MINUTES OF STOCKHOLDERS' MEETING.

Cleveland, Ohio, November 10, 1913.

The Thirtieth Annual Meeting of the shareholders of The Sherwin-Williams Company was held at the above time and place.

On motion duly seconded and unanimously carried Mr W. H. Cottingham was chosen Chairman, and Mr A. W. Frank Secretary of the meeting.

There were present either in person or by proxy 308 shareholders out of 835, representing 67320 shares out of 78964 outstanding of both common and preferred stock.

The Chairman appointed Mr J. E. Campbell and Mr H. C. Schofield Inspectors and Tellers to verify the representation of stockholders at the meeting.

On motion the reading of the Minutes of the previous meeting was dispensed with.

The Annual Report of the President, Mr W. H.Cottingham, was presented as follows:

"I have pleasure in presenting herewith Balance Sheet showing Assets and Liabilities of the Company at the close of our fiscal year, August 31st, 1913.

The Sales for the year have been very satisfactory and show a gain over the previous year of $668,003.61, making our gain for the past two years $1,402,978.43.

The net profit for the year, after charging all plant repairs and renewals to operating expenses and providing for depreciation, amounts to $929,676.89, which compares with $935,401.20 for the previous year.

The percentage of gross profit on the year's trading compares favorably with the previous year, but unfortunately our expenses have been considerably higher, due principally to additional branch houses opened a year ago at Birmingham, Ala., Indianapolis, Ind., and a new and larger branch warehouse in the city of Chicago. These branches are now well established and we count on profitable results from them during the current year. Our profits this year were also affected by the flood that occurred in March last, when two of our Cleveland plants were under water and caused damage to the extent of about $75,000.00.

The Canadian Company has made a very satisfactory improvement in profits over the good showing of the previous year.

Reference was made in my report of last year to the new concentrating plant we erected at our mines in Magdalena, New Mexico, and I am glad to report that the plant is now in successful operation and we expect a fair revenue from this year's operations.