AGENDA FOR DIRECTORS' MEETING

JULY 26, 1937

1. Reading of Minutes
2. President's Report
   - Motion for acceptance and filing.
3. Dividend on Common Stock
4. Dividend on Preferred Stock
5. Resolution for contributing $200,000 to Capital Surplus of Detroit White Lead Works.
6. Resolution for setting up reserve for Managers' Bonus Distribution.
7. Resolution for approval of Titanium agreement.
8. Adjournment.

SUGGESTED PORTION OF MINUTES OF DIRECTORS
OF
THE SHERWIN-WILLIAMS COMPANY
FOR MEETING OF JULY 26, 1937

***

5. RESOLVED, that it is advisable that this Company contribute to The Detroit White Lead Works the sum of $700.000 Dollars ($) as and for paid-in surplus of said Lead Works, and the Treasurer, ~~or Assistant Treasurer~~, of the Company is hereby authorized and directed to remit said sum to said Lead Works for such account. Mover Harm / Seconder Kohr

\- - - - - -

6. RESOLVED, that there be set aside five per cent (5%) of the net earnings of the Company for the fiscal year ending August 31, 1937, remaining after the deduction of Federal income taxes with respect thereto, Federal surtaxes with respect to the undistributed portion thereof, an amount equivalent to ten per cent (10%) of the par value of the outstanding common stock of the Company, and an amount equivalent to the dividends paid upon the preferred stock of the Company during such fiscal year, said sums so set aside to be paid as additional compensation for their services in such fiscal year to such officers, managers and other employees of the Company, and in such respective amounts as may be designated and provided by the Executive Committee of the Company after consulting with the President of the Company with respect thereto. Mover Kohr / Seconder Belden

7. The President stated that the officers of the Company had been considering the advisability of the acquisition by the Company of substantially all the assets of Burgess Titanium Company, a Delaware corporation, consisting principally of patents and applications for patents relating to the manufacture of Titanium products and certain minearl deposits of Titanium ore located in the State of Virginia. He said that in order to permit the Company to conduct an investigation to determine whether such acquisition would be advisable and to purchase such assets at a price agreed upon in advance, if such investigation should disclose that such purchase was advisable, the officers had worked

0007-SWP-000005295

N14277.01

out an arrangement with the officers of the Titanium Company, which was set forth in a draft of agreement and plan of reorganization between the Titanium Company and this Company providing for such investigation and permitting this Company to make such purchase, if desired, in consideration of five thousand five hundred (5,500) shares of common stock of this Company. He said that a copy of such draft of agreement was in the hands of the Secretary, and he recommended that the Board authorize the officers to enter into such an agreement. ~~The Secretary then presented and read to the Board the draft of agreement referred to by the President, and on motion the same was ordered filed in the records of the Company as Exhibit A of this meeting.~~

After full discussion, the following resolution was offered and its adoption duly moved and seconded, and on being put to vote was unanimously adopted:

RESOLVED, that the President or Vice President, and Secretary or Assistant Secretary, of the Company be, and they hereby are, authorized and directed, in the name and on behalf of the Company, to enter into an agreement with Burgess Titanium Company in the form, or substantially the form, of the draft of agreement with said company presented and read to this meeting and ordered filed in the records of this Company as Exhibit A of this meeting.

Moved Eaton
Seconded Baldwin

SUGGESTED RESOLUTIONS FOR DIRECTORS MEETING
OF
THE SHERWIN-WILLIAMS COMPANY

* * * *

WHEREAS this Board of Directors at its last meeting determined that the properties and assets of Burgess Titanium Company, which this Company had a right to acquire under its agreement with the Titanium Company dated July 26, 1937, had a fair value to this Company in excess not only of the par value but also of the actual value of 5500 shares of this Company's Common Stock, to wit, in excess of $500,000, and that the acquisition of such properties and assets by this Company for such consideration, which was the consideration specified in said agreement, was advisable, and this Board then authorized such acquisition for such consideration; and

WHEREAS, pursuant to such authority conferred by this Board, such properties and assets of Burgess Titanium Company have been acquired by this Company in consideration, as a result of further negotiation by the President, of the issuance and delivery to Burgess Titanium Company of 5000 shares of full-paid and non-assessable common stock of this Company; and

WHEREAS it has for many years been the policy of this Company to carry intangible assets on its books at a nominal value of $1.00;

0007-SWP-000005297

N14277.02

SUGGESTED RESOLUTIONS FOR DIRECTORS MEETING
OF
THE SHERWIN-WILLIAMS COMPANY

NOW, THEREFORE, BE IT RESOLVED that the Treasurer and other proper officers of this Company be, and they hereby are, authorized and directed to enter upon the books of the Company, at their fair value to it, only the tangible properties and assets included in the properties and assets of Burgess Titanium Company so acquired, and to enter no value upon the books of the Company for the intangible properties and assets of said Company so acquired, and to charge off the difference between the par value of 5,000 shares of this Company's common stock issued in consideration of all the properties and assets of Burgess-Titanium Company acquired by this Company and the fair value of the tangible properties and assets so acquired against the earnings of the Company for the current fiscal year.

I, ______________________________, Secretary of

______________________________, hereby certify

that the foregoing is a true copy of a resolution duly adopted by the Board of Directors of said corporation at a meeting thereof duly held on the ____ day of ____ at which a quorum was present.

WITNESS my hand as such Secretary and the seal of said corporation this ____ day of ____

____
Secretary.

Moved Allos
Seconded Kohr