1994 Stock Plan succeeded the 1984 Stock Plan which expired on February 15, 1994. Although no further grants may be made under the 1984 Stock Plan, all rights granted under such plan remain. The Company's 1997 Stock Plan for Nonemployee Directors provides for the granting of restricted stock and stock options to members of the Board of Directors who are not employees of the Company. There were 400,000 shares authorized as available for grant under the 1997 Stock Plan. Grants made pursuant to the 1997 Stock Plan are authorized by the Board of Directors.

Restricted stock grants, which generally require four years of continuous employment from the date of grant before vesting and receiving the shares without restriction, have been awarded to certain officers and key employees under the 1994 Stock Plan. The number of shares to be received without restriction is based on the Company's performance relative to a peer group of companies. Shares of restricted stock that vested and were delivered to officers and employees amounted to 120,400 during 1999. No shares of restricted stock vested during 2000 or 1998. At December 31, 2000, there were 352,500 shares of restricted stock outstanding. Unamortized deferred compensation expense with respect to the restricted stock grants amounted to \$3,036, \$4,249, and \$2,781 at December 31, 2000, 1999, and 1998, respectively, and is being amortized over the four-year vesting period. Deferred compensation expense aggregated \$3,180, \$77, and \$2,090 in 2000, 1999, and 1998, respectively. No stock appreciation rights have been granted.

A summary of restricted stock granted during 2000, 1999, and 1998 is as follows:

	2000	1999	1998
Shares granted	4,500	204,000	4,000
Weighted-average fair value of restricted shares granted during year	\$ 19.63	\$ 23.77	\$ 33.06

Non-qualified and incentive stock options have been granted to certain officers and key employees under the plans at prices not less than fair market value of the shares, as defined by the plans, at the date of grant. The options generally become exercisable to the extent of one-third of the optioned shares for each full year following the date of grant and generally expire ten years after the date of grant. The number of options and any period of service required before the options may be exercised is determined by the Board of Directors at the time of grant. No options may be exercised more than ten years from the date of the grant.

The Company has elected to follow APBO No. 25, "Accounting for Stock Issued to Employees," and related interpretations, in

accounting for its employee stock options because, as discussed below, the alternative fair value accounting provided for under SFAS No. 123, "Accounting for Stock-Based Compensation," requires use of highly subjective assumptions in option valuation models. Under APBO No. 25, because the exercise price of the Company's employee stock options is not less than fair market price of the shares at the date of grant, no compensation expense is recognized in the financial statements. Pro forma information regarding net income and earnings per share, determined as if the Company had accounted for its employee stock options under the fair value method of SFAS No. 123, is required by that statement. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions for all options granted:

	2000	1999	1998
Risk-free interest rate	6.29%	5.34%	5.14%
Expected life of option	3 years	3 years	3 years
Expected dividend yield of stock	2.00%	2.00%	2.00%
Expected volatility of stock	0.305	0.265	0.194

The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, it is management's opinion that the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

The amounts below represent the pro forma information calculated through use of the Black-Scholes model. For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period.

	2000	1999	1998
Pro forma net income.....	\$ 9,617	\$ 297,107	\$ 269,838
Pro forma net income per share:			
Basic	\$.06	\$ 1.77	\$ 1.57
Diluted	\$.06	\$ 1.76	\$ 1.56

A summary of the Company's stock option activity and related information for the years ended December 31, 2000, 1999 and 1998 is shown in the following table:

	2000		1999		1998	
	Optioned Shares	Weighted-Average Exercise Price	Optioned Shares	Weighted-Average Exercise Price	Optioned Shares	Weighted-Average Exercise Price
Outstanding beginning of year	10,724,653	\$ 22.78	6,259,702	\$ 22.89	5,810,471	\$ 18.47
Granted	2,820,900	19.75	5,292,350	22.33	1,867,500	29.10
Exercised	(533,991)	12.02	(462,598)	15.36	(1,201,476)	14.00
Canceled	(423,252)	24.62	(364,801)	27.69	(216,793)	26.68
Outstanding end of year	12,588,310	\$ 22.47	10,724,653	\$ 22.78	6,259,702	\$ 22.89
Exercisable at end of year	5,923,537	\$ 23.31	3,971,139	\$ 21.09	3,019,873	\$ 17.77
Weighted-average fair value of options granted during year	\$ 4.72		\$ 4.67		\$ 5.12	
Reserved for future grants	6,595,728		8,997,876		14,129,425	

Exercise prices for optioned shares outstanding as of December 31, 2000 ranged from \$9.56 to \$35.34. A summary of these options by range of exercise prices is as follows:

Range of Exercise Prices	Outstanding			Exercisable	
	Optioned Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (years)	Optioned Shares	Weighted-Average Exercise Price
< \$16.00	390,829	\$ 12.86	1.80	390,829	\$ 12.86
\$16.00 - \$19.99	3,241,788	19.03	9.38	557,988	16.51
\$20.00 - \$26.00	6,128,196	22.00	8.01	2,701,625	21.74
> \$26.00	2,827,497	28.77	6.96	2,273,095	28.65
	<u>12,588,310</u>	<u>\$ 22.47</u>	<u>7.67</u>	<u>5,923,537</u>	<u>\$ 23.31</u>

NOTE 13—INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes using the enacted tax rates and laws that are currently in effect. Significant components of the Company's deferred tax assets and liabilities as of December 31, 2000, 1999 and 1998 are as follows:

	2000	1999	1998
Deferred tax assets:			
Dispositions, environmental and other similar items	\$ 55,220	\$ 56,123	\$ 61,857
Other items (each less than 5% of total assets)	98,107	94,196	88,432
Total deferred tax assets	\$ 153,327	\$ 150,319	\$ 150,289
Deferred tax liabilities:			
Depreciation and amortization	\$ 35,691	\$ 66,374	\$ 51,997
Deferred employee benefit items	50,333	42,785	35,163
Total deferred tax liabilities	\$ 86,024	\$ 109,159	\$ 87,160

Significant components of the provisions for income taxes are as follows:

	2000	1999	1998
Current:			
Federal	\$ 125,393	\$ 128,185	\$ 106,538
Foreign	6,211	11,787	6,982
State and Local	22,662	25,116	23,162
Total Current	154,266	165,088	136,682
Deferred:			
Federal	(27,386)	14,388	20,946
Foreign	6,213	3,851	5,587
State and Local	(5,713)	2,931	4,024
Total Deferred	(26,886)	21,170	30,557
Total income tax expense	\$ 127,380	\$ 186,258	\$ 167,239

Significant components of income before income taxes as used for income tax purposes, are as follows:

	2000	1999	1998
Domestic	\$ 90,412	\$ 411,626	\$ 382,469
Foreign	52,994	78,492	57,634
	<u>\$ 143,406</u>	<u>\$ 490,118</u>	<u>\$ 440,103</u>

A reconciliation of the statutory federal income tax rate and the effective tax rate follows:

	2000	1999	1998
Statutory tax rate	35.0%	35.0%	35.0%
Effect of:			
State and local taxes	7.7	3.7	4.0
Investment vehicles	(7.3)	(1.5)	(2.7)
Impairment of long-lived assets	51.0		
Other - net	2.5	0.8	1.7
Effective tax rate	88.9%	38.0%	38.0%

A portion of the impairment of long-lived assets charge in 2000 related to goodwill was not deductible for tax purposes. The effect on the statutory federal income tax rate is shown separately in the previous table. The state and local tax effect is not shown separately. The remaining portion of the impairment charge created federal, state and local deferred tax benefits due to the significant temporary differences between the reduced financial carrying amounts and amounts used for tax purposes.

The provisions for income taxes includes estimated taxes payable on that portion of retained earnings of foreign subsidiaries expected to be received by the Company. A provision was not made with respect to \$5,647 of retained earnings at December 31, 2000 that have been invested by foreign subsidiaries. It is not practicable to estimate the amount of unrecognized deferred tax liability for undistributed foreign earnings.

Netted against the Company's other deferred tax assets are valuation reserves of \$9,082, \$16,211 and \$16,703 at December 31, 2000, 1999, and 1998, respectively, resulting from the uncertainty as to the realization of the tax benefits from certain foreign net operating losses and certain other foreign assets.

NOTE 14—SUMMARY OF QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

Quarter	2000				
	Net Sales	Gross Profit	Net Income (Loss)	Net Income (Loss) per Share - Basic	Net Income (Loss) per Share - Diluted
1st	\$ 1,221,916	\$ 516,244	\$ 40,923	\$.25	\$.25
2nd	1,429,267	641,474	115,843	.71	.71
3rd	1,411,903	626,095	106,719	.66	.66
4th	1,148,538	523,798	(247,459)	(1.55)	(1.55)

The fourth quarter net loss resulted from an after-tax charge for the impairment of long-lived assets of \$293,628 or \$1.84 per share (\$1.80 per share for the year due to the effect of dilution and higher average shares outstanding). Net income in the fourth quarter of \$46,169, excluding the impairment charge, was decreased by \$484, no per share impact, due to certain year-end adjustments. Gross profit increased by \$8,666 (\$5,633 after-tax, \$.04 per share) primarily as a result of physical inventory adjustments of \$9,889 (\$6,428 after-tax, \$.04 per share) partially offset by fourth quarter provisions for closing costs associated with certain operations of \$1,055 (\$686 after-tax, no per share

impact). Administrative expenses increased \$1,288 (\$838 after-tax, \$.01 per share) due to other year-end adjustments. Other expense-net increased \$8,122 (\$5,279 after-tax, \$.03 per share) due primarily to fourth quarter provisions for the reduction to net realizable value of certain fixed assets related to site closings of \$6,968 (\$4,529 after-tax, \$.03 per share).

1999					
Quarter	Net Sales	Gross Profit	Net Income	Net Income per Share - Basic	Net Income per Share - Diluted
1st	\$ 1,127,867	\$ 477,086	\$ 28,797	\$.17	\$.17
2nd	1,384,070	610,390	107,594	.64	.63
3rd	1,345,483	609,834	111,482	.67	.66
4th	1,146,416	551,204	55,987	.34	.34

Net income during the fourth quarter decreased by \$1,751 (\$.01 per share) due to certain year-end adjustments. Gross profit increased by \$23,006 (\$14,953 after-tax, \$.09 per share) as a result of physical inventory adjustments of \$32,659 (\$21,228 after-tax, \$.12 per share). These adjustments were partially offset by other year-end adjustments of \$5,843 (\$3,798 after-tax, \$.02 per share) and by provisions for the closing costs associated with certain operations of \$3,810 (\$2,477 after-tax, \$.01 per share). Administrative expenses decreased \$703 (\$457 after-tax, no per share effect) due to other year-end adjustments. Other expense-net increased \$26,403 (\$17,162 after-tax, \$.10 per share) due to the net provisions for environmental-related matters at current, former and third-party sites of \$16,860 (\$10,959 after-tax, \$.07 per share), the provision of \$3,830 (\$2,490 after-tax, \$.01 per share) for the adjustment to net realizable value of certain net fixed assets related to site closings, and due to other year-end adjustments of \$5,713 (\$3,713 after-tax, \$.02 per share).

NOTE 15 - NET INCOME PER SHARE

	2000	1999	1998
Basic			
Average shares outstanding	161,911,789	167,924,660	172,162,472
Net income	\$ 16,026	\$ 303,860	\$ 272,864
Net income per share	\$.10	\$ 1.81	\$ 1.58
Diluted			
Average shares outstanding	161,911,789	167,924,660	172,162,472
Non-vested restricted stock grants ..	279,300	263,567	235,317
Stock options -			
treasury stock method	503,982	838,069	1,137,890
Average shares assuming dilution ..	162,695,071	169,026,296	173,535,679
Net income	\$ 16,026	\$ 303,860	\$ 272,864
Net income per share	\$.10	\$ 1.80	\$ 1.57

NOTE 16 - COMPREHENSIVE INCOME

Cumulative other comprehensive loss consists of the following components:

	Foreign Currency Translation Adjustments	Minimum Pension Liability Adjustments	Cumulative Other Comprehensive Loss
Balance at January 1, 1998	\$ (33,089)	\$ (428)	\$ (33,517)
Other comprehensive loss	(11,838)	428	(11,410)
Balance at December 31, 1998	(44,927)	\$ 0	(44,927)
Other comprehensive loss	(100,697)		(100,697)
Balance at December 31, 1999	(145,624)		(145,624)
Other comprehensive loss	(17,985)		(17,985)
Balance at December 31, 2000	\$ (163,609)		\$ (163,609)

NOTE 17 - REPORTABLE SEGMENT INFORMATION

The Company reports its segment information in five reportable segments - the Paint Stores, Consumer, Automotive Finishes, International Coatings (collectively, the "Operating Segments") and Administrative Segments - in accordance with SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information." SFAS No. 131 requires an enterprise to report segment information in the same way that management internally organizes its business for assessing performance and making decisions regarding allocation of resources. See the inside front cover and page 1 of this report for more information about reportable segments.

The Company's chief operating decision maker has been identified as the Chief Executive Officer because he has final authority over performance assessment and resource allocation decisions. Because of the global, diverse operations of the Company, the chief operating decision maker regularly receives discrete financial information about each reportable segment as well as a significant amount of additional financial information about certain aggregated divisions, operating units and subsidiaries of the Company. The chief operating decision maker uses all such financial information for performance assessment and resource allocation decisions. Factors considered in determining the five reportable segments of the Company include the nature of the business activities, existence of managers responsible for the operating and administrative activities and information presented to the Board of Directors. The Company evaluates the performance of operating segments and allocates resources based on profit or loss and cash generated from operations before income taxes, excluding corporate expenses and financing gains and losses. The accounting policies of the reportable segments are the same as those described in Note 1.

The Paint Stores Segment consists of 2,488 company-operated specialty paint stores in the United States, Canada, Virgin Islands, Puerto Rico and Mexico. Each of the stores has the same business activity of selling identical national and similar regional products to similar types of customers. During 2000, this Segment opened or acquired 92 net new stores, remodeled 52 and relocated 36. The net new stores consisted of 79 stores in the United States, 3 in Canada, 1 in the Virgin Islands, 4 in Puerto Rico and 5 in Mexico. In 1999, there were 73 net new stores opened (66 in the

United States). In 1998, 64 net new stores were opened (55 in the United States). This Segment also manufactures original equipment manufacturer (OEM) product finishes sold through the paint stores and by direct outside sales representatives. In addition to stores, operations in Mexico include a manufacturing facility, distribution activities and outside selling functions to dealers and other distributors.

The Paint Stores Segment is the exclusive North American marketer and seller of Sherwin-Williams® branded architectural coatings, industrial and marine products, OEM product finishes and related items produced by its Mexican operations, its product finishes manufacturing and by the Consumer Segment. The loss of any single customer would not have a material adverse effect on the business of this Segment. A map on the inside back cover of this report shows the number of paint stores and their geographical locations.

The Consumer Segment develops, manufactures and distributes a variety of paint, coatings and related products to third party customers and the Paint Stores Segment. Approximately 41 percent of the total sales of the Consumer Segment in 2000, including inter-segment transfers, represented products sold through the Paint Stores Segment. Sales and marketing of certain control-branded and private labeled products is performed by a direct sales staff. The products distributed through third party customers are intended for resale to the ultimate end-user of the product. The Consumer Segment has sales to certain customers that, individually, may be a significant portion of the sales of the Segment. However, the loss of any single customer would not have a material adverse effect on the overall profitability of the Segment. This Segment incurs most of the Company's capital expenditures related to ongoing environmental compliance measures.

The Automotive Finishes Segment develops, manufactures and distributes a variety of motor vehicle finish, refinish and touch-up products primarily throughout North and South America, the Caribbean Islands, and Italy. This Segment also licenses certain technology and trade names worldwide. Sherwin-Williams® branded automotive finish and refinish products are distributed throughout North America solely through this Segment's network of 127 company-operated automotive branches in the United States and 17 in Canada. Additional automotive branches in Jamaica (14) and Chile (17) complete this Segment's worldwide network. At December 31, 2000, this Segment included 11 foreign wholly-owned subsidiaries in 8 foreign countries and 11 licensing agreements in 15 foreign countries. During 2000, the Automotive Finishes Segment opened or acquired three net new branches worldwide. A map on the inside back cover of this report shows the number of branches and their geographical locations.

The International Coatings Segment develops, licenses, manufactures and distributes a variety of paint, coatings and related products worldwide. The majority of the sales from licensees and subsidiaries occur in South America, the Segment's most important international market. This Segment sells its products through 29 company-operated specialty paint stores in

Chile and 16 in Brazil and by outside selling functions to dealers and other distributors. At December 31, 2000, this Segment included 12 foreign wholly-owned subsidiaries in 8 foreign countries, 4 foreign joint ventures and 29 licensing agreements in 20 foreign countries.

The Administrative Segment includes the administrative expenses of the Company's and certain consolidated subsidiaries' headquarters sites. This Segment includes interest expense which is unrelated to retail real estate leasing activities, investment income, certain foreign currency transaction losses related to dollar-denominated debt, certain provisions for disposition and environmental-related matters, and other expenses which are not directly associated with any Operating Segment. Administrative expenses do not include any significant foreign operations. Also included in the Administrative Segment is a real estate management unit that is responsible for the ownership, management, leasing of non-retail properties held primarily for use by the Company, including the Company's headquarters site, and disposal of idle facilities. Sales of the Administrative Segment represent external leasing revenue of excess headquarters space or leasing of facilities no longer used by the Company in its operations. Gains and losses from the sale of property are not a significant operating factor in determining the performance of this Segment.

Net external sales of all consolidated foreign subsidiaries were \$540 million, \$497 million, and \$521 million for 2000, 1999, and 1998, respectively. Operating profits of all consolidated foreign subsidiaries were \$32 million, \$70 million, and \$47 million for 2000, 1999, and 1998, respectively. Domestic operations account for the remaining net sales and operating profits. Long-lived assets consist of net property, plant and equipment, goodwill, and intangibles. Long-lived assets of consolidated foreign subsidiaries totaled \$245 million, \$242 million, and \$312 million at December 31, 2000, 1999, and 1998, respectively. The consolidated total of long-lived assets for the Company was \$1,687 million, \$2,026 million, and \$2,134 million at December 31, 2000, 1999, and 1998, respectively. No single geographic area outside the United States was significant relative to consolidated net external sales or operating profits. Export sales and sales to any individual customer were each less than 10 percent of consolidated sales to unaffiliated customers during all years presented.

In the reportable segment financial information that follows, operating profit is total revenue, including inter-segment transfers, less operating costs and expenses. Identifiable assets are those directly identified with each reportable segment. Administrative Segment assets consist primarily of cash, investments, deferred pension assets, headquarters property, plant and equipment, and other real estate. The operating margin for each Operating Segment is based upon total external sales and inter-segment transfers. Domestic inter-segment transfers are accounted for at the approximate fully absorbed manufactured cost plus distribution costs. International inter-segment transfers are accounted for at values comparable to normal unaffiliated customer sales.

REPORTABLE SEGMENT FINANCIAL INFORMATION

(Millions of Dollars)

	2000	1999	1998	1997	1996
Net External Sales					
Paint Stores	\$ 3,185	\$ 3,002	\$ 2,822	\$ 2,639	\$ 2,414
Consumer	1,219	1,224	1,282	1,409	1,162
Automotive Finishes	493	471	474	476	434
International Coatings	307	299	348	350	114
Administrative	8	8	8	7	9
Consolidated totals	\$ 5,212	\$ 5,004	\$ 4,934	\$ 4,881	\$ 4,133
Operating Profits					
Paint Stores	\$ 411	\$ 377	\$ 347	\$ 315	\$ 277
Consumer	(210)*	155	125	167	126
Automotive Finishes	61	67	65	64	52
International Coatings	18	34	24	36	20
Administrative:					
Interest expense	(60)	(59)	(70)	(79)	(22)
Corporate expenses and other	(77)	(84)	(51)	(76)	(78)
Income before income taxes	\$ 143 *	\$ 490	\$ 440	\$ 427	\$ 375
Identifiable Assets					
Paint Stores	\$ 1,018	\$ 930	\$ 881	\$ 832	\$ 757
Consumer	1,360 *	1,804	1,850	1,938	1,122
Automotive Finishes	349	279	275	274	274
International Coatings	298	294	356	312	194
Administrative	726	726	689	680	648
Consolidated totals	\$ 3,751 *	\$ 4,033	\$ 4,051	\$ 4,036	\$ 2,995
Capital Expenditures					
Paint Stores	\$ 48	\$ 49	\$ 57	\$ 56	\$ 49
Consumer	40	40	37	57	44
Automotive Finishes	29	10	8	14	10
International Coatings	6	11	15	13	12
Administrative	10	24	29	24	8
Consolidated totals	\$ 133	\$ 134	\$ 146	\$ 164	\$ 123
Depreciation					
Paint Stores	\$ 45	\$ 42	\$ 38	\$ 40	\$ 35
Consumer	28	29	30	24	21
Automotive Finishes	9	8	8	7	7
International Coatings	6	6	6	6	1
Administrative	21	20	16	13	12
Consolidated totals	\$ 109	\$ 105	\$ 98	\$ 90	\$ 76
Operating Segment Margins					
Paint Stores	12.9%	12.5%	12.3%	11.9%	11.5%
Consumer	(10.1%)	7.6%	6.1%	8.0%	7.0%
Automotive Finishes	11.5%	13.3%	12.8%	12.5%	11.1%
International Coatings	5.9%	11.4%	6.9%	10.2%	17.5%
Operating segment totals	4.6% *	10.8%	9.8%	10.4%	9.9%
Intersegment Transfers					
Paint Stores	\$ 10	\$ 8	\$ 5		
Consumer	860	817	771	\$ 666	\$ 645
Automotive Finishes	36	31	34	37	33
International Coatings				2	
Administrative	11	12	11	9	9
Segment totals	\$ 917	\$ 868	\$ 821	\$ 714	\$ 687

* Includes charge and reduction in asset value of \$352 in 2000 for impairment of long-lived assets. See note 2.

DIRECTORS, OFFICERS, MANAGERS

BOARD OF DIRECTORS

James C. Boland, 61*

President and Chief Executive Officer
CAVS/Gund Arena Company

John G. Breen, 66

Retired, former Chairman, Chief Executive
Officer and President
The Sherwin-Williams Company

Duane E. Collins, 64

Chairman and Chief Executive Officer
Parker-Hannifin Corporation

Christopher M. Connor, 44

Chairman and Chief Executive Officer
The Sherwin-Williams Company

Daniel E. Evans, 64

Chairman
Bob Evans Farms, Inc.

Robert W. Mahoney, 64

Retired, former Chairman, Chief Executive
Officer and President
Diebold, Incorporated

William G. Mitchell, 70*

Retired, former Vice Chairman
Centel Corporation

A. Malachi Mixon, III, 60

Chairman and Chief Executive Officer
Invacare Corporation

Curtis E. Moll, 61*

Chairman and Chief Executive Officer
MTD Products, Inc.

Helen O. Petrauskas, 56*

Vice President-Environmental and
Safety Engineering
Ford Motor Company

Joseph M. Scaminace, 47

President and Chief Operating Officer
The Sherwin-Williams Company

Richard K. Smucker, 52*

President
The J. M. Smucker Company

CORPORATE OFFICERS

Christopher M. Connor, 44**

Chairman and Chief Executive Officer

Joseph M. Scaminace, 47**

President and Chief Operating Officer

Larry J. Pitorak, 54**

Senior Vice President - Finance,
Treasurer and Chief Financial Officer

John L. Ault, 55**

Vice President - Corporate Controller

Cynthia D. Brogan, 49

Vice President and
Assistant Treasurer

Mark J. Dvoroznak, 42

Vice President -
Corporate Audit and Loss Prevention

Thomas E. Hopkins, 43**

Vice President -
Human Resources

Conway G. Ivy, 59**

Vice President -
Corporate Planning and Development

James J. Sgambellone, 43

Vice President -
Taxes and Assistant Secretary

Louis E. Stellato, 50**

Vice President, General
Counsel and Secretary

Richard M. Weaver, 46

Vice President - Administration

OPERATING MANAGERS

Thomas S. Brummett, 55

President & General Manager
Eastern Division
Paint Stores Group

Robert J. Davisson, 40

President & General Manager
Southeastern Division
Paint Stores Group

Michael A. Galasso, 53**

President & General Manager
International Division

Blair P. LaCour, 54

President & General Manager
Mid Western Division
Paint Stores Group

John G. Morikis, 37**

President
Paint Stores Group

Ronald P. Nandor, 41**

President & General Manager
Automotive Division

Steven J. Oberfeld, 48

President & General Manager
South Western Division
Paint Stores Group

Thomas W. Seitz, 52**

President & General Manager
Consumer Division

Robert A. Taylor, 47

President & General Manager
Chemical Coatings Business Unit
Paint Stores Group

*Audit Committee Member

**Executive Officer as defined by the Securities Exchange Act of 1934

SHAREHOLDER INFORMATION

Annual Meeting

The annual meeting of shareholders will be held at 10:00 A.M., April 25, 2001 in the Landmark Conference Center, Room 927, Midland Building, 101 Prospect Avenue, N.W., Cleveland, Ohio.

Investor Relations

Conway G. Ivy
The Sherwin-Williams Company
101 Prospect Avenue, N.W.
Cleveland, Ohio 44115-1075
Internet: www.sherwin.com

Form 10-K

The Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission, is available without charge. To obtain a copy, contact the Investor Relations Office.

Dividend Reinvestment Program

A dividend reinvestment program is available to shareholders of common stock. For information, contact our transfer agent, The Bank of New York.

Headquarters

The Sherwin-Williams Company
101 Prospect Avenue, N.W.
Cleveland, Ohio 44115-1075
(216) 566-2000

Independent Auditors

Ernst & Young LLP
Cleveland, Ohio

Stock Trading

Sherwin-Williams Common Stock—Symbol, SHW—is traded on the New York Stock Exchange.

Transfer Agent & Registrar

The Bank of New York
Shareholder Relations Department-11E
P.O. Box 11258
Church Street Station
New York, NY 10286
1-800-432-0140
E-mail address:
Shareowner-svcs@Email.bony.com

COMMON STOCK TRADING STATISTICS

	2000	1999	1998	1997	1996
High	\$ 27.625	\$ 32.875	\$ 37.875	\$ 33.375	\$ 28.875
Low	17.125	18.750	19.438	24.125	19.500
Close December 31	26.313	21.000	29.375	27.750	28.000
Shareholders of record	10,813	11,475	11,929	11,964	11,933
Shares traded (thousands)	158,349	161,118	128,942	98,855	72,638

QUARTERLY STOCK PRICES AND DIVIDENDS

2000				1999			
Quarter	High	Low	Dividend	Quarter	High	Low	Dividend
1st	\$ 23.000	\$ 17.125	\$.135	1st	\$ 30.688	\$ 23.063	\$.12
2nd	27.625	21.172	.135	2nd	32.875	27.000	.12
3rd	24.625	19.875	.135	3rd	30.000	19.438	.12
4th	26.563	18.875	.135	4th	23.125	18.750	.12

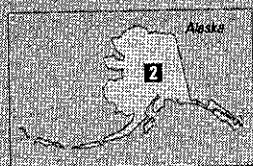
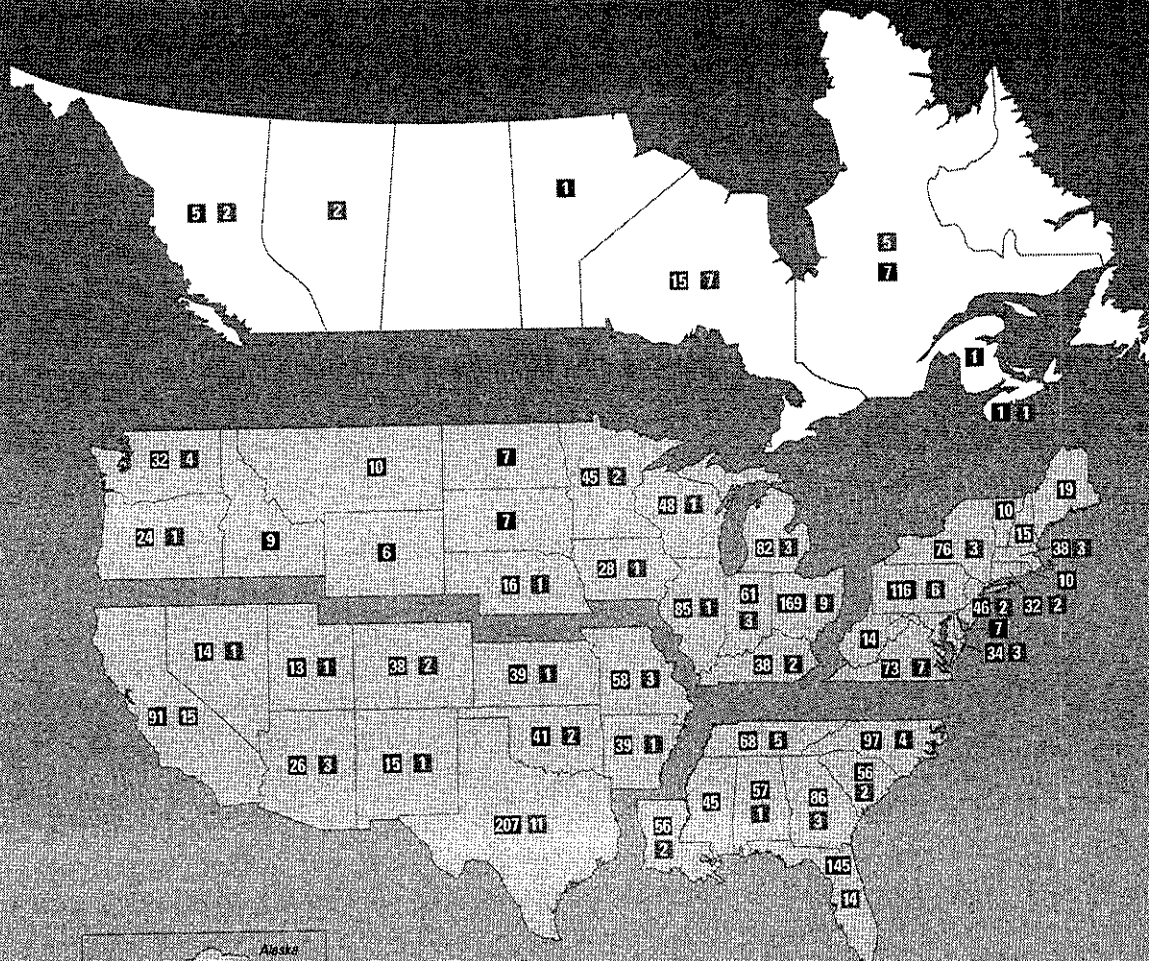
SUBSIDIARIES

FOREIGN

Compañía Sherwin-Williams, S.A. de C.V.
Distribuidores Pinturas del Mundo S.r.L.
Eurofinish S.r.L.
Kriesol, S.A.
Marson Chilena, S.A.
Productos Químicos y Pinturas, S.A. de C.V.
Proquipsa, S.A. de C.V.
Pulverlack Tintas Ltda.
Quetzal Pinturas, S.A. de C.V.
Ronseal (Ireland) Limited
Ronseal Limited
ScottWarren S.p.A.
Sherwin-Williams (Caribbean) N.V.
Sherwin-Williams (West Indies) Limited
Sherwin-Williams Argentina I.y C.S.A.
Sherwin-Williams Canada Inc.
Sherwin-Williams Cayman Islands Limited
Sherwin-Williams Chile S.A.
Sherwin-Williams do Brasil Indústria e Comércio Ltda.
Sherwin-Williams Foreign Sales Corporation Limited
Sherwin-Williams Japan Co., Ltd.
SW Paints Ltda.
The Sherwin-Williams Company Resources Limited

DOMESTIC

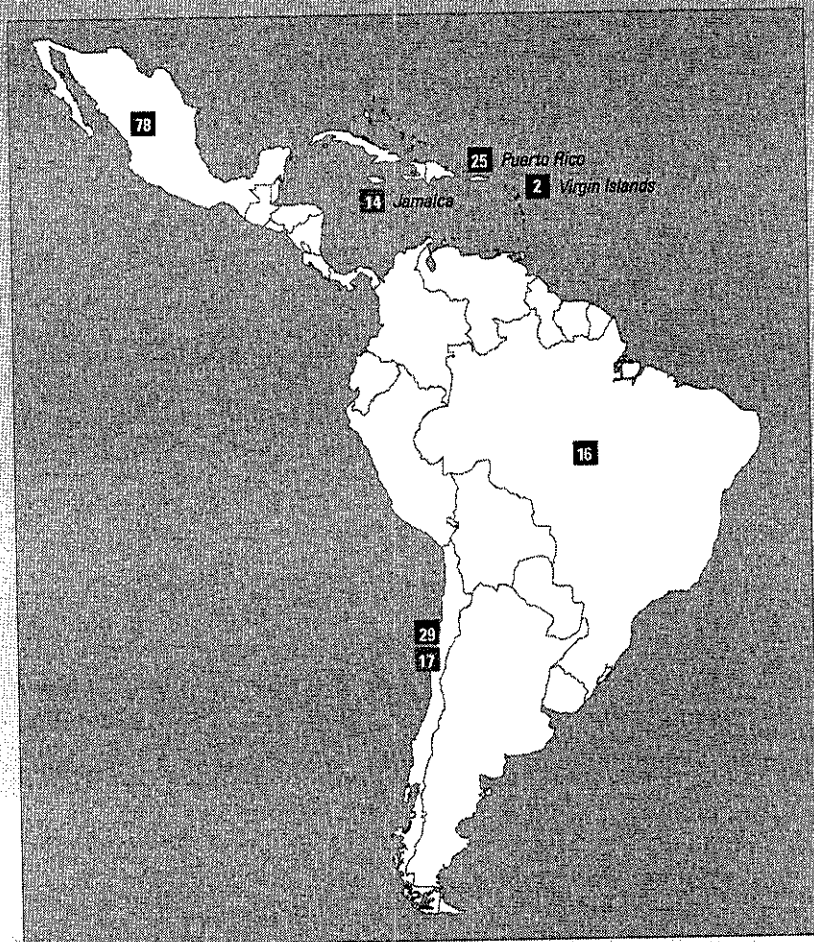
Contract Transportation Systems Co.
DIMC, Inc.
Dupli-Color Products Company
Sherwin-Williams Automotive Finishes Corp.
SWIMC, Inc.
The Sherwin-Williams Acceptance Corporation
Thompson Minwax International Corp.



Italy

United Kingdom

■ Paint Stores
 ■ Automotive Branches





THE SHERWIN-WILLIAMS COMPANY | 101 PROSPECT AVENUE, N.W. | CLEVELAND, OHIO | 44115-1075