BRIEFED MINUTES
OF
MEETING OF DIRECTORS
April 11, 1968

All Directors were present except Mr. Ramsdell.

Minutes of the meeting of January 11, 1968 were approved.

Mr. Baldwin reviewed the financial reports for the first half of the fiscal year ended February 29, 1968, and reported on the general business affairs of the Company.

Mr. Baldwin reported on the construction status of the Alkali Blue plant in Chicago, the Container Plant at Elgin and the Titanium Dioxide facility at Ashtabula. He stated that the Barium Chemicals facilities at Ashtabula were going to cost more to complete than was originally estimated and Mr. Coolidge explained the reasons therefor. Mr. Fine gave a progress report on capital expenditures to date as compared to budget for fiscal year.

Resolutions as follows were individually adopted:

(1) Accepting the quarterly report;

(2) Quarterly dividend of $1.00 on $4.00 Cumulative Convertible Preferred Stock, Series A;

(3) Quarterly dividend of 50¢ on Common Stock;

(4) Authorizing continuation of construction of Barium Chemicals facilities, increasing total cost from approximately $4,000,000 to approximately $6,000,000;

(5) Amending Company's Contingent Deferred Compensation Plan;

(6) Amending The Sherwin-Williams Company Employees' Retirement Plan - subject to approval of the U.S. Treasury Department;

(7) Designating that the work groups covered by The Sherwin-Williams Company Employees' Retirement Plan shall include all unrecognized (as defined) hourly persons regularly employed at least 40 hours per week by any employer under the Plan;

(8) Amending The Sherwin-Williams Company Salaried Employees' Retirement Plan - subject to approval of the U.S. Treasury Department;

(9) Electing F. H. Clark Assistant Treasurer;

RECORD BOOK PAGE______ ATTEST [signature]
SECRETARY

April 11, 1968