

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E4

Issuer tender offer statement filed pursuant to Rule 13(e)(4)

Filing Date: **1998-07-22**
SEC Accession No. **0000950152-98-006100**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

EASCO INC /DE/

CIK: **938145** | IRS No.: **943157362** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13E4** | Act: **34** | File No.: **005-46369** | Film No.: **98669718**
SIC: **3350** Rolling drawing & extruding of nonferrous metals

Mailing Address
706 SOUTH MAIN STREET
GIRARD OH 44420

Business Address
706 SOUTH STATE ST
GIRARD OH 44420
3305454311

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-4
ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934)

EASCO, INC.
(Name Of Issuer)

EASCO, INC.
(Name of Person(s) Filing Statement)

COMMON STOCK, PAR VALUE \$.01 PER SHARE
(Title of Class of Securities)

27033E103
(CUSIP Number of Class of Securities)

TERRY D. SMITH
EASCO, INC.
706 SOUTH STATE STREET
GIRARD, OHIO 44420
(330) 545-4311
(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on
Behalf of the Person(s) Filing Statement)

Copy to:

DAWN D. SCHILLER, ESQ.
LATHAM & WATKINS
SEARS TOWER, SUITE 5800
CHICAGO, ILLINOIS 60606
(312) 876-7610

JULY 22, 1998
(Date Tender Offer First Published, Sent or Given to Security Holders)

CALCULATION OF FILING FEE

<TABLE>
<CAPTION>

TRANSACTION VALUATION*

AMOUNT OF FILING FEE**

<S>

\$12,000,000

<C>

\$2,400

</TABLE>

* For the purpose of calculating the filing fee only, this amount is based on the purchase of 1,000,000 shares of Common Stock, par value \$.01 per share, of Easco, Inc. at \$12.00 per share.

** The amount of the filing fee equals 1/50th of one percent (1%) of the value of the securities to be acquired.

[] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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Amount Previously Paid: Not applicable. Filing party: Not applicable.

Form or Registration No.: Not applicable. Date Filed: Not applicable.

</TABLE>

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This Issuer Tender Offer Statement on Schedule 13E-4 (this "Schedule 13E-4") relates to the offer by Easco, Inc., a Delaware corporation (the "Company" or the "Issuer"), to purchase up to 1,000,000 shares (or such lesser number of shares as are properly tendered) of its Common Stock, par value \$.01 per share, at prices not in excess of \$12.00 nor less than \$9.00 per share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 22, 1998 (the "Offer to Purchase") and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"), and is intended to satisfy the reporting requirements of Section 13(e) of the Securities and Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the related Letter of Transmittal are filed with this Schedule 13E-4 as Exhibits (a)(1) and (a)(2) hereto, respectively.

ITEM 1. SECURITY AND ISSUER.

(a) The name of the issuer is Easco, Inc., a Delaware corporation, and the address of its principal executive office is 706 South State Street, Girard, Ohio 44420.

(b) The title of the securities which are the subject of the Offer is the Company's Common Stock, par value \$.01 per share (the "Shares"), and the Offer is for up to 1,000,000 Shares (or such lesser number of Shares as are properly tendered) at prices not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon, as specified by stockholders

tendering their Shares. The Offer is being made to all holders of Shares, including officers, directors and affiliates of the Company. The Company has been advised that none of its directors or executive officers intends to tender any Shares pursuant to the Offer. The information set forth in the "Introduction" to the Offer to Purchase and in Sections 1 and 10 of the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in the "Introduction" to the Offer to Purchase and in Section 7 of the Offer to Purchase is incorporated herein by reference.

(d) This statement is being filed by the Issuer.

ITEM 2. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

(a)-(b) The information set forth in the "Introduction" to the Offer to Purchase and in Section 8 of the Offer to Purchase is incorporated herein by reference.

ITEM 3. PURPOSE OF THE TENDER OFFER AND PLANS OR PROPOSALS OF THE ISSUER OR AFFILIATE.

The information set forth in the "Introduction" to the Offer to Purchase and in Section 2 of the Offer to Purchase is incorporated herein by reference.

ITEM 4. INTEREST IN SECURITIES OF THE ISSUER.

The information set forth in Section 10 of the Offer to Purchase is incorporated herein by reference.

ITEM 5. CONTRACTS, ARRANGEMENTS, UNDERTAKINGS OR RELATIONSHIPS WITH RESPECT TO THE ISSUER'S SECURITIES.

The information set forth in Section 10 of the Offer to Purchase is incorporated herein by reference.

ITEM 6 PERSONS RETAINED, EMPLOYED OR TO BE COMPENSATED.

The information set forth in Section 15 of the Offer to Purchase is incorporated herein by reference.

ITEM 7. FINANCIAL INFORMATION.

(a)-(b) The information set forth in Section 9 of the Offer to Purchase is incorporated herein by reference.

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ITEM 8. ADDITIONAL INFORMATION.

(a) Not applicable.

(b) The information set forth in Section 12 of the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in Section 11 of the Offer to Purchase is incorporated herein by reference.

(d) Not applicable.

(e) The information set forth in the entire Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

<TABLE>

<S>	<C>
(a) (1)	Offer to Purchase.
(a) (2)	Letter of Transmittal.
(a) (3)	Notice of Guaranteed Delivery.
(a) (4)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a) (5)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a) (6)	Letter to stockholders from Norman E. Wells, Jr., President and Chief Executive Officer of the Company, dated July 22, 1998.
(a) (7)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a) (8)	Summary Advertisement dated July 22, 1998.
(a) (9)	Press Release dated July 21, 1998.
(b)	Credit Agreement dated March 18, 1994, as amended, by and among the Company and certain Banks (as defined therein), including Bank of America (formerly Continental Bank) in its capacity as a Bank and as agent for the Banks (incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-1 dated February 15, 1995, as amended by Amendment No. 1 thereto filed March 22, 1995, Amendment No. 2 filed March 28, 1995 and Amendment No. 3 filed April 12, 1995 (Registration Number 33-89556) and Exhibit 4.3 to the Company's Form 10-K for the fiscal year ended December 31, 1996 filed March 31, 1997).
(c)	Not applicable.
(d)	Not applicable.
(e)	Not applicable.
(f)	Not applicable.

</TABLE>

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 22, 1998

EASCO, INC.

By: /s/ NORMAN E. WELLS, JR.

Name: Norman E. Wells, Jr.
Title: President and Chief Executive Officer

EXHIBIT INDEX

<TABLE> <CAPTION> EXHIBIT NUMBER -----	DESCRIPTION -----
<S>	<C>
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(c)	Not applicable.
(d)	Not applicable.
(e)	Not applicable.
(f)	Not applicable.

</TABLE>

EASCO, INC.
OFFER TO PURCHASE FOR CASH UP TO
1,000,000 SHARES OF ITS COMMON STOCK
AT A PURCHASE PRICE NOT IN EXCESS OF \$12.00
NOR LESS THAN \$9.00 PER SHARE

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, AUGUST 18, 1998, UNLESS THE OFFER IS EXTENDED.

EASCO, INC., A DELAWARE CORPORATION (THE "COMPANY"), HEREBY INVITES ITS STOCKHOLDERS TO TENDER SHARES OF ITS COMMON STOCK, PAR VALUE \$.01 PER SHARE (THE "SHARES"), TO THE COMPANY AT PRICES NOT IN EXCESS OF \$12.00 NOR LESS THAN \$9.00 PER SHARE, NET TO THE SELLER IN CASH, WITHOUT INTEREST THEREON, AS SPECIFIED BY STOCKHOLDERS TENDERING THEIR SHARES, UPON THE TERMS AND SUBJECT TO THE CONDITIONS SET FORTH HEREIN AND IN THE RELATED LETTER OF TRANSMITTAL (WHICH, AS AMENDED OR SUPPLEMENTED FROM TIME TO TIME, TOGETHER CONSTITUTE THE "OFFER"). THE COMPANY WILL, UPON THE TERMS AND SUBJECT TO THE CONDITIONS OF THE OFFER, DETERMINE THE SINGLE PER SHARE PRICE, NOT IN EXCESS OF \$12.00 NOR LESS THAN \$9.00 PER SHARE, NET TO THE SELLER IN CASH, WITHOUT INTEREST THEREON (THE "PURCHASE PRICE"), THAT IT WILL PAY FOR SHARES PROPERLY TENDERED PURSUANT TO THE OFFER, TAKING INTO ACCOUNT THE NUMBER OF SHARES SO TENDERED AND THE PRICES SPECIFIED BY TENDERING STOCKHOLDERS. THE COMPANY WILL SELECT THE LOWEST PURCHASE PRICE THAT WILL ALLOW IT TO BUY 1,000,000 SHARES (OR SUCH LESSER NUMBER OF SHARES AS ARE PROPERLY TENDERED AT PRICES NOT IN EXCESS OF \$12.00 NOR LESS THAN \$9.00 PER SHARE). ALL SHARES PROPERLY TENDERED AT PRICES AT OR BELOW THE PURCHASE PRICE AND NOT PROPERLY WITHDRAWN WILL BE PURCHASED AT THE PURCHASE PRICE, UPON THE TERMS AND SUBJECT TO THE CONDITIONS OF THE OFFER, INCLUDING THE PRORATION PROVISIONS. ALL SHARES ACQUIRED IN THE OFFER WILL BE ACQUIRED AT THE PURCHASE PRICE. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO PURCHASE MORE THAN 1,000,000 SHARES PURSUANT TO THE OFFER. SHARES TENDERED AT PRICES IN EXCESS OF THE PURCHASE PRICE AND SHARES NOT PURCHASED BECAUSE OF PRORATION WILL BE RETURNED. SEE SECTION 14.

THE OFFER IS NOT CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS. SEE SECTION 6.

THE SHARES ARE LISTED AND TRADED ON THE NASDAQ STOCK MARKET, INC. NATIONAL MARKET ("NASDAQ") UNDER THE SYMBOL "ESCO." ON JULY 21, 1998, THE LAST FULL TRADING DAY PRIOR TO THE ANNOUNCEMENT OF THE OFFER, THE CLOSING PER SHARE SALES PRICE AS REPORTED ON NASDAQ WAS \$9.75. STOCKHOLDERS ARE URGED TO OBTAIN CURRENT MARKET QUOTATIONS FOR THE SHARES. SEE SECTION 7.

THE BOARD OF DIRECTORS OF THE COMPANY HAS APPROVED THE OFFER. HOWEVER, NEITHER THE COMPANY NOR ITS BOARD OF DIRECTORS MAKES ANY RECOMMENDATION TO STOCKHOLDERS AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING THEIR SHARES. EACH STOCKHOLDER MUST MAKE THE DECISION WHETHER TO TENDER SUCH STOCKHOLDER'S SHARES AND, IF SO, HOW MANY SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH SUCH SHARES SHOULD BE TENDERED. THE COMPANY HAS BEEN ADVISED THAT NONE OF ITS DIRECTORS OR EXECUTIVE OFFICERS INTENDS TO TENDER ANY SHARES PURSUANT TO THE OFFER.

IMPORTANT

Any stockholder wishing to tender all or any part of such stockholder's Shares should either (a) complete and sign a Letter of Transmittal (or a manually signed facsimile thereof) in accordance with the instructions in the Letter of Transmittal and mail or deliver such Letter of Transmittal, together with any required signature guarantee, and any other required documents to ChaseMellon Shareholder Services, L.L.C. (the "Depositary"), and mail or deliver the certificates for such Shares to the Depositary (together with any other documents required by the Letter of Transmittal) or tender such Shares pursuant to the procedure for book-entry transfer set forth in Section 3, or (b) request a broker, dealer, commercial bank, trust company or other nominee to effect the transaction for such stockholder. Holders of Shares registered in the name of a broker, dealer, commercial bank, trust company or other nominee should contact such person if they desire to tender their Shares. Any stockholder who desires to tender Shares and whose certificates for such Shares are not immediately available or cannot be delivered to the Depositary or who cannot comply with the

procedure for book-entry transfer or whose other required documents cannot be delivered to the Depositary, in any case, by the expiration of the Offer must tender such Shares pursuant to the guaranteed delivery procedure set forth in Section 3.

TO PROPERLY TENDER SHARES, STOCKHOLDERS MUST VALIDLY COMPLETE THE LETTER OF TRANSMITTAL INCLUDING THE SECTION RELATING TO THE PRICE AT WHICH THEY ARE TENDERING SHARES.

Questions and requests for assistance or for additional copies of this Offer to Purchase, the Letter of Transmittal or the Notice of Guaranteed Delivery may be directed to the Information Agent or to the Dealer Manager at their respective addresses and telephone numbers set forth on the back cover of this Offer to Purchase.

THE COMPANY HAS NOT AUTHORIZED ANY PERSON TO MAKE ANY RECOMMENDATION ON BEHALF OF THE COMPANY AS TO WHETHER STOCKHOLDERS SHOULD TENDER OR REFRAIN FROM TENDERING SHARES PURSUANT TO THE OFFER. THE COMPANY HAS NOT AUTHORIZED ANY PERSON TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THE OFFER OTHER THAN THOSE CONTAINED HEREIN OR IN THE RELATED LETTER OF TRANSMITTAL. IF GIVEN OR MADE, ANY SUCH RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

The Dealer Manager for the Offer is:

July 22, 1998

LOGO

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SUMMARY

This general summary is solely for the convenience of the Company's stockholders and is qualified in its entirety by reference to the full text and more specific details set forth in this Offer to Purchase.

Purchase Price.....	The Company will determine a single per Share net cash price which will be not more than \$12.00 nor less than \$9.00 per Share. All Shares purchased by the Company will be purchased at the Purchase Price even if tendered at or below the Purchase Price. Each stockholder desiring to tender Shares must specify in the Letter of Transmittal the minimum price (not more than \$12.00 nor less than \$9.00 per Share) at which the stockholder is willing to have such stockholder's Shares purchased by the Company.
Number of Shares to be Purchased.....	1,000,000 Shares (or such lesser number of Shares as are properly tendered at prices not in excess of \$12.00 nor less than \$9.00 per share).
How to Tender Shares.....	See Section 3. Contact the Information Agent, the Dealer Manager or consult your broker for assistance.
Brokerage Commissions.....	None for registered stockholders who tender their Shares directly to the Depositary. Stockholders holding Shares through brokers or banks are urged to consult the brokers or banks to determine whether transaction costs are applicable if stockholders tender Shares through the brokers or banks and not directly to the Depositary.

Stock Transfer Tax..... None, if payment is made to the registered holder of Shares.

Expiration and Proration Dates..... Tuesday, August 18, 1998, at 12:00 Midnight, New York City time, unless the Offer is extended by the Company.

Payment Date..... As soon as practicable after the termination of the Offer.

Position of the Company and its Board of Directors..... Neither the Company nor its Board of Directors makes any recommendation to stockholders as to whether to tender or refrain from tendering their Shares. Each stockholder must make the decision whether to tender Shares and, if so, how many Shares to tender and the price or prices at which such Shares should be tendered. The Company has been advised that none of its directors or executive officers intends to tender any Shares pursuant to the Offer.

Withdrawal Rights..... Tendered Shares may be withdrawn at any time prior to 12:00 Midnight, New York City time, on Tuesday, August 18, 1998, unless the Offer is extended by the Company, and, unless previously purchased, after 12:00 Midnight, New York City time, on Wednesday, September 16, 1998. See Section 4.

Odd Lots..... There will be no proration of Shares tendered by any stockholder owning beneficially or of record less than 100 Shares as of the close of business on July 21, 1998 and as of the Expiration Date, if the stockholder tenders all Shares owned by the stockholder at or below the Purchase Price prior to the Expiration Date and completes the section entitled "Odd Lots" in the Letter of Transmittal. See Section 1.

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CERTAIN SECTIONS OF THIS OFFER TO PURCHASE INCLUDING, BUT NOT LIMITED TO, SECTION 2 ENTITLED "PURPOSE OF THE OFFER; CERTAIN EFFECTS OF THE OFFER" AND SECTION 9 ENTITLED "CERTAIN INFORMATION CONCERNING THE COMPANY," CONTAIN CERTAIN "FORWARD LOOKING STATEMENTS" AS SUCH TERM IS USED UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. THE COMPANY'S PERFORMANCE MAY BE AFFECTED BY MANY UNCERTAINTIES THAT EXIST IN THE COMPANY'S OPERATIONS AND BUSINESS ENVIRONMENT THAT MAY CAUSE ACTUAL PERFORMANCE TO DIFFER MATERIALLY FROM PERFORMANCE SUGGESTED BY ANY FORWARD LOOKING STATEMENTS.

DEMAND FOR THE COMPANY'S PRODUCTS IS CYCLICAL IN NATURE AND SUBJECT TO CHANGES IN GENERAL MARKET CONDITIONS THAT AFFECT DEMAND. THE COMPANY'S CUSTOMERS OPERATE PRIMARILY IN INDUSTRIES (E.G., BUILDING AND CONSTRUCTION AND TRANSPORTATION) THAT ARE AFFECTED BY CHANGES IN ECONOMIC CONDITIONS, WHICH IN TURN CAN AFFECT ORDERS FOR EXTRUSIONS. THE COMPANY AND THE EXTRUSION INDUSTRY GENERALLY OPERATE WITHOUT SIGNIFICANT ORDER BACKLOGS. AS A RESULT, ECONOMIC SLOWDOWNS AND RECESSIONS COULD ADVERSELY AFFECT THE EXTRUSION INDUSTRY AND THE COMPANY. THE COMPANY'S PERFORMANCE MAY ALSO BE AFFECTED BY OTHER RISKS AND UNCERTAINTIES THAT MAY CAUSE ACTUAL PERFORMANCE TO DIFFER MATERIALLY FROM ANY FORWARD-LOOKING STATEMENTS, INCLUDING BUT NOT LIMITED TO THE FOLLOWING: THE COMPANY'S LEVEL OF UTILIZATION OF ITS EXTRUSION CAPACITY AND THE IMPACT OF CAPACITY UTILIZATION ON COSTS; THE COMPANY'S ABILITY TO INCREASE ITS MARKET SHARE, WHICH MAY BE NECESSARY TO MAXIMIZE CAPACITY UTILIZATION, AND THE COSTS ASSOCIATED WITH ANY SUCH EFFECTS; THE HIGHLY COMPETITIVE NATURE OF THE EXTRUSION INDUSTRY AND THE RELATIVELY GREATER CAPITALIZATION AND LOWER LEVELS OF INDEBTEDNESS OF CERTAIN COMPETITORS, PARTICULARLY INTEGRATED ALUMINUM PRODUCERS; DEVELOPMENTS WITH RESPECT TO CONTINGENCIES SUCH AS ENVIRONMENTAL MATTERS AND LITIGATION; THE IMPACT ON VARIABLE COSTS OF CHANGES IN LABOR MARKET CONDITIONS AND ENERGY AND RAW MATERIALS COSTS (PRIMARILY ALUMINUM); SEASONAL VARIATIONS IN THE

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EXTRUSION BUSINESS WHICH IS GENERALLY STRONGER IN THE SECOND AND THIRD QUARTERS AND WEAKER IN THE FIRST AND FOURTH QUARTERS; WHETHER THE COMPANY'S MANAGEMENT TEAM HIRED IN LATE 1996 WILL BE ABLE TO IMPROVE OPERATIONS AND PROFITABILITY AS PLANNED; WHETHER AND TO WHAT EXTENT THE COMPANY'S CAPITAL EXPENDITURES CAN ACHIEVE REDUCTIONS IN VARIABLE COSTS; AND WHETHER THE COMPANY'S COMPUTER SYSTEMS WILL BE SUCCESSFULLY UPDATED TO ELIMINATE THE "YEAR 2000" ISSUE, AND AT WHAT COST, AND WHETHER AND TO WHAT EXTENT THE COMPANY'S CUSTOMER AND SUPPLIER RELATIONSHIPS ARE ADVERSELY AFFECTED BY THIS ISSUE; AND THE COMPANY'S ABILITY TO INTEGRATE AND OPERATE ACQUIRED FACILITIES ON A PROFITABLE BASIS.

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TO THE HOLDERS OF COMMON STOCK OF EASCO, INC.:

INTRODUCTION

Easco, Inc., a Delaware corporation (the "Company"), invites its stockholders to tender shares of its Common Stock, par value \$.01 per share (the "Shares"), to the Company at prices not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions set forth herein and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer").

The Company will, upon the terms and subject to the conditions of the Offer, determine the single per Share price, not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon (the "Purchase Price"), that it will pay for Shares properly tendered pursuant to the Offer, taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to buy 1,000,000 Shares (or such lesser number of Shares as are properly tendered at prices not in excess of \$12.00 nor less than \$9.00 per Share). All Shares properly tendered prior to the Expiration Date (as defined in Section 1) at prices at or below the Purchase Price and not properly withdrawn will be purchased at the Purchase Price, upon the terms and subject to the conditions of the Offer, including the proration provisions. All Shares acquired in the Offer will be acquired at the Purchase Price. Shares tendered at prices in excess of the Purchase Price and Shares not purchased because of proration will be returned at the Company's expense to the stockholders who tendered such Shares. The Company reserves the right, in its sole discretion, to purchase more than 1,000,000 Shares pursuant to the Offer. See Section 14.

THE OFFER IS NOT CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS. SEE SECTION 6.

THE BOARD OF DIRECTORS OF THE COMPANY HAS APPROVED THE OFFER. HOWEVER, NEITHER THE COMPANY NOR ITS BOARD OF DIRECTORS MAKES ANY RECOMMENDATION TO STOCKHOLDERS AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING THEIR SHARES. EACH STOCKHOLDER MUST MAKE THE DECISION WHETHER TO TENDER SHARES AND, IF SO, HOW MANY SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH SUCH SHARES SHOULD BE TENDERED. THE COMPANY HAS BEEN ADVISED THAT NONE OF ITS DIRECTORS OR EXECUTIVE OFFICERS INTENDS TO TENDER ANY SHARES PURSUANT TO THE OFFER. SEE SECTION 10.

Upon the terms and subject to the conditions of the Offer, if at the Expiration Date more than 1,000,000 Shares (or such greater number of Shares as the Company may elect to purchase) are properly tendered at or below the Purchase Price and not properly withdrawn, the Company will buy Shares first from all Odd Lot Holders (as defined in Section 1) who properly tender all their Shares at or below the Purchase Price and then on a pro rata basis from all other stockholders who properly tender Shares at prices at or below the Purchase Price (and do not properly withdraw them prior to the expiration of the Offer). See Section 1.

The Purchase Price will be paid net to the tendering stockholder in cash, without interest thereon, for all Shares purchased. Tendering stockholders who hold Shares in their own name and who tender their Shares directly to the Depositary will not be obligated to pay brokerage commissions, solicitation fees or, subject to Instruction 7 of the Letter of Transmittal, stock transfer taxes on the purchase of Shares by the Company pursuant to the Offer. Stockholders holding Shares through brokers or banks are urged to consult the brokers or banks to determine whether transaction costs are applicable if stockholders tender Shares through the brokers or banks and not directly to the Depositary. HOWEVER, ANY TENDERING STOCKHOLDER OR OTHER PAYEE WHO FAILS TO COMPLETE, SIGN AND RETURN TO THE DEPOSITARY THE SUBSTITUTE FORM W-9 THAT IS INCLUDED AS PART OF THE LETTER OF TRANSMITTAL MAY BE SUBJECT TO REQUIRED UNITED STATES FEDERAL INCOME TAX BACKUP WITHHOLDING OF 31% OF THE GROSS PROCEEDS PAYABLE TO THE TENDERING STOCK-

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HOLDER OR OTHER PAYEE PURSUANT TO THE OFFER. SEE SECTION 3. The Company will pay all fees and expenses of Credit Suisse First Boston Corporation ("Credit Suisse First Boston" or the "Dealer Manager"), ChaseMellon Shareholder Services, L.L.C. (the "Depositary") and MacKenzie Partners, Inc. (the "Information Agent") incurred in connection with the Offer. See Section 15.

The Board of Directors has determined that the Company's financial condition and outlook and current market conditions, including recent trading prices of Shares, make this an attractive time to repurchase a significant

portion of the outstanding Shares. In the view of the Board of Directors, the Offer represents an attractive investment for the Company that should benefit the Company and its stockholders over the long term. In particular, the Board of Directors believes that the purchase of Shares at this time is consistent with the Company's long term corporate goal of seeking to increase stockholder value.

The Offer provides stockholders who are considering a sale of all or a portion of their Shares with the opportunity to determine the price or prices (not in excess of \$12.00 nor less than \$9.00 per Share) at which they are willing to sell their Shares and, subject to the terms and conditions of the Offer, to sell those Shares for cash without, where Shares are tendered by the registered owner thereof directly to the Depositary, the usual transaction costs associated with open market sales. In addition, the Offer may give stockholders the opportunity to sell at prices greater than market prices prevailing prior to the announcement of the Offer. The Offer also allows stockholders to sell a portion of their Shares while retaining a continuing equity interest in the Company. Stockholders who determine not to accept the Offer will realize a proportionate increase in their relative equity interest in the Company, and thus in the Company's future earnings and assets subject to the Company's right to issue additional Shares and other equity securities in the future. In determining whether to tender Shares pursuant to the Offer, stockholders should consider the possibility that they may be able to sell their Shares in the future on Nasdaq or otherwise, including in connection with a sale of the Company, at a net price higher than the Purchase Price. See Section 2. The Company can give no assurance, however, as to the price at which a stockholder may be able to sell non-tendered Shares in the future.

As of July 21, 1998, the Company had 10,475,339 issued and outstanding Shares, 2,005,222 Shares held in treasury and had reserved 1,004,180 Shares for issuance upon exercise of outstanding stock options ("Options") under the Company's Stock Option Plan and certain Stock Option Agreements which the Company has entered into with certain of its executive officers (collectively the "Option Plans"). The 1,000,000 Shares that the Company is offering to purchase pursuant to the Offer represent approximately 9.5% of the Company's Shares outstanding on July 21, 1998 (approximately 9.3% assuming exercise of outstanding exercisable Options). The Shares are listed and traded on Nasdaq under the symbol "ESCO." On July 21, 1998, the last full trading day prior to the announcement of the Offer, the closing per Share sales price as reported on Nasdaq was \$9.75. STOCKHOLDERS ARE URGED TO OBTAIN CURRENT MARKET QUOTATIONS FOR THE SHARES. See Section 7.

THE OFFER

1. NUMBER OF SHARES; PRORATION.

Upon the terms and subject to the conditions of the Offer, the Company will purchase 1,000,000 Shares or such lesser number of Shares as are properly tendered (and not properly withdrawn in accordance with Section 4) prior to the Expiration Date (as defined below) at prices not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller incash, without interest thereon.

The term "Expiration Date" means 12:00 Midnight, New York City time, on Tuesday, August 18, 1998 unless and until the Company, in its sole discretion, shall have extended the period of time during which the Offer will remain open, in which event the term "Expiration Date" shall refer to the latest time and date at which the Offer, as so extended by the Company, shall expire. See Section 14 for a description of the Company's right to extend, delay, terminate or amend the Offer. The Company reserves the right to purchase more than 1,000,000 Shares pursuant to the Offer. In accordance with applicable regulations of the Securities and Exchange Commission (the "Commission"), the Company may purchase pursuant to the Offer an additional amount of Shares not to exceed 2% of the outstanding Shares without amending or extending the

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Offer. See Section 14. In the event of an over-subscription of the Offer as described below, Shares tendered at or below the Purchase Price prior to the

Expiration Date will be subject to proration, except for Odd Lots (as defined below). The proration period also expires on the Expiration Date. If (i) the Company increases the price to be paid for Shares above \$12.00 per Share or decreases the price to be paid for Shares below \$9.00 per Share, the Company materially increases the Dealer Manager fee or the Company increases the number of Shares being sought in the Offer and such increase in the number of Shares being sought exceeds 2% of the outstanding Shares, or the Company decreases the number of Shares being sought, and (ii) the Offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that notice of such increase or decrease is first published, sent or given in the manner specified in Section 14, the Offer will be extended until the expiration of such period of ten business days.

The Company will, upon the terms and subject to the conditions of the Offer, determine a single per Share Purchase Price that it will pay for Shares properly tendered and not properly withdrawn pursuant to the Offer, taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to buy 1,000,000 Shares (or such lesser number of Shares as are properly tendered at prices not in excess of \$12.00 nor less than \$9.00 per Share). All Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn will be purchased at the Purchase Price, upon the terms and subject to the conditions of the Offer, including the proration provisions. All Shares acquired in the Offer will be acquired at the Purchase Price.

THE OFFER IS NOT CONDITIONED ON THE TENDER OF ANY MINIMUM NUMBER OF SHARES, BUT IS SUBJECT TO CERTAIN OTHER CONDITIONS. SEE SECTION 6.

In accordance with Instruction 5 of the Letter of Transmittal, stockholders desiring to tender Shares must specify the price, not in excess of \$12.00 nor less than \$9.00 per Share, at which they are willing to sell their Shares to the Company pursuant to the Offer. As promptly as practicable following the Expiration Date, the Company will, in its sole discretion, determine the Purchase Price that it will pay for Shares properly tendered pursuant to the Offer and not properly withdrawn, taking into account the number of Shares tendered and the prices specified by tendering stockholders. The Company intends to select the lowest Purchase Price, not in excess of \$12.00 nor less than \$9.00 net per Share in cash, that will enable it to purchase 1,000,000 Shares (or such lesser number of Shares as are properly tendered) pursuant to the Offer. Shares properly tendered pursuant to the Offer at or below the Purchase Price and not properly withdrawn will be purchased at the Purchase Price, upon the terms and subject to the conditions of the Offer, including the proration provisions. All Shares tendered and not purchased pursuant to the Offer, including Shares tendered at prices in excess of the Purchase Price and Shares not purchased because of proration, will be returned to the tendering stockholders at the Company's expense as promptly as practicable following the Expiration Date.

If the number of Shares properly tendered at or below the Purchase Price and not properly withdrawn prior to the Expiration Date is less than or equal to 1,000,000 Shares (or such greater number of Shares as the Company may elect to purchase pursuant to the Offer), the Company will, upon the terms and subject to the conditions of the Offer, purchase all Shares so tendered at the Purchase Price.

Priority of Purchases. Upon the terms and subject to the conditions of the Offer, if more than 1,000,000 Shares (or such greater number of Shares as the Company may elect to purchase) have been properly tendered at prices at or below the Purchase Price and not properly withdrawn prior to the Expiration Date, the Company will purchase properly tendered Shares on the basis set forth below:

(a) first, all Shares properly tendered and not properly withdrawn prior to the Expiration Date by any Odd Lot Holder (as defined below) who:

(1) tenders all Shares owned beneficially or of record by such Odd Lot Holder at a price at or below the Purchase Price (tenders of less than all the Shares owned by such Odd Lot Holder will not qualify for this preference); and

(2) completes the section entitled "Odd Lots" in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery; and

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(b) second, after the purchase of all of the foregoing Shares, all other Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn prior to the Expiration Date, on a pro rata basis (with appropriate adjustments to avoid purchases of fractional Shares), as described below.

Odd Lots. For purposes of the Offer, the term "Odd Lots" shall mean all Shares properly tendered prior to the Expiration Date at prices at or below the Purchase Price and not properly withdrawn by any person (an "Odd Lot Holder") who owned beneficially or of record as of the close of business on July 21, 1998 and who continue to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares and so certified in the appropriate place on the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery. In order to qualify for this preference, an Odd Lot Holder must tender all Shares owned by the Odd Lot Holder in accordance with the procedures described in Section 3. As set forth above, Odd Lots will be accepted for payment before proration, if any, of the purchase of other tendered Shares. This preference is not available to partial tenders or to beneficial or record holders of an aggregate of 100 or more Shares, even if these holders have separate accounts or certificates representing fewer than 100 Shares. By accepting the Offer, an Odd Lot Holder who holds Shares in its name and tenders its Shares directly to the Depository would not only avoid the payment of brokerage commissions, but also would avoid any applicable odd lot discounts in a sale of the holder's Shares. Any stockholder wishing to tender all of such stockholder's Shares pursuant to the Offer should complete the section entitled "Odd Lots" in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery.

The Company also reserves the right, but will not be obligated, to purchase all Shares duly tendered by any shareholder who tenders any Shares beneficially owned at or below the Purchase Price and who, as a result of proration, would then beneficially own an aggregate of fewer than 100 Shares. If the Company exercises this right, it will increase the number of Shares that it is offering to purchase in the Offer by the number of Shares purchased through the exercise of such right.

Proration. In the event that proration of tendered Shares is required, the Company will determine the proration factor as soon as practicable following the Expiration Date. Proration for each stockholder tendering Shares, other than Odd Lot Holders, shall be based on the ratio of the number of Shares properly tendered and not properly withdrawn by such stockholder to the total number of Shares properly tendered and not properly withdrawn by all stockholders, other than Odd Lot Holders, at or below the Purchase Price. Because of the difficulty in determining the number of Shares properly tendered (including Shares tendered by guaranteed delivery procedures, as described in Section 3) and not properly withdrawn, and because of the Odd Lot procedure, the Company does not expect that it will be able to announce the final proration factor or commence payment for any Shares purchased pursuant to the Offer until approximately five business days after the Expiration Date. The preliminary results of any proration will be announced by press release as promptly as practicable after the Expiration Date. Stockholders may obtain preliminary proration information from the Information Agent or the Dealer Manager and may be able to obtain such information from their brokers.

As described in Section 13, the number of Shares that the Company will purchase from a stockholder pursuant to the Offer may affect the United States federal income tax consequences to the stockholder of the purchase and, therefore, may be relevant to a stockholder's decision whether or not to tender Shares. The Letter of Transmittal affords each tendering stockholder the opportunity to designate the order of priority in which Shares tendered are to

be purchased in the event of proration.

This Offer to Purchase and the related Letter of Transmittal will be mailed to Shareholders who were record holders of Shares as of July 21, 1998 and will be furnished to brokers, banks and similar persons whose names, or the names of whose nominees, appear on the Company's stockholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Shares.

2. PURPOSE OF THE OFFER; CERTAIN EFFECTS OF THE OFFER.

The Offer provides stockholders who are considering a sale of all or a portion of their Shares with the opportunity to determine the price or prices (not in excess of \$12.00 nor less than \$9.00 per Share) at which

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they are willing to sell their Shares and, subject to the terms and conditions of the Offer, to sell such Shares for cash without, where Shares are tendered by the registered owner directly to the Depositary, the usual transaction costs associated with open market sales. In addition, Odd Lot Holders who hold Shares in their names and tender their Shares directly to the Depositary and whose Shares are purchased pursuant to the Offer not only will avoid the payment of brokerage commissions but also will avoid any applicable odd lot discounts payable on a sale of their Shares in a Nasdaq transaction. The Offer also allows stockholders to sell a portion of their Shares while retaining a continuing equity interest in the Company. Stockholders who determine not to accept the Offer will realize a proportionate increase in their relative equity interest in the Company, and thus in the Company's future earnings and assets, subject to the Company's right to issue additional Shares and other equity securities in the future. Stockholders may be able to sell non-tendered Shares in the future on Nasdaq or otherwise, including in connection with a sale of the Company, at a net price higher than the Purchase Price. The Company can give no assurance, however, as to the price at which a stockholder may be able to sell Shares in the future.

The Board of Directors has determined that the Company's financial condition and outlook and current market conditions, including recent trading prices of Shares, make this an attractive time to repurchase outstanding Shares. In the view of the Board of Directors, the Offer represents an attractive investment that should benefit the Company and its stockholders over the long term. In particular, the Board of Directors believes that the purchase of Shares at this time is consistent with the Company's long term corporate goal of seeking to increase stockholder value. The funds required to complete the Offer and pay related expenses will be provided from working capital and cash from operations and the balance, if necessary, from borrowings incurred by the Company under its revolving credit facility. See Section 8.

THE BOARD OF DIRECTORS OF THE COMPANY HAS APPROVED THE OFFER. HOWEVER, NEITHER THE COMPANY NOR ITS BOARD OF DIRECTORS MAKES ANY RECOMMENDATION TO STOCKHOLDERS AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING THEIR SHARES AND NEITHER HAS AUTHORIZED ANY PERSON TO MAKE ANY RECOMMENDATION. STOCKHOLDERS ARE URGED TO EVALUATE CAREFULLY ALL INFORMATION IN THE OFFER, CONSULT WITH THEIR OWN INVESTMENT AND TAX ADVISORS AND MAKE THEIR OWN DECISIONS WHETHER TO TENDER SHARES AND, IF SO, HOW MANY SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH SUCH SHARES SHOULD BE TENDERED. THE COMPANY HAS BEEN ADVISED THAT NONE OF ITS DIRECTORS OR EXECUTIVE OFFICERS INTENDS TO TENDER ANY SHARES PURSUANT TO THE OFFER. SEE SECTION 10.

The Company may in the future purchase additional Shares on the open market, in private transactions, through tender offers or otherwise, subject to the approval of the Board of Directors. Future purchases may be on the same terms or on terms which are more or less favorable to stockholders than the terms of the Offer. However, Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prohibits the Company and its affiliates from purchasing any Shares, other than pursuant to the Offer, until at least ten business days after the Expiration Date. Any possible future purchases by the

Company will depend on many factors, including the market price of the Shares, the results of the Offer, the Company's business and financial position and general economic and market conditions.

During the second quarter of 1998, a third party, through the Company's President, advised the Company's Board of Directors of a potential interest in purchasing the Company. Although representatives of the Board of Directors engaged in exploratory discussions with the third party and the Company's financial advisor, Credit Suisse First Boston Corporation, about the possible terms of a sale, in light of such discussions and current market conditions, the discussions were terminated at a preliminary stage. The Company and its largest stockholder, American Industrial Partners Capital Funds, L.P., have received informal inquiries from time to time concerning a possible sale of the Company. None of these inquiries has resulted in any formal discussions and the Board of Directors is not currently engaged in discussions with any third party regarding a sale of the Company. The Board of Directors may determine in the future, however, that a sale of the Company would be in the best interests of the Company's stockholders. If the Company is sold, stockholders may receive net proceeds from the sale in excess of the Purchase Price.

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Shares the Company acquires pursuant to the Offer will be held in the Company's treasury (unless and until the Company determines to retire any such Shares) and will be available for the Company to issue without further stockholder action (except as required by applicable law or the rules applicable to companies with shares traded on Nasdaq or any other securities exchange on which the Shares may be listed) for purposes including, but not limited to, the acquisition of other businesses, the raising of additional capital for use in the Company's business and the satisfaction of obligations under existing or future employee benefit plans. The Company has no current plans for the issuance of Shares repurchased pursuant to the Offer by the Company and resume the status of authorized but unissued Shares.

Except as disclosed in this Offer to Purchase, the Company currently has no plans or proposals that relate to or would result in (a) the acquisition by any person of additional securities of the Company or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present Board of Directors or management of the Company; (e) any material change in the present dividend rate or policy, or indebtedness or capitalization of the Company; (f) any other material change in the Company's corporate structure or business; (g) any change in the Company's Certificate of Incorporation or By-Laws or other actions which may impede the acquisition of control of the Company by any person; (h) a class of equity security of the Company being delisted from a national securities exchange or ceasing to be authorized for quotation in an inter-dealer quotation system of a registered national securities association; (i) a class of equity security of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (j) the suspension of the Company's obligation to file reports pursuant to Section 15(d) of the Exchange Act.

3. PROCEDURES FOR TENDERING SHARES.

Proper Tender of Shares. For Shares to be tendered properly pursuant to the Offer, (a) the certificates for such Shares (or confirmation of receipt of such Shares pursuant to the procedure for book-entry transfer set forth below), together with a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof), including any required signature guarantees, and any other documents required by the Letter of Transmittal, must be received prior to 12:00 Midnight, New York City time, on the Expiration Date by the Depositary at its address set forth on the back cover of this Offer to Purchase, or (b) the tendering stockholder must comply with the guaranteed delivery procedure set forth below. IN ACCORDANCE WITH INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL, STOCKHOLDERS DESIRING TO TENDER SHARES PURSUANT TO THE OFFER MUST

PROPERLY INDICATE IN THE SECTION CAPTIONED "PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED" ON THE LETTER OF TRANSMITTAL THE PRICE (IN MULTIPLES OF \$.125) AT WHICH SHARES ARE BEING TENDERED. Stockholders who desire to tender Shares at more than one price must complete a separate Letter of Transmittal for each price at which Shares are tendered, provided that the same Shares cannot be tendered (unless properly withdrawn previously in accordance with the terms of the Offer) at more than one price. TO PROPERLY TENDER SHARES, ONE AND ONLY ONE PRICE BOX MUST BE CHECKED IN THE APPROPRIATE SECTION ON EACH LETTER OF TRANSMITTAL.

IN ADDITION, ODD LOT HOLDERS WHO TENDER ALL SHARES MUST COMPLETE THE SECTION CAPTIONED "ODD LOTS" IN THE LETTER OF TRANSMITTAL AND, IF APPLICABLE, IN THE NOTICE OF GUARANTEED DELIVERY, TO QUALIFY FOR THE PREFERENTIAL TREATMENT AVAILABLE TO ODD LOT HOLDERS AS SET FORTH IN SECTION 1.

STOCKHOLDERS WHO HOLD SHARES THROUGH BROKERS OR BANKS ARE URGED TO CONSULT THE BROKERS OR BANKS TO DETERMINE WHETHER TRANSACTION COSTS ARE APPLICABLE IF STOCKHOLDERS TENDER SHARES THROUGH THE BROKERS OR BANKS AND NOT DIRECTLY TO THE DEPOSITARY.

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Signature Guarantees and Method of Delivery. No signature guarantee is required: (i) if the Letter of Transmittal is signed by the registered holder of the Shares (which term, for purposes of this Section 3, shall include any participant in The Depository Trust Company (the "Book-Entry Transfer Facility") whose name appears on a security position listing as the owner of the Shares) tendered therewith and such holder has not completed either the box entitled "Special Delivery Instructions" or the box entitled "Special Payment Instructions" on the Letter of Transmittal; or (ii) if Shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution," as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (each of the foregoing constituting an "Eligible Institution"). See Instruction 1 of the Letter of Transmittal. If a certificate for Shares is registered in the name of a person other than the person executing a Letter of Transmittal, or if payment is to be made, or Shares not purchased or tendered are to be issued, to a person other than the registered holder, then the certificate must be endorsed or accompanied by an appropriate stock power, in either case, signed exactly as the name of the registered holder appears on the certificate, with the signature guaranteed by an Eligible Institution.

In all cases, payment for Shares tendered and accepted for payment pursuant to the Offer will be made only after timely receipt by the Depository of certificates for such Shares (or a timely confirmation of the book-entry transfer of the Shares into the Depository's account at the Book-Entry Transfer Facility as described above), a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof) and any other documents required by the Letter of Transmittal. THE METHOD OF DELIVERY OF ALL DOCUMENTS, INCLUDING CERTIFICATES FOR SHARES, THE LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS, IS AT THE ELECTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, THEN REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED.

Book-Entry Delivery. The Depository will establish an account with respect to the Shares for purposes of the Offer at the Book-Entry Transfer Facility within two business days after the date of this Offer to Purchase, and any financial institution that is a participant in the Book-Entry Transfer Facility's system may make book-entry delivery of the Shares by causing the Book-Entry Transfer Facility to transfer Shares into the Depository's account in accordance with the Book-Entry Transfer Facility's procedures for transfer. Although delivery of Shares may be effected through a book-entry transfer into the Depository's account at the Book-Entry Transfer Facility, either (i) a properly completed and duly executed Letter of Transmittal (or a manually signed

facsimile thereof) with any required signature guarantees and any other required documents must, in any case, be transmitted to and received by the Depositary at its address set forth on the back cover of this Offer to Purchase prior to the Expiration Date, or (ii) the guaranteed delivery procedure described below must be followed. DELIVERY OF THE LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS TO THE BOOK-ENTRY TRANSFER FACILITY DOES NOT CONSTITUTE DELIVERY TO THE DEPOSITARY.

United States Federal Income Tax Backup Withholding. Under the United States federal income tax backup withholding rules, unless an exemption applies under the applicable law and regulations, 31% of the gross proceeds payable to a stockholder or other payee pursuant to the Offer must be withheld and remitted to the United States Internal Revenue Service ("IRS"), unless the stockholder or other payee provides its taxpayer identification number (employer identification number or social security number) to the Depositary (as payor) and certifies under penalties of perjury that such number is correct. Therefore, each tendering stockholder should complete and sign the Substitute Form W-9 included as part of the Letter of Transmittal so as to provide the information and certification necessary to avoid backup withholding. If the Depositary is not provided with the correct taxpayer identification number, the United States Holder (as defined in Section 13 herein) also may be subject to a penalty imposed by the IRS. If withholding results in an overpayment of taxes, a refund may be obtained. Certain "exempt recipients" (including, among others, all corporations and certain Non-United States Holders (as defined in Section 13 herein)) are not subject to these backup withholding and information reporting requirements. In order for a Non-United States Holder to qualify as an exempt recipient, that stockholder must submit an IRS Form W-8 or a Substitute Form W-8,

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signed under penalties of perjury, attesting to that stockholder's exempt status. Such statements can be obtained from the Depositary. See Instruction 14 of the Letter of Transmittal.

TO PREVENT UNITED STATES FEDERAL INCOME TAX BACKUP WITHHOLDING EQUAL TO 31% OF THE GROSS PAYMENTS MADE TO STOCKHOLDERS FOR SHARES PURCHASED PURSUANT TO THE OFFER, EACH STOCKHOLDER WHO DOES NOT OTHERWISE ESTABLISH AN EXEMPTION FROM SUCH BACKUP WITHHOLDING MUST PROVIDE THE DEPOSITARY WITH THE STOCKHOLDER'S CORRECT TAXPAYER IDENTIFICATION NUMBER AND PROVIDE CERTAIN OTHER INFORMATION BY COMPLETING THE SUBSTITUTE FORM W-9 INCLUDED AS PART OF THE LETTER OF TRANSMITTAL.

Withholding For Non-United States Holders. Even if a Non-United States Holder has provided the required certification to avoid backup withholding, the Depositary will withhold United States federal income taxes equal to 30% of the gross payments payable to a Non-United States Holder or his agent unless the Depositary determines that a reduced rate of withholding is available pursuant to a tax treaty or that an exemption from withholding is applicable because the gross proceeds are effectively connected with the conduct of a trade or business within the United States. In order to obtain a reduced rate of withholding pursuant to a tax treaty, a Non-United States Holder must deliver to the Depositary before the payment a properly completed and executed IRS Form 1001. In order to obtain an exemption from withholding on the grounds that the gross proceeds paid pursuant to the Offer are effectively connected with the conduct of a trade or business within the United States, a Non-United States Holder must deliver to the Depositary a properly completed and executed IRS Form 4224. The Depositary will determine a stockholder's status as a Non-United States Holder and eligibility for a reduced rate of, or exemption from, withholding by reference to any outstanding certificates or statements concerning eligibility for a reduced rate of, or exemption from, withholding (e.g., IRS Form 1001 or IRS Form 4224) unless facts and circumstances indicate that such reliance is not warranted. A Non-United States Holder may be eligible to obtain a refund of all or a portion of any tax withheld if such Non-United States Holder meets those tests described in Section 13 that would characterize the exchange as a sale (as opposed to a dividend) or is otherwise able to establish that no tax or a

reduced amount of tax is due.

NON-UNITED STATES HOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF UNITED STATES FEDERAL INCOME TAX WITHHOLDING, INCLUDING ELIGIBILITY FOR A WITHHOLDING TAX REDUCTION OR EXEMPTION, AND THE REFUND PROCEDURE.

Guaranteed Delivery. If a stockholder desires to tender Shares pursuant to the Offer and the stockholder's Share certificates are not immediately available or cannot be delivered to the Depository prior to the Expiration Date (or the procedure for book-entry transfer cannot be completed on a timely basis) or if time will not permit all required documents to reach the Depository prior to the Expiration Date, the Shares may nevertheless be tendered, provided that all of the following conditions are satisfied:

(a) the tender is made by or through an Eligible Institution;

(b) the Depository receives by hand, mail, overnight courier, telegram or facsimile transmission, on or prior to the Expiration Date, a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form the Company has provided with this Offer to Purchase (specifying the price at which the Shares are being tendered), including (where required) a signature guarantee by an Eligible Institution in the form set forth in such Notice of Guaranteed Delivery; and

(c) the certificates for all tendered Shares, in proper form for transfer (or confirmation of book-entry transfer of such Shares into the Depository's account at the Book-Entry Transfer Facility), together with a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof) and any required signature guarantees or other documents required by the Letter of Transmittal, are received by the Depository within three Nasdaq trading days after the date of receipt by the Depository of the Notice of Guaranteed Delivery.

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Return of Tendered Shares. If any tendered Shares are not purchased, or if less than all Shares evidenced by a stockholder's certificates are tendered, certificates for unpurchased Shares will be returned as promptly as practicable after the expiration or termination of the Offer or, in the case of Shares tendered by book-entry transfer at the Book-Entry Transfer Facility, the Shares will be credited to the appropriate account maintained by the tendering stockholder at the Book-Entry Transfer Facility, in each case without expense to the stockholder.

Company Stock Option Plans. The Company is not offering, as part of the Offer, to purchase any options ("Options") outstanding under the Company's Stock Option Plans and tenders of Options will not be accepted. Holders of Options who wish to participate in the Offer may either (i) comply with the procedure for guaranteed delivery set forth above without having to exercise their Options until after the results of the Offer are known (provided, however, that an Option holder will not be required to make the requisite tender through an Eligible Institution and may personally execute and deliver the Notice of Guaranteed Delivery) or (ii) exercise their Options and purchase Shares of the Company's common stock and then tender the Shares pursuant to the Offer, provided that, in the case of either (i) or (ii), any exercise of an Option and tender of Shares is in accordance with the terms of the Option Plans and the Options. In no event are any Options to be delivered to the Depository in connection with a tender of Shares hereunder. An exercise of an Option cannot be revoked even if Shares received upon the exercise and tendered in the Offer are not purchased in the Offer for any reason.

Determination of Validity; Rejection of Shares; Waiver of Defects; No Obligation to Give Notice of Defects. All questions as to the number of Shares to be accepted, the price to be paid for Shares to be accepted and the validity, form, eligibility (including time of receipt) and acceptance for payment of any

tender of Shares will be determined by the Company, in its sole discretion, and its determination shall be final and binding on all parties. The Company reserves the absolute right to reject any or all tenders of any Shares that it determines are not in proper form or the acceptance for payment of or payment for which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right to waive any of the conditions of the Offer or any defect or irregularity in any tender with respect to any particular Shares or any particular stockholder and the Company's interpretation of the terms of the Offer will be final and binding on all parties. No tender of Shares will be deemed to have been properly made until all defects or irregularities have been cured by the tendering stockholder or waived by the Company. None of the Company, the Dealer Manager, the Depositary, the Information Agent or any other person shall be obligated to give notice of any defects or irregularities in tenders, nor shall any of them incur any liability for failure to give any notice.

Tendering Stockholder's Representation and Warranty; Company's Acceptance Constitutes an Agreement. A tender of Shares pursuant to any of the procedures described above will constitute the tendering stockholder's acceptance of the terms and conditions of the Offer, as well as the tendering stockholder's representation and warranty to the Company that (a) the stockholder has a net long position in the Shares or equivalent securities at least equal to the Shares tendered within the meaning of Rule 14e-4 promulgated by the Commission under the Exchange Act and (b) the tender of Shares complies with Rule 14e-4. It is a violation of Rule 14e-4 for a person, directly or indirectly, to tender Shares for that person's own account unless, at the time of tender and at the end of the proration period or period during which Shares are accepted by lot (including any extensions thereof), the person so tendering (i) has a net long position equal to or greater than the amount of (x) Shares tendered or (y) other securities convertible into or exchangeable or exercisable for the Shares tendered and will acquire the Shares for tender by conversion, exchange or exercise and (ii) will deliver or cause to be delivered the Shares in accordance with the terms of the Offer. Rule 14e-4 provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. The Company's acceptance for payment of Shares tendered pursuant to the Offer will constitute a binding agreement between the tendering stockholder and the Company upon the terms and conditions of the Offer.

CERTIFICATES FOR SHARES, TOGETHER WITH A PROPERLY COMPLETED LETTER OF TRANSMITTAL AND ANY OTHER DOCUMENTS REQUIRED BY THE LETTER OF TRANSMITTAL, MUST BE DELIVERED TO THE DEPOSITARY AND NOT TO THE COMPANY. ANY SUCH DOCUMENTS DELIVERED TO THE COMPANY WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT BE DEEMED TO BE PROPERLY TENDERED.

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4. WITHDRAWAL RIGHTS.

Except as otherwise provided in this Section 4, tenders of Shares pursuant to the Offer are irrevocable. Shares tendered pursuant to the Offer may be withdrawn at any time prior to the Expiration Date and, unless theretofore accepted for payment by the Company pursuant to the Offer, may also be withdrawn at any time after 12:00 Midnight, New York City time, on Wednesday, September 16, 1998.

For a withdrawal to be effective, a notice of withdrawal must be in written, telegraphic, telex or facsimile transmission form and must be received in a timely manner by the Depositary at its address set forth on the back cover of this Offer to Purchase. Any such notice of withdrawal must specify the name of the tendering stockholder, the number of Shares to be withdrawn and the name of the registered holder of such Shares. If the certificates for Shares to be withdrawn have been delivered or otherwise identified to the Depositary, then, prior to the release of such certificates, the tendering stockholder must also submit the serial numbers shown on the particular certificates for Shares to be withdrawn and the signature(s) on the notice of withdrawal must be guaranteed by an Eligible Institution (except in the case of Shares tendered for the account of an Eligible Institution). If Shares have been tendered pursuant to the

procedure for book-entry transfer set forth in Section 3, the notice of withdrawal also must specify the name and the number of the account at the Book-Entry Transfer Facility to be credited with the withdrawn Shares and must otherwise comply with such Book-Entry Transfer Facility's procedures. All questions as to the form and validity (including the time of receipt) of any notice of withdrawal will be determined by the Company, in its sole discretion, which determination shall be final and binding. None of the Company, the Dealer Manager, the Depositary, the Information Agent or any other person shall be obligated to give notice of any defects or irregularities in any notice of withdrawal nor shall any of them incur liability for failure to give any notice.

Withdrawals may not be rescinded and any Shares properly withdrawn will thereafter be deemed not properly tendered for purposes of the Offer unless the withdrawn Shares are properly retendered prior to the Expiration Date by following one of the procedures described in Section 3.

If the Company extends the Offer, is delayed in its purchase of Shares or is unable to purchase Shares pursuant to the Offer for any reason, then, without prejudice to the Company's rights under the Offer, the Depositary may, subject to applicable law, retain tendered Shares on behalf of the Company, and such Shares may not be withdrawn except to the extent tendering stockholders are entitled to withdrawal rights as described in this Section 4.

5. PURCHASE OF SHARES AND PAYMENT OF PURCHASE PRICE.

Upon the terms and subject to the conditions of the Offer, as promptly as practicable following the Expiration Date, the Company (i) will determine the Purchase Price it will pay for the Shares properly tendered and not properly withdrawn prior to the Expiration Date, taking into account the number of Shares so tendered and the prices specified by tendering stockholders, and (ii) will accept for payment and pay for (and thereby purchase) Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn prior to the Expiration Date. For purposes of the Offer, the Company will be deemed to have accepted for payment (and therefore purchased) Shares that are properly tendered at or below the Purchase Price and not properly withdrawn (subject to the proration provisions of the Offer) only when, as and if it gives oral or written notice to the Depositary of its acceptance of the Shares for payment pursuant to the Offer.

Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Date the Company will accept for payment and pay a single per Share Purchase Price for 1,000,000 Shares (subject to increase or decrease as provided in Section 14) properly tendered, or such lesser number of Shares as are properly tendered, at prices not in excess of \$12.00 nor less than \$9.00 per Share and not properly withdrawn as permitted in Section 4.

The Company will pay for Shares purchased pursuant to the Offer by depositing the aggregate Purchase Price therefor with the Depositary, which will act as agent for tendering stockholders for the purpose of receiving payment from the Company and transmitting payment to the tendering stockholders.

In the event of proration, the Company will determine the proration factor and pay for those tendered Shares accepted for payment as soon as practicable after the Expiration Date; however, the Company does not expect to be able to announce the final results of any proration and commence payment for Shares purchased until approximately five business days after the Expiration Date. Certificates for all Shares tendered and not purchased, including all Shares tendered at prices in excess of the Purchase Price and Shares not purchased due to proration, will be returned (or, in the case of Shares tendered by book-entry transfer, will be credited to the account maintained with the Book-Entry Transfer Facility by the participant therein who so delivered the Shares) to the tendering stockholder at the Company's expense as promptly as practicable after the Expiration Date or termination of the Offer without expense to the tendering stockholders. UNDER NO CIRCUMSTANCES WILL INTEREST ON THE PURCHASE PRICE BE PAID

BY THE COMPANY BY REASON OF ANY DELAY IN MAKING PAYMENT. In addition, if certain events occur, the Company may not be obligated to purchase Shares pursuant to the Offer. See Section 6.

The Company will pay all stock transfer taxes, if any, payable on the transfer to it of Shares purchased pursuant to the Offer. If, however, payment of the Purchase Price is to be made to, or (in the circumstances permitted by the Offer) if unpurchased Shares are to be registered in the name of, any person other than the registered holder, or if tendered certificates are registered in the name of any person other than the person signing the Letter of Transmittal, the amount of all stock transfer taxes, if any (whether imposed on the registered holder or the other person), payable on account of the transfer to the person will be deducted from the Purchase Price unless satisfactory evidence of the payment of the stock transfer taxes, or exemption therefrom, is submitted. See Instruction 7 of the Letter of Transmittal.

ANY TENDERING STOCKHOLDER OR OTHER PAYEE WHO FAILS TO COMPLETE FULLY, SIGN AND RETURN TO THE DEPOSITARY THE SUBSTITUTE FORM W-9 INCLUDED WITH THE LETTER OF TRANSMITTAL MAY BE SUBJECT TO REQUIRED FEDERAL INCOME TAX BACKUP WITHHOLDING OF 31% OF THE GROSS PROCEEDS PAID TO THE STOCKHOLDER OR OTHER PAYEE PURSUANT TO THE OFFER. SEE SECTION 3. ALSO SEE SECTION 3 REGARDING UNITED STATES FEDERAL INCOME TAX CONSEQUENCES FOR NON-UNITED STATES HOLDERS.

6. CERTAIN CONDITIONS OF THE OFFER.

Notwithstanding any other provision of the Offer, the Company will not be required to accept for payment, purchase or pay for any Shares tendered, and may terminate or amend the Offer or may postpone the acceptance for payment of, or the purchase of and the payment for Shares tendered, subject to Rule 13e-4(f) under the Exchange Act, if at any time on or after July 22, 1998 and prior to the Expiration Date any of the following events shall have occurred (or shall have been determined by the Company to have occurred) that, in the Company's reasonable judgment and regardless of the circumstances giving rise thereto (including any action or omission to act by the Company), makes it inadvisable to proceed with the Offer or with acceptance for payment:

(a) there shall have been threatened, instituted or pending any action or proceeding by any government or governmental, regulatory or administrative agency, authority or tribunal or any other person, domestic or foreign, before any court, authority, agency or tribunal that directly or indirectly (i) challenges the making of the Offer, the acquisition of some or all of the Shares pursuant to the Offer or otherwise relates in any manner to the Offer, or (ii) in the Company's reasonable judgment, could materially and adversely affect the business, condition (financial or other), income, operations or prospects of the Company and its subsidiaries, taken as a whole, or otherwise materially impair in any way the contemplated future conduct of the business of the Company or any of its subsidiaries or materially impair the contemplated benefits of the Offer to the Company;

(b) there shall have been any action threatened, pending or taken, or approval withheld, or any statute, rule, regulation, judgment, order or injunction threatened, proposed, sought, promulgated, enacted, entered, amended, enforced or deemed to be applicable to the Offer or the Company or any of its subsidiaries, by any court or any authority, agency or tribunal that, in the Company's reasonable

judgment, would or might directly or indirectly (i) make the acceptance for payment of, or payment for, some or all of the Shares illegal or otherwise restrict or prohibit consummation of the Offer, (ii) delay or restrict the ability of the Company, or render the Company unable, to accept for payment or pay for some or all of the Shares, (iii) materially impair the contemplated benefits of the Offer to the Company or (iv) materially and adversely affect the business, condition (financial or other), income,

operations or prospects of the Company and its subsidiaries, taken as a whole, or otherwise materially impair in any way the contemplated future conduct of the business of the Company or any of its subsidiaries;

(c) there shall have occurred (i) any general suspension of trading in, or limitation on prices for, securities on any national securities exchange or in the over-the-counter market, (ii) the declaration of a banking moratorium or any suspension of payments in respect of banks in the United States, (iii) the commencement of a war, armed hostilities or other international or national calamity directly or indirectly involving the United States, (iv) any limitation (whether or not mandatory) by any governmental, regulatory or administrative agency or authority on, or any event that, in the Company's reasonable judgment, might affect, the extension of credit by banks or other lending institutions in the United States, (v) any significant decrease in the market price of the Shares or any change in the general political, market, economic or financial conditions in the United States or abroad that could, in the reasonable judgment of the Company, have a material adverse effect on the Company's business, operations or prospects or the trading in the Shares, (vi) in the case of any of the foregoing existing at the time of the commencement of the Offer, a material acceleration or worsening thereof or (vii) any decline in either the Dow Jones Industrial Average or the Standard and Poor's Index of 500 Industrial Companies by an amount in excess of 10% measured from the close of business on July 21, 1998;

(d) a tender or exchange offer for any or all of the Shares (other than the Offer), or any merger, business combination or other similar transaction with or involving the Company or any subsidiary, shall have been proposed, announced or made by any person;

(e) (i) any entity, "group" (as that term is used in Section 13(d)(3) of the Exchange Act) or person shall have acquired or proposed to acquire beneficial ownership of more than 5% of the outstanding Shares (other than any such person, entity or group who has filed a Schedule 13D or Schedule 13G with the Commission on or before August 18, 1998), (ii) any such entity, group or person who has filed a Schedule 13D or Schedule 13G with the Commission on or before the Expiration Date shall have acquired or proposed to acquire beneficial ownership of an additional 2% or more of the outstanding Shares or (iii) any person, entity or group shall have filed a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or made a public announcement reflecting an intent to acquire the Company or any of its subsidiaries or any of their respective assets or securities other than in connection with a transaction authorized by the Board of Directors of the Company;

(f) any change or changes shall have occurred in the business, financial condition, assets, income, operations, prospects or stock ownership of the Company or its subsidiaries that, in the Company's reasonable judgment, is or may be material to the Company or its subsidiaries; or

(g) the Company determines that the consummation of the offer and the purchase of the Shares may cause the Shares to be delisted from Nasdaq or to be eligible for deregistration under the Exchange Act.

The foregoing conditions are for the sole benefit of the Company and may be asserted by the Company regardless of the circumstances (including any action or omission by the Company) giving rise to any such condition, and may be waived by the Company, in whole or in part, at any time and from time to time in its reasonable discretion. The Company's failure at any time to exercise any of the foregoing rights shall not be deemed a waiver of any such right and each such right shall be deemed an ongoing right which may be asserted at any time and from time to time. Any determination by the Company concerning the events described above will be final and binding.

7. PRICE RANGE OF SHARES; DIVIDENDS.

The Shares are listed and traded on Nasdaq. The following table sets forth, for the fiscal quarters indicated, the high and low closing per Share sales prices on Nasdaq as compiled from published financial sources and the cash dividends paid, or to be paid, per Share in each of such fiscal quarters.

<TABLE>

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	HIGH ----	LOW ---	DIVIDENDS -----
<S>	<C> <C>	<C> <C>	<C>
1996:			
1st Quarter.....	9 3/8	7 1/4	.01
2nd Quarter.....	9 3/8	7 5/8	.01
3rd Quarter.....	8 3/8	4 3/4	.01
4th Quarter.....	7 3/4	4 1/2	.01
1997:			
1st Quarter.....	9 7/8	6 7/8	.01
2nd Quarter.....	10 1/8	7 1/4	.01
3rd Quarter.....	13 1/2	9 1/2	.01
4th Quarter.....	13 3/8	11 5/16	.01
1998:			
1st Quarter.....	15 3/4	11 3/8	.01
2nd Quarter.....	16 3/8	8 7/8	.01
3rd Quarter (through July 21, 1998).....	10 1/4	9 3/8	.01

</TABLE>

On July 21, 1998, the last full trading day prior to the announcement of the Offer, the closing per Share sales price as reported on Nasdaq was \$9.75. STOCKHOLDERS ARE URGED TO OBTAIN CURRENT MARKET QUOTATIONS FOR THE SHARES.

8. SOURCE AND AMOUNT OF FUNDS.

Assuming the Company purchases 1,000,000 Shares pursuant to the Offer at a purchase price of \$12.00 per Share, the Company expects the maximum aggregate cost, including all fees and expenses applicable to the Offer, to be approximately \$12,500,000. The Company expects to fund the purchase of Shares pursuant to the Offer and the payment of related fees and expenses from available cash and, if necessary, from borrowings under the Company's existing credit facility described below. At July 20, 1998, the Company had available cash and marketable securities of \$17.0 million. As of the Expiration Date, the Company anticipates available cash will be reduced by several million dollars due to seasonal working capital needs. The Company therefore may finance part of the aggregate purchase price of the Offer from its existing revolving credit facility.

The Company has a credit agreement with Bank of America (formerly Continental Bank), as agent for the participating banks thereunder, providing for a \$40.0 million revolving credit facility (the "Credit Facility"), including letters of credit, with interest charged at a base rate (generally the London Interbank Offered Rate) plus a spread that is dependent on the Company's quarterly financial leverage ratio. The maximum amount of available borrowings is decreased to \$30.0 million if the Company does not meet certain financial covenants. As of March 31, 1998, the Company had approximately \$3.4 million outstanding under the Credit Facility in the form of letters of credit. The Credit Facility is secured by inventory, accounts receivable and certain other assets of the Company and its direct and indirect subsidiaries. The Credit Facility expires on January 31, 2000. The Company believes that the Credit Facility, along with cash generated from operations, will be sufficient to finance the Offer, the Company's working capital needs as well as its capital expenditures, remaining special charges, and business development needs. The Company has no plans or arrangements to refinance or repay borrowings under the Credit Facility.

The preceding summary of the Credit Facility is qualified in its entirety

by reference to the text of the Credit Facility and the amendments thereto, which have been filed as an exhibit to the Issuer Tender Offer Statement on Schedule 13E-4 (the "Schedule 13E-4") to which this Offer to Purchase is attached as an exhibit. A copy of the Schedule 13E-4 may be obtained from the Commission in the manner provided in Section 10.

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9. CERTAIN INFORMATION CONCERNING THE COMPANY.

General. The Company was incorporated in the State of Delaware in 1994. It operates through its subsidiary, Easco Corporation, and its subsidiary, Dolton Aluminum Company, Inc. The Company's principal executive office is located at 706 South State Street, Girard, Ohio 44420. The Company is the largest independent extruder of soft alloy aluminum products in the United States, with shipments of approximately 307.5 million pounds of aluminum extrusions in 1997, representing an approximate 8% market share. The Company operates 21 aluminum extrusion presses and three casting facilities at twelve plants in five states, and its products include standard and custom profiles (shapes of specific lengths and cross-sectional design), conduit and drawn tubing. The Company also produced vinyl extrusions through operations that have been subsequently sold in January, 1998.

The Company serves approximately 2,600 customers spanning primarily five industry groups (building and construction, transportation, distribution, electrical and consumer durables), and its extrusions are used in a wide variety of products including door and window frames, truck bodies, truck trailers, recreational vehicles, automobiles, boats, home appliances, patio enclosures and furniture, office furniture and equipment, picture frames, sport and exercise equipment, health care equipment, coaxial cable and electrical conduit.

Selected Historical And Pro Forma Financial Information. Set forth below is certain selected historical and pro forma consolidated financial information with respect to the Company. Historical financial information for the year ended December 31, 1997 was derived from the audited financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 1997 (the "Company's 1997 Annual Report") and historical financial information for the quarter ended March 31, 1998 was derived from the unaudited financial statements contained in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (the "Company's 1998 First Quarter Report"), each of which is hereby incorporated herein by reference, and other information and data contained in the Company's 1997 Annual Report and the Company's 1998 First Quarter Report. More comprehensive financial information is included in such reports and the historical information below is qualified in its entirety by reference to such reports and all of the financial statements and related notes contained therein, copies of which may be obtained as set forth below under the caption "Additional Information".

The pro forma information on the results of operations for the years ended December 31, 1997 and 1996 and the three month periods ended March 31, 1998 and 1997, assumes that at the beginning of each period shown, the Company used available cash and cash equivalents to purchase 1,000,000 Shares pursuant to the Offer at prices of \$9.00 and \$12.00. The assumptions on which the pro forma financial information is based are further described in the Notes to Selected Historical and Pro Forma Information. Each period presented should be treated as a stand-alone period. The pro forma information of the Company is unaudited and does not purport to be indicative of the results that would actually have been attained had the purchase of the Shares pursuant to the Offer been completed at the dates indicated or the results that may be obtained in the future.

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EASCO, INC.

SELECTED HISTORICAL AND PRO FORMA FINANCIAL INFORMATION
(IN THOUSANDS EXCEPT SHARE AMOUNTS, PER SHARE AMOUNTS AND RATIOS)

<TABLE>
<CAPTION>

	THREE MONTHS ENDED MARCH 31, 1998			THREE MONTHS ENDED MARCH 31, 1997		
	HISTORICAL	PROFORMA		HISTORICAL	PROFORMA	
		\$9.00 PURCHASE PRICE	\$12.00 PURCHASE PRICE		\$9.00 PURCHASE PRICE	\$12.00 PURCHASE PRICE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS						
Net sales.....	\$80,854	\$80,854	\$80,854	\$77,285	\$77,285	\$77,285
Cost of goods sold.....	71,205	71,205	71,205	70,505	70,505	70,505
Gross profit.....	9,649	9,649	9,649	6,780	6,780	6,780
Selling and administrative expenses.....	4,124	4,124	4,124	3,982	3,982	3,982
Amortization.....	414	414	414	414	414	414
Management fees.....	225	225	225	225	225	225
Non-recurring items....	(3,041)	(3,041)	(3,041)	--	--	--
Income (loss) from operations.....	7,927	7,927	7,927	2,159	2,159	2,159
Interest expense.....	2,052	2,198	2,250	2,164	2,307	2,352
Income (loss) before taxes.....	5,875	5,729	5,677	(5)	(148)	(193)
Income tax provision (benefit).....	2,467	2,406	2,384	(2)	(59)	(77)
Net income (loss).....	3,408	3,323	3,293	(3)	(89)	(116)
Earnings (loss) per common share--basic.....	\$0.33	\$0.35	\$0.35	\$ (0.00)	\$ (0.01)	\$ (0.01)
Earnings (loss) per common share--diluted.....	\$0.32	\$0.34	\$0.34	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding--basic.....	10,444,159	9,444,159	9,444,159	10,409,670	9,409,670	9,409,670
Weighted average number of common shares outstanding--assuming dilution.....	10,795,919	9,795,919	9,795,919	10,409,670	9,409,670	9,409,670
Ratio of earnings (deficiency) to fixed charges.....	3.5	3.3	3.3	1.0	--	--

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EASCO, INC.

SELECTED HISTORICAL AND PRO FORMA FINANCIAL INFORMATION
(IN THOUSANDS EXCEPT SHARE AMOUNTS, PER SHARE AMOUNTS AND RATIOS)

<TABLE>
<CAPTION>

	MARCH 31, 1998			MARCH 31, 1997		
	HISTORICAL	PROFORMA		HISTORICAL	PROFORMA	
		PURCHASE PRICE	PURCHASE PRICE		PURCHASE PRICE	PURCHASE PRICE
	\$9.00	\$12.00	\$9.00	\$12.00		
<S>	<C>	<C>	<C>	<C>	<C>	<C>
CONDENSED CONSOLIDATED BALANCE SHEETS						
Working capital.....	\$ 46,634	\$ 38,690	\$ 38,690	\$ 41,851	\$ 32,351	\$ 29,351
Total assets.....	223,930	215,986	215,986	231,074	221,574	218,574
Total assets less goodwill....	171,070	163,126	163,126	176,699	167,199	164,199
Total debt.....	85,000	86,556	89,556	85,000	85,000	85,000
Stockholders' equity.....	72,199	62,699	59,699	62,994	53,494	50,494
Book value per share.....	\$ 6.69	\$ 6.40	\$ 6.09	\$ 6.05	\$ 5.69	\$ 5.37

</TABLE>

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EASCO, INC.

SELECTED HISTORICAL AND PRO FORMA FINANCIAL INFORMATION
(IN THOUSANDS EXCEPT SHARE AMOUNTS, PER SHARE AMOUNTS AND RATIOS)

<TABLE>
<CAPTION>

	YEAR ENDED DECEMBER 31, 1997			YEAR ENDED DECEMBER 31, 1996		
	HISTORICAL	PROFORMA		HISTORICAL	PROFORMA	
		PURCHASE PRICE	PURCHASE PRICE		PURCHASE PRICE	PURCHASE PRICE
	\$9.00	\$12.00	\$9.00	\$12.00		
<S>	<C>	<C>	<C>	<C>	<C>	<C>
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS						
Net sales.....	\$334,515	\$334,515	\$334,515	\$321,031	\$321,031	\$321,031
Cost of goods sold.....	297,248	297,248	297,248	289,463	289,463	289,463
Gross profit.....	37,267	37,267	37,267	31,568	31,568	31,568
Selling and administrative expenses.....	15,342	15,342	15,342	19,286	19,286	19,286
Amortization.....	1,656	1,656	1,656	2,028	2,028	2,028
Management fees.....	900	900	900	900	900	900
Impairment of long-lived assets...	--	--	--	23,335	23,335	23,335
Non-recurring items....	405	405	405	3,479	3,479	3,479
Income (loss) from operations.....	18,964	18,964	18,964	(17,460)	(17,460)	(17,460)
Interest expense.....	8,589	9,159	9,355	9,021	9,591	9,791
Income (loss) before taxes.....	10,375	9,805	9,609	(26,481)	(27,051)	(27,251)
Income tax provision (benefit).....	4,983	4,709	4,615	(4,163)	(4,253)	(4,284)

Net income (loss).....	5,392	5,096	4,994	(22,318)	(22,798)	(22,967)
Earnings (loss) per common share--basic.....	\$0.52	\$0.54	\$0.53	\$(2.17)	\$(2.46)	\$(2.48)
Earnings (loss) per common share--diluted.....	\$0.51	\$0.53	\$0.52	\$(2.17)	\$(2.46)	\$(2.48)
Weighted average number of common shares outstanding--basic....	10,416,293	9,416,293	9,416,293	10,261,774	9,261,774	9,261,774
Weighted average number of common shares outstanding--assuming dilution.....	10,671,246	9,671,246	9,671,246	10,261,774	9,261,774	9,261,774
Ratio of earnings (deficiency) to fixed charges.....	2.1	2.0	1.9	--	--	--
CONDENSED CONSOLIDATED BALANCE SHEETS						
Working capital.....	\$ 41,135	\$ 32,665	\$ 32,665	\$ 38,930	\$ 29,430	\$ 26,430
Total assets.....	236,264	227,794	227,794	230,457	220,957	217,957
Total assets less goodwill.....	183,026	174,556	174,556	175,703	166,203	163,203
Total debt.....	85,000	86,030	89,030	85,000	85,000	85,000
Stockholders' equity...	68,519	59,019	56,019	63,041	53,541	50,541
Book value per share...	\$ 6.42	\$ 6.10	\$ 5.79	\$ 6.14	\$ 5.78	\$ 5.46

</TABLE>

NOTES TO SELECTED HISTORICAL AND PRO FORMA FINANCIAL INFORMATION

- (1) The Offer results in the Company's acquisition of 1,000,000 Shares pursuant to the Offer for \$9,500,000 at \$9.00 per Share and \$12,500,000 at \$12.00 per Share including estimated costs of the Offer of \$500,000. Net interest expense has been adjusted to reflect the use of funds in the Offer.
- (2) For the purpose of calculating the ratio of earnings to fixed charges or the deficiency of earnings available to cover fixed charges, "earnings" consists of earnings before equity in earnings of affiliates and minority interest, tax on earnings, dividends received from affiliates and "fixed charges". "Fixed charges" consists of interest and amortization of debt expenses and estimated interest components of rental expenses. The pre-tax interest rate used for the calculations is 6% on invested cash and 7% for additional borrowings.
- (3) Book value per share is calculated as total stockholders' equity divided by the number of diluted pro forma shares outstanding at the end of the period.
- (4) Non-recurring items include a gain on the sale of the Company's vinyl extrusion operation for the three months ended March 31, 1998; a plant restructuring, retirement plan termination and revision of environmental contingency obligation estimates for the year ended December 31, 1977; and an executive reorganization for the year ended December 31, 1996.
- (5) Impairment of long-lived assets relates to the Dolton, Illinois extrusion facility based on an assessment of value in light of historical and anticipated performance at December 31, 1996. The impairment charge reduced property, plant and equipment by \$9.7 million and goodwill by \$13.6 million.
- (6) The pro forma effects of reduced dividend payments and increased stock option dilution from the Offer prices are not included due to the immateriality of the amounts involved.

On July 21, 1998, the Company issued a press release which contained certain second quarter financial information for the Company (the "Second Quarter Financial Information"). The Second Quarter Financial Information contained therein is set forth below. The Company intends to file its Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 on or about August 10, 1998. More comprehensive financial information will be included in such report and the financial information that follows is qualified in its entirety by reference to such report, as such report may be amended from time to time, and all the financial statements and related notes contained therein.

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EASCO, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

<TABLE>
<CAPTION>

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 1998	JUNE 30, 1997	JUNE 30, 1998	JUNE 30, 1997
	(UNAUDITED)		(UNAUDITED)	
<S>	<C>	<C>	<C>	<C>
Net sales(1).....	\$80,938	\$89,986	\$161,792	\$167,271
Cost of products sold(1) (2).....	70,045	78,974	141,250	149,479
Gross profit(1).....	10,893	11,012	20,542	17,792
Selling, general and administrative(1).....	4,545	5,413	8,669	9,395
Amortization of goodwill and other.....	414	414	828	828
Management fees.....	225	225	450	450
Non-recurring gain.....	--	--	(3,041)	--
Operating profit(2).....	5,709	4,960	13,636	7,119
Interest expense.....	2,038	2,067	4,090	4,231
Income before income tax.....	3,671	2,893	9,546	2,888
Income tax provision (benefit).....	1,539	1,400	4,006	1,398
Net income.....	\$ 2,132	\$ 1,493	\$ 5,540	\$ 1,490
Basic earnings per share.....	\$0.20	\$0.14	\$0.53	\$0.14
Diluted earnings per share(3).....	\$0.20	\$0.14	\$0.51	\$0.14
Weighted average shares of common stock outstanding.....	10,471,065	10,409,670	10,457,704	10,409,670
Weighted average shares of common stock and common stock equivalents outstanding.....	10,812,724	10,603,077	10,804,368	10,591,496
OTHER OPERATING DATA:				
Aluminum pounds shipped.....	80,088	82,218	159,148	157,595
Total pounds shipped.....	80,088	85,730	160,011	163,389
Adjusted EBITDA(4).....	\$ 7,833	\$ 7,163	\$ 14,854	\$ 11,524

</TABLE>

(1) During the fourth quarter of 1997, the Company changed the way it classifies freight costs. As a result of the reclassification, gross profit and

selling, general and administrative expenses decreased \$3.6 million and \$4.6 million, respectively, for the quarter ended June 30, 1998 and 1997. For the six months ended June 30, 1998 and 1997 gross profit and selling, general and administrative expenses decreased \$8.1 million and \$8.7 million, respectively.

- (2) Includes LIFO income of \$1.5 million and \$2.8 million for the quarter and six months ended June 30, 1998, and LIFO expense of \$0.7 million and \$2.0 million for the quarter and six months ended June 30, 1997.
- (3) Earnings per share amounts include after-tax LIFO income of \$0.08 and \$0.15 per share for the quarter and year ended December 31, 1998, and after-tax LIFO charges of \$0.03 and \$0.10 per share for the quarter and year ended December 31, 1997.
- (4) Adjusted EBITDA represents operating profit adjusted for non-recurring and non-cash items.

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EASCO, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

<TABLE>
<CAPTION>

	JUNE 30, 1998 ----- (UNAUDITED)	DECEMBER 31, 1997 ----- (UNAUDITED)
	<C>	<C>
ASSETS		
Current assets:		
Cash and equivalents.....	\$ 18,876	\$ 8,470
Receivables, net.....	41,779	41,881
Inventories.....	28,024	40,059
Other current assets.....	3,627	4,061
	-----	-----
Total current assets.....	92,306	94,471
	-----	-----
Property, plant and equipment, net.....	80,370	81,875
Goodwill, net.....	52,482	53,238
Other assets.....	6,284	6,680
	-----	-----
Total assets.....	\$231,442	\$236,264
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable.....	\$ 20,254	\$ 29,363
Accrued insurance obligations.....	3,232	3,290
Accrued payroll.....	5,338	5,596
Other current liabilities.....	15,501	15,087
	-----	-----
Total current liabilities.....	44,325	53,336
	-----	-----
Long-term debt.....	85,000	85,000
Deferred income taxes.....	13,968	14,291
Accrued pension benefits.....	1,661	1,760
Accrued post-retirement benefits.....	3,194	2,879
Other non-current liabilities.....	8,946	10,479
	-----	-----
Total liabilities.....	157,094	167,745
	-----	-----
Commitments and contingencies.....	--	--
Stockholders' equity:		

Preferred Stock, \$.01 par value, authorized 1,000,000 shares; none issued or outstanding.....	--	--
Common Stock, \$.01 par value, authorized 40,000,000 shares; 12,479,561 and 12,440,276 shares issued and outstanding at June 30, 1998 and December 31, 1997, respectively.....	125	124
Paid-in capital.....	82,371	81,875
Retained earnings.....	11,842	6,510
Less: treasury stock, 2,005,222 shares.....	(19,990)	(19,990)
	-----	-----
Total stockholders' equity.....	74,348	68,519
	-----	-----
Total liabilities and stockholders' equity.....	\$231,442	\$236,264
	=====	=====

</TABLE>

EASCO, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

<TABLE>
<CAPTION>

	SIX MONTHS ENDED	
	JUNE 30, 1998	JUNE 30, 1997

	(UNAUDITED)	
	<C>	<C>
Cash flows provided (used) by operations:		
Net income (loss).....	\$ 5,540	\$ 1,490
Adjustments to reconcile net income to net cash flows provided (used) by operating activities:		
Depreciation.....	3,431	3,577
Amortization of goodwill and other intangibles.....	828	828
Amortization of deferred debt issue costs.....	288	286
Stock compensation expense.....	105	110
Gain on sale of assets.....	(3,041)	--
Changes in operating assets and liabilities:		
(Increase) in receivables.....	(695)	(10,980)
Decrease (increase) in inventories.....	8,460	(2,846)
(Increase) decrease in other current assets.....	(486)	2,330
(Increase) in other assets.....	(98)	(975)
(Decrease) increase in other accounts payable, accruals, and other current liabilities.....	(7,913)	16,388
Increase (decrease) in deferred taxes (net).....	76	(88)
Decrease in other noncurrent liabilities.....	(1,317)	(248)
	-----	-----
Net cash provided by operating activities.....	5,178	9,872
	-----	-----
Cash flows provided by (used for) investing:		
Proceeds from sale of assets.....	13,225	--
Property additions (net).....	(8,181)	(3,014)
	-----	-----
Net cash provided by (used for) investing activities.....	5,044	(3,014)
	-----	-----
Cash flows provided by (used for) financing:		
Issuance of Common Stock.....	392	--
Cash dividends paid.....	(208)	(208)
	-----	-----
Net cash provided by (used for) financing activities.....	184	(208)

Net increase for the period.....	10,406	6,650
Cash and cash equivalents, beginning of period.....	8,470	13,245
Cash and cash equivalents, end of period.....	\$18,876	\$19,895

</TABLE>

Senior Notes. At March 31, 1998 the Company had outstanding long-term debt consisting of \$85.0 million of 10% Senior Notes due 2001. The Senior Notes became callable on March 15, 1998. The Company is considering its alternatives with respect to the Senior Notes including a potential refinancing of the Senior Notes. There can be no assurance, however, when or under what terms the Company will pursue such a refinancing.

Additional Information. The Company is subject to the informational filing requirements of the Exchange Act and, in accordance therewith, is obligated to file reports and other information with the Commission relating to its business, financial condition and other matters. Information, as of particular dates, concerning the Company's directors and officers, their remuneration, options granted to them, the principal holders of the Company's securities and any material interest of such persons in transactions with the Company is required to be disclosed in proxy statements distributed to the Company's stockholders and filed

with the Commission. Such reports, proxy statements and other information can be inspected and copied at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Room 2120, Washington, D.C. 20549; at its regional offices located at 500 West Madison Street, Suite 1400, Chicago, Illinois 60661 and 7 World Trade Center, New York, New York 10048. Copies of such material may also be obtained by mail, upon payment of the Commission's customary charges, from the Public Reference Section of the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. The Commission also maintains a web site on the Internet at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission. Such reports, proxy statements and other information concerning the Company also can be inspected at the offices of Nasdaq, 1735 K Street NW, Washington, DC 20006-1500.

10. INTEREST OF DIRECTORS AND OFFICERS AND PRINCIPAL SHAREHOLDER; TRANSACTIONS AND ARRANGEMENTS CONCERNING SHARES.

As of July 21, 1998, the Company had 10,475,339 issued and outstanding Shares, 2,005,222 Shares held in treasury and had reserved 1,004,180 Shares for issuance upon exercise of outstanding Options. The 1,000,000 Shares that the Company is offering to purchase represents approximately 9.5% of the Shares outstanding on July 21, 1998 (approximately 9.3% assuming exercise of outstanding exercisable Options).

As of July 21, 1998, the Company's directors and executive officers as a group (11 persons) beneficially owned an aggregate of 4,704,438 Shares representing approximately 44.9% of the outstanding Shares, assuming the exercise by such persons of their currently exercisable Options. Each of the Company's executive officers and directors has advised the Company that he or she does not intend to tender any Shares pursuant to the Offer. If the Company purchases 1,000,000 Shares pursuant to the Offer, and none of the executive officers or directors tender Shares pursuant to the Offer, then after the purchase of Shares pursuant to the Offer, the Company's executive officers and directors as a group would own beneficially approximately 49.6% of the outstanding Shares immediately after the Offer, assuming the exercise by such persons of their currently exercisable Options.

As of July 21, 1998 the Company's principal shareholder, American Industrial Partners Capital Funds, L.P. ("AIP") beneficially owned an aggregate

of 4,239,470 Shares representing approximately 40.5% of the outstanding Shares. AIP has advised the Company that it does not intend to tender any Shares pursuant to the Offer. If the Company purchases 1,000,000 Shares pursuant to the Offer, and AIP does not tender Shares pursuant to the Offer, then after the purchase of Shares pursuant to the Offer, AIP would own beneficially approximately 44.7% of the outstanding Shares immediately after the Offer.

Based on the Company's records and on information provided to the Company by its directors, executive officers and subsidiaries, neither the Company, nor any associate or subsidiary of the Company nor, to the best of the Company's knowledge, any of the directors or executive officers of the Company or any of its subsidiaries, nor any associates or subsidiaries of any of the foregoing, has effected any transactions involving the Shares during the 40 business days prior to the date hereof.

Except as otherwise described herein, neither the Company nor, to the best of the Company's knowledge, any of its affiliates, directors or executive officers, is a party to any contract, arrangement, understanding or relationship with any other person relating, directly or indirectly, to the Offer with respect to any securities of the Company, including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any such securities, joint ventures, loan or option arrangements, puts or calls, guaranties of loans, guaranties against loss or the giving or withholding of proxies, consents or authorizations.

11. EFFECTS OF THE OFFER ON THE MARKET FOR SHARES; REGISTRATION UNDER THE EXCHANGE ACT.

The Company's purchase of Shares pursuant to the Offer will reduce the number of Shares that might otherwise be traded publicly and may reduce the number of stockholders. Nonetheless, the Company anticipates that there will be a sufficient number of Shares outstanding and publicly traded following consummation of the Offer to ensure a continued trading market for the Shares. Based upon published guidelines of Nasdaq, the Company does not believe that its purchase of Shares pursuant to the Offer will cause the Company's remaining Shares to be delisted from Nasdaq.

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The Shares are currently "margin securities" under the rules of the Federal Reserve Board. This has the effect, among other things, of allowing brokers to extend credit to their customers using such Shares as collateral. The Company believes that, following the purchase of Shares pursuant to the Offer, the Shares will continue to be "margin securities" for purposes of the Federal Reserve Board's margin regulations.

The Shares are registered under the Exchange Act, which requires, among other things, that the Company furnish certain information to its stockholders and the Commission and comply with the Commission's proxy rules in connection with meetings of the Company's stockholders. The Company believes that its purchase of Shares pursuant to the Offer will not result in the Shares becoming eligible for deregistration under the Exchange Act.

12. CERTAIN LEGAL MATTERS; REGULATORY APPROVALS.

The Company is not aware of any license or regulatory permit that appears to be material to the Company's business that might be adversely affected by the Company's acquisition of Shares as contemplated herein or of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic or foreign, that would be required for the acquisition or ownership of Shares by the Company as contemplated herein. Should any such approval or other action be required, the Company presently contemplates that such approval or other action will be sought. The Company is unable to predict whether it will be required to delay the acceptance for payment of or payment for Shares tendered pursuant to the Offering pending the outcome of any such matter. There can be no assurance that any such approval or

other action, if needed, would be obtained or would be obtained without substantial conditions or that the failure to obtain any such approval or other action might not result in adverse consequences to the Company's business. The Company's obligations under the Offer to accept for payment and pay for Shares is subject to certain conditions. See Section 6.

13. CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES.

The following summary describes the principal United States federal income tax consequences to United States Holders (as defined below) of an exchange of Shares pursuant to the Offer. Those Stockholders who do not participate in the exchange should not incur any United States federal income tax liability from the exchange. This summary is based upon the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"), existing United States Treasury Regulations promulgated thereunder, published rulings, administrative pronouncements and judicial decisions, changes to which could affect the tax consequences described herein (possibly on a retroactive basis).

This summary addresses only Shares held as capital assets. It does not address all of the tax consequences that may be relevant to particular stockholders in light of their personal circumstances, or to certain types of stockholders (such as certain financial institutions, dealers or traders in securities or commodities, insurance companies, tax-exempt organizations or persons who hold Shares as a position in a "straddle" or as part of a "hedging" or "conversion" transaction or that have a functional currency other than the United States dollar). This summary may not be applicable with respect to Shares acquired as compensation (including Shares acquired upon the exercise of stock options or which were or are subject to forfeiture restrictions). This summary also does not address the state, local or foreign tax consequences of participating in the Offer. EACH HOLDER OF SHARES SHOULD CONSULT SUCH HOLDER'S TAX ADVISOR AS TO THE PARTICULAR CONSEQUENCES TO SUCH HOLDER OF PARTICIPATION IN THE OFFER.

A "United States Holder" is a holder of Shares that for United States federal income tax purposes is (i) a citizen or resident of the United States, (ii) a corporation or partnership created or organized in or under the laws of the United States or any State or division thereof (including the District of Columbia), (iii) an estate the income of which is subject to United States federal income taxation regardless of its source or (iv) a trust (a) the administration over which a United States court can exercise primary supervision and (b) all of the substantial decisions of which one or more United States persons have the authority to control and certain other trusts considered United States Holders for federal income tax purposes. A "Non-United States Holder" is a holder of Shares other than a United States Holder.

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A United States Holder participating in the exchange will be treated either as having sold Shares or as having received a dividend distribution from the Company. In that regard, under Section 302 of the Code, a United States Holder whose Shares are exchanged pursuant to the Offer will be treated as having sold Shares if the exchange (i) results in a "complete termination" of all of such holder's equity interest in the Company, (ii) is a "substantially disproportionate" redemption with respect to such holder or (iii) is "not essentially equivalent to a dividend" with respect to such holder. In applying each of the Section 302 tests, a United States Holder will be treated as owning Shares actually or constructively owned by certain related individuals and entities.

The receipt of cash by a shareholder will result in a "complete termination" of the shareholder's interest if either (1) all of the stock of the Company that is actually and constructively owned by the shareholder is transferred pursuant to the Offer or (2) all of the stock of the Company actually owned by the shareholder is sold pursuant to the Offer and the shareholder is eligible to waive, and effectively waives, the attribution of stock of the Company constructively owned by the shareholder in accordance with

the procedures described in the Code. An exchange of Shares will be "substantially disproportionate" with respect to a United States Holder if the percentage of the then outstanding Shares actually and constructively owned by such holder immediately after the exchange of Shares (treating Shares exchanged pursuant to the Offer as no longer outstanding) pursuant to the Offer is less than 80% of the percentage of the Shares actually and constructively owned by such holder immediately before the exchange (treating Shares exchanged pursuant to the Offer as outstanding). A United States Holder will satisfy the "not essentially equivalent to a dividend" test if the reduction in such holder's proportionate interest in the Company constitutes a "meaningful reduction" given such holder's particular facts and circumstances. The IRS has concluded in a published ruling that even a minor reduction in the percentage interest of a stockholder whose relative stock interest in a publicly held corporation is minimal and who exercises no control over corporate affairs constitutes such a "meaningful reduction."

If a United States Holder is treated as having sold Shares, such holder will recognize capital gain or loss equal to the difference between the amount of cash received and such holder's adjusted tax basis in the Shares sold to the Company. In the case of an individual United States Holder, the maximum marginal United States federal income tax rate of 28% applicable to such gain will be lower than the maximum marginal United States federal income tax rate applicable to ordinary income of 39.6% if such United States Holder's holding period for such Shares exceeds one year and will be further reduced to 20% if such Shares were held for more than 18 months. Proposed legislation that has been passed by Congress would, if signed by the President, make capital gains realized by individuals on capital assets held more than one year eligible for the 20% maximum capital gains rate. No assurance can be given that such proposed legislation will be enacted in the form proposed, or at all.

If a United States Holder who participates in the Offer is not treated as having sold Shares, such holder will be treated as receiving a dividend to the extent of such holder's rateable share of the Company's earnings and profits. Such a dividend will be includible in the United States Holder's gross income as ordinary income without reduction for the adjusted tax basis of the Shares exchanged. In such event, the United States Holder's adjusted tax basis in its Shares exchanged in the Offer generally will be added to such holder's adjusted tax basis in the remaining Shares. A dividend received by a corporate United States Holder may be (i) eligible for a dividends-received deduction (subject to applicable limitations) and (ii) subject to the "extraordinary dividend" provisions of the Code. To the extent, if any, that the cash received by a United States Holder exceeds the Company's earnings and profits, it will be treated first as a tax-free return of such United States Holder's tax basis in the Shares and thereafter as capital gain.

See Section 3 with respect to the application of United States federal income tax withholding to payments made to Non-United States Holders and the backup withholding tax requirements.

THE TAX DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATION ONLY. EACH STOCKHOLDER IS URGED TO CONSULT SUCH HOLDER'S OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO SUCH HOLDER OF THE OFFER, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND FOREIGN TAX LAWS.

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14. EXTENSION OF THE OFFER; TERMINATION; AMENDMENT.

The Company expressly reserves the right, in its sole discretion, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 6 shall have occurred or shall be deemed by the Company to have occurred, to extend the period of time during which the Offer is open and thereby delay acceptance for payment of, and payment for, any Shares by giving oral or written notice of such extension to the Depositary and making a public announcement thereof. The Company also expressly reserves the right, in its sole discretion, to terminate the Offer and not accept for payment or pay for any

Shares not theretofore accepted for payment or paid for or, subject to applicable law, to postpone payment for Shares upon the occurrence of any of the conditions specified in Section 6 hereof by giving oral or written notice of such termination or postponement to the Depositary and making a public announcement thereof. The Company's reservation of the right to delay payment for Shares which it has accepted for payment is limited by Rule 13e-4(f) (5) promulgated under the Exchange Act, which requires that the Company must pay the consideration offered or return the Shares tendered promptly after termination or withdrawal of a tender offer. Subject to compliance with applicable law, the Company further reserves the right, in its sole discretion, and regardless of whether any of the events set forth in Section 6 shall have occurred or shall be deemed by the Company to have occurred, to amend the Offer in any respect (including, without limitation, by decreasing or increasing the consideration offered in the Offer to holders of Shares or by decreasing or increasing the number of Shares being sought in the Offer). Amendments to the Offer may be made at any time and from time to time effected by public announcement thereof, such announcement, in the case of an extension, to be issued no later than 9:00 a.m., New York City time, on the next business day after the last previously scheduled or announced Expiration Date. Any public announcement made pursuant to the Offer will be disseminated promptly to stockholders in a manner reasonably designed to inform stockholders of such change. Without limiting the manner in which the Company may choose to make a public announcement, except as required by applicable law, the Company shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release to the Dow Jones News Service.

If the Company materially changes the terms of the Offer or the information concerning the Offer, or if it waives a material condition of the Offer, the Company will extend the Offer to the extent required by Rules 13e-4(d) (2) and 13e-4(e) (2) promulgated under the Exchange Act. These rules provide that the minimum period during which an offer must remain open following material changes in the terms of the Offer or information concerning the Offer (other than a change in price or a change in percentage of securities sought) will depend on the facts and circumstances, including the relative materiality of such terms or information. If (i) the Company increases or decreases the price to be paid for Shares, materially increases the Dealer Manager fee or increases or decreases the number of Shares being sought in the Offer and, in the event of an increase in the number of Shares being sought, such increase exceeds 2% of the outstanding Shares, and (ii) the Offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that such notice of an increase or decrease is first published, sent or given in the manner specified in this Section 14, the Offer will be extended until the expiration of such period of ten business days. For the purposes of the Offer, a "business day" means any day other than a Saturday, Sunday or Federal holiday and consists of the time period from 12:01 am through 12:00 midnight, New York City time.

15. FEES AND EXPENSES.

The Company has retained Credit Suisse First Boston to act as its financial advisor, as well as the Dealer Manager, in connection with the Offer. Credit Suisse First Boston will receive a fee for its services of \$125,000. The Company also has agreed to reimburse Credit Suisse First Boston for certain reasonable out-of-pocket expenses incurred in connection with the Offer, including reasonable fees and expenses of counsel, and to indemnify Credit Suisse First Boston against certain liabilities in connection with the Offer, including liabilities under the federal securities laws. Credit Suisse First Boston has rendered various investment banking and other advisory services to the Company in the past, for which it has received customary compensation, and may render similar services to the Company in the future.

The Company has retained MacKenzie Partners, Inc. to act as Information Agent and ChaseMellon Shareholder Services, L.L.C. to act as Depositary in connection with the Offer. The Information Agent may

contact holders of Shares by mail, telephone, telegraph and personal interviews and may request brokers, dealers and other nominee stockholders to forward materials relating to the Offer to beneficial owners. The Information Agent and the Depositary will each receive reasonable and customary compensation for their respective services, will be reimbursed by the Company for certain reasonable out-of-pocket expenses and will be indemnified against certain liabilities in connection with the Offer, including certain liabilities under the federal securities laws.

No fees or commissions will be payable by the Company to brokers, dealers or other persons (other than fees to the Dealer Manager and the Information Agent as described above) for soliciting tenders of Shares pursuant to the Offer. Stockholders holding Shares through brokers or banks are urged to consult the brokers or banks to determine whether transaction costs are applicable if stockholders tender Shares through such brokers or banks and not directly to the Depositary. The Company, however, upon request, will reimburse brokers, dealers and commercial banks for customary mailing and handling expenses incurred by them in forwarding the Offer and related materials to the beneficial owners of Shares held by them as a nominee or in a fiduciary capacity. No broker, dealer, commercial bank or trust company has been authorized to act as the agent of the Company, the Dealer Manager, the Information Agent or the Depositary for purposes of the Offer. The Company will pay or cause to be paid all stock transfer taxes, if any, on its purchase of Shares except as otherwise provided in Instruction 7 in the Letter of Transmittal.

16. MISCELLANEOUS.

The Company is not aware of any jurisdiction where the making of the Offer is not in compliance with applicable law. If the Company becomes aware of any jurisdiction where the making of the Offer or the acceptance of Shares pursuant thereto is not in compliance with any valid applicable law, the Company will make a good faith effort to comply with the applicable law. If, after such good faith effort, the Company cannot comply with the applicable law, the Offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of Shares in such jurisdiction. In any jurisdiction the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on the Company's behalf by the Dealer Manager or one or more registered brokers or dealers licensed under the laws of the jurisdiction.

Pursuant to Rule 13e-4 of the General Rules and Regulations under the Exchange Act, the Company has filed with the Commission the Schedule 13E-4 which contains additional information with respect to the Offer. Such Schedule 13E-4, including the exhibits and any amendments thereto, may be examined, and copies may be obtained, at the same places and in the same manner as is set forth in Section 9 with respect to information concerning the Company.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ON BEHALF OF THE COMPANY OR THE DEALER MANAGER IN CONNECTION WITH THE OFFER OTHER THAN THOSE CONTAINED IN THIS OFFER TO PURCHASE OR IN THE RELATED LETTER OF TRANSMITTAL. IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR THE DEALER MANAGER.

EASCO INC.

JULY 22, 1998

Manually signed facsimile copies of the Letter of Transmittal will be accepted. The Letter of Transmittal and certificates for Shares and any other required documents should be sent or delivered by each stockholder or such stockholder's broker, dealer, commercial bank, trust company or nominee to the

Depository at one of its addresses set forth below.

The Depository for the Offer is:

CHASEMELLON SHAREHOLDER SERVICES, L.L.C.

<TABLE>

<S>

By Hand Delivery:
120 Broadway, 13th Floor
New York, New York 10271
Attn: Reorganization Dept.

<C>

By Overnight Delivery:
85 Challenger Road
Mail Drop -- Reorg
Ridgefield Park, New Jersey 07660
Attn: Reorganization Dept.

<C>

By Mail:
P.O. Box 3301
South Hackensack, New Jersey
07606
Attn: Reorganization Dept.

Facsimile Transmission:
(201) 296-4293

</TABLE>

Confirm Receipt of Facsimile by Telephone:
(201) 296-4860

Any questions or requests for assistance or additional copies of the Offer to Purchase, the Letter of Transmittal or the Notice of Guaranteed Delivery may be directed to the Information Agent or the Dealer Manager at the telephone numbers and addresses set forth below. Stockholders may also contact their broker, dealer, commercial bank, trust company or nominee for assistance concerning the Offer. To confirm delivery of Shares, stockholders are directed to contact the Depository.

The Information Agent for the Offer is:

MACKENZIE LOGO

156 Fifth Avenue
New York, New York 10010
(212) 929-5500 (Call Collect)
or
CALL TOLL-FREE (800) 322-2885

The Dealer Manager for the Offer is:

CREDIT SUISSE FIRST BOSTON CORPORATION

Eleven Madison Avenue
New York, New York 10010-3629
(800) 881-8320 (toll free)

LETTER OF TRANSMITTAL

To Tender Shares of Common Stock

of
EASCO, INC.

Pursuant to the Offer to Purchase dated July 22, 1998

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, AUGUST 18, 1998, UNLESS THE OFFER IS EXTENDED.

The Depository for the Offer is:

CHASEMELLON SHAREHOLDER SERVICES, L.L.C.

<TABLE>

<S>	<C>	<C>
By Hand Delivery: 120 Broadway, 13th Floor New York, New York 10271 Attn: Reorganization Dept.	By Overnight Delivery: 85 Challenger Road Ridgefield Park, New Jersey 07660 Attn: Reorganization Dept.	By Mail: P.O. Box 3301 South Hackensack, New Jersey 07606 Attn: Reorganization Dept.

Facsimile Transmission:
(201) 296-4293

</TABLE>

Confirm Receipt of Facsimile by Telephone:
(201) 296-4860

THIS LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED.

NAME(S) AND ADDRESS(ES) OF REGISTERED HOLDER(S)
(Please fill in, if blank, exactly as name(s) appear(s) on Share certificate(s))

<TABLE>

<S>	<C>	<C>

DESCRIPTION OF SHARES TENDERED (Attach additional signed list, if necessary)		

Total Number of Shares		
Share Certificate Number(s)*	Evidenced by Share Certificate(s)	Number of Shares Tendered**

Total Shares.....

Indicate in this box the order (by certificate number) in which Shares are to be purchased in event of proration.***

Attach additional signed list if necessary. See Instruction 10.
1st: _____ 2nd: _____ 3rd: _____ 4th: _____ 5th: _____

* DOES NOT need to be completed by stockholders tendering Shares by book-entry transfer.
** Unless otherwise indicated, it will be assumed that all Shares evidenced by each certificate delivered to the Depository are being tendered hereby. See Instruction 4.
*** If you do not designate an order, in the event less than all Shares tendered are purchased due to proration, Shares will be selected for purchase by the Depository.

</TABLE>

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DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TRANSMISSION OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. DELIVERIES TO THE COMPANY WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY. DELIVERIES TO THE BOOK-ENTRY TRANSFER FACILITY WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY.

This Letter of Transmittal is to be completed only if (a) certificates representing Shares (as defined below) are to be forwarded herewith, or (b) a tender of Shares is to be made concurrently by book-entry transfer to the account maintained by the Depository at The Depository Trust Company (hereinafter referred to as the "Book-Entry Transfer Facility") pursuant to Section 3 of the Offer to Purchase (as defined below). Stockholders who desire to tender Shares pursuant to the Offer (as defined below), but whose Share certificates are not immediately available or who cannot deliver such certificates and all other documents required by this Letter of Transmittal to the Depository on or prior to the Expiration Date (as defined in the Offer to Purchase), or who cannot comply with the procedure for book-entry transfer on a timely basis, may nevertheless tender their Shares pursuant to the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase. See Instruction 2.

[] CHECK HERE IF ANY CERTIFICATE REPRESENTING SHARES TENDERED HEREBY HAS BEEN LOST, STOLEN, DESTROYED OR MUTILATED. SEE INSTRUCTION 15.

[] CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER TO AN ACCOUNT MAINTAINED BY THE DEPOSITARY AT THE BOOK-ENTRY TRANSFER FACILITY AND COMPLETE THE FOLLOWING:

Name of Tendering Institution:

Account Number:

Transaction Code Number:

[] CHECK HERE IF SHARES ARE BEING TENDERED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE DEPOSITARY AND COMPLETE THE FOLLOWING:

Name(s) of Registered Holder(s):

Date of Execution of Notice of Guaranteed Delivery:

Name of Institution that Guaranteed Delivery:

Window Ticket Number (if any):

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NOTE: SIGNATURES MUST BE PROVIDED BELOW.
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.

To ChaseMellon Shareholder Services, L.L.C.:

The undersigned hereby tenders to Easco, Inc., a Delaware corporation (the "Company"), the above-described shares of the Company's Common Stock, par value \$.01 per share (the "Shares"), at the price per Share indicated in this Letter of Transmittal, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated

July 22, 1998 (the "Offer to Purchase"), receipt of which is hereby acknowledged, and in this Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer").

Subject to, and effective upon, acceptance for payment of the Shares tendered hereby in accordance with the terms and subject to the conditions of the Offer (including, if the Offer is extended or amended, the terms and conditions of such extension or amendment), the undersigned hereby sells, assigns and transfers to, or upon the order of, the Company all right, title and interest in and to all Shares tendered hereby and orders the registration of all such Shares if tendered by book-entry transfer and hereby irrevocably constitutes and appoints the Depository as the true and lawful agent and attorney-in-fact of the undersigned with respect to such Shares (with full knowledge that the Depository also acts as the agent of the Company) with respect to such Shares, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to: (a) deliver certificate(s) representing such Shares or transfer ownership of such Shares on the account books maintained by the Book-Entry Transfer Facility, together, in either such case, with all accompanying evidences of transfer and authenticity, to or upon the order of the Company upon receipt by the Depository, as the undersigned's agent, of the Purchase Price (as defined below) with respect to such Shares; (b) present certificates for such Shares for cancellation and transfer on the Company's books; and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Shares, subject to the next paragraph, all in accordance with the terms and subject to the conditions of the Offer.

The undersigned hereby covenants, represents and warrants to the Company that:

(a) the undersigned has full power and authority to tender, sell, assign and transfer the Shares tendered hereby and that when and to the extent the same are accepted for payment by the Company, the Company will acquire good, marketable and unencumbered title thereto, free and clear of all security interests, liens, restrictions, charges, encumbrances, conditional sales agreements or other obligations relating to the sale or transfer of such Shares, and not subject to any adverse claims;

(b) the undersigned understands that tenders of Shares pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions hereto will constitute the undersigned's acceptance of the terms and conditions of the Offer, including the undersigned's representation and warranty that (i) the undersigned has a net long position in the Shares or equivalent securities at least equal to the Shares tendered within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended ("Rule 14e-4"), and (ii) such tender of Shares complies with Rule 14e-4;

(c) the undersigned will, upon request, execute and deliver any additional documents deemed by the Depository or the Company to be necessary or desirable to complete the sale, assignment and transfer of the Shares tendered hereby; and

(d) the undersigned has read, understands and agrees to all of the terms of the Offer.

The undersigned understands that tenders of Shares pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions hereto will constitute a binding agreement between the undersigned and the Company upon the terms and subject to the conditions of the Offer. The undersigned acknowledges that no interest will be paid on the Purchase Price for tendered Shares regardless of any extension of the Offer or any delay in making such payment.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, personal

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representatives, executors, administrators, successors, assigns, trustees in bankruptcy and legal representatives of the undersigned. Except as stated in the

Offer to Purchase, this tender is irrevocable.

The name(s) and address(es) of the registered holder(s) should be printed, if they are not already printed above, exactly as they appear on the certificates representing Shares tendered hereby. The certificate numbers, the number of Shares represented by such certificates and the number of Shares that the undersigned wishes to tender, should be set forth in the appropriate boxes above. The price at which such Shares are being tendered should be indicated in the box below.

The undersigned understands that the Company will, upon the terms and subject to the conditions of the Offer, determine a single per Share price (not in excess of \$12.00 nor less than \$9.00 per Share) net to the seller in cash, without interest thereon (the "Purchase Price"), that it will pay for Shares properly tendered and not properly withdrawn prior to the Expiration Date pursuant to the Offer, taking into account the number of Shares so tendered and the prices (in multiples of \$.125) specified by tendering stockholders. The undersigned understands that the Company will select the lowest Purchase Price that will allow it to buy 1,000,000 Shares (or such lesser number of Shares as are properly tendered at prices not in excess of \$12.00 nor less than \$9.00 per share) pursuant to the Offer. The undersigned understands that all Shares properly tendered prior to the Expiration Date at prices at or below the Purchase Price and not properly withdrawn will be purchased at the Purchase Price, upon the terms and subject to the conditions of the Offer, including its proration provisions, and that the Company will return all other Shares not purchased pursuant to the Offer, including Shares tendered at prices greater than the Purchase Price and not properly withdrawn prior to the Expiration Date and Shares not purchased because of proration.

The undersigned recognizes that, under certain circumstances set forth in the Offer to Purchase, the Company may terminate or amend the Offer or may postpone the acceptance for payment of, or the payment for, Shares tendered or may accept for payment fewer than all of the Shares tendered hereby. In any such event, the undersigned understands that certificate(s) for any Shares not tendered or not purchased will be returned to the undersigned at the address indicated above, unless otherwise indicated under the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" below.

The undersigned understands that acceptance of Shares by the Company for payment will constitute a binding agreement between the undersigned and the Company upon the terms and subject to the conditions of the Offer.

The check for the aggregate net Purchase Price for such of the Shares tendered hereby as are purchased will be issued to the order of the undersigned and mailed to the address indicated above, unless otherwise indicated under the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" below. The undersigned acknowledges that the Company has no obligation, pursuant to the "Special Payment Instructions," to transfer any Shares from the name of its registered holder(s) thereof, or to order the registration or transfer of any Shares tendered by book-entry transfer, if the Company does not purchase any of such Shares.

SPECIAL PAYMENT INSTRUCTIONS
(SEE INSTRUCTIONS 1, 6, 7 AND 10.)

To be completed ONLY if certificate(s) for Shares not tendered or not purchased and/or any check for the Purchase Price are to be issued in the name of someone other than the undersigned, or if Shares tendered hereby and delivered by book-entry transfer which are not purchased are to be returned by credit to an account at the Book-Entry Transfer Facility other than that designated above.

Issue: Check Share Certificate(s) to:
Name:

(Please Print)

Address:

(Taxpayer Identification or Social Security Number)

(See Substitute Form W-9 on reverse side)

[] Credit Shares delivered by book-entry transfer and not purchased to the account set forth below:

Account Number:

SPECIAL DELIVERY INSTRUCTIONS
(SEE INSTRUCTIONS 1, 6, 7 AND 10.)

To be completed ONLY if certificate(s) for Shares not tendered or not purchased and/or any check for the Purchase Price are to be mailed or sent to someone other than the undersigned, or to the undersigned at an address other than that designated above.

Mail [] Check [] Share Certificate(s) to:
Name:

(Please Print)

Address:

(Zip Code)

(Taxpayer Identification or Social Security Number)

(See Substitute Form W-9 on reverse side)

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED
(SEE INSTRUCTION 5.)

CHECK ONLY ONE BOX. IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF SHARES

(Stockholders who desire to tender Shares at more than one price must complete a separate Letter of Transmittal for each price at which Shares are tendered.)

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
[]	\$9.000	[]	\$ 9.875	[]	\$10.750	[]	\$11.625
[]	\$9.125	[]	\$10.000	[]	\$10.875	[]	\$11.750
[]	\$9.250	[]	\$10.125	[]	\$11.000	[]	\$11.875
[]	\$9.375	[]	\$10.250	[]	\$11.125	[]	\$12.000
[]	\$9.500	[]	\$10.375	[]	\$11.250		
[]	\$9.625	[]	\$10.500	[]	\$11.375		
[]	\$9.750	[]	\$10.625	[]	\$11.500		

</TABLE>

ODD LOTS
(SEE INSTRUCTION 8.)

To be completed ONLY if Shares are being tendered by or on behalf of a person owning, beneficially or of record, as of the close of business on July 21, 1998 and who continues to own, beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 Shares. The undersigned either (check one box):

[] was the beneficial or record owner of, as of the close of business on July 21, 1998, and continues to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares, all of which are being tendered; or

[] is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s) thereof, Shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by such beneficial owner(s), that each such person was the beneficial or record owner of, as of the close of business on July 21, 1998, and continues to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares and is tendering all of such Shares.

In addition, the undersigned is tendering Shares either (check one box):

[] at the Purchase Price, as the same shall be determined by the Company in accordance with the terms of the Offer (persons checking this box need not indicate the price per Share below); or

[] at the price per Share indicated below under "Price (In Dollars) Per Share At Which Shares Are Being Tendered."

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IMPORTANT
STOCKHOLDERS SIGN HERE
(PLEASE COMPLETE AND RETURN THE ATTACHED SUBSTITUTE FORM W-9)

(Must be signed by the registered holder(s) exactly as such holder(s) name(s) appear(s) on certificate(s) for Shares or on a security position listing or by person(s) authorized to become the registered holder(s) thereof by certificates and documents transmitted with this Letter of Transmittal. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or representative capacity, please set forth full title and see Instruction 6.)

Signature(s) of Owner(s)

Dated: _____

Name(s): _____
(PLEASE PRINT)

Capacity (full title): _____

Address: _____
(INCLUDE ZIP CODE)

Area Code and Telephone Number: _____

Taxpayer Identification or Social Security Number: _____
(SEE SUBSTITUTE FORM W-9)

GUARANTEE OF SIGNATURE(S)
(SEE INSTRUCTIONS 1 AND 6.)

Authorized Signature: _____
Name: _____

(PLEASE PRINT)
Title: _____

Name of Firm: _____

Address: _____
(INCLUDE ZIP CODE)

Area Code and Telephone Number: _____

Dated: _____

INSTRUCTIONS

FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER

1. Guarantee of Signatures. No signature guarantee is required if either:

(a) this Letter of Transmittal is signed by the registered holder of the Shares (which term, for purposes hereof, shall include any participant in the Book-Entry Transfer Facility whose name appears on a security position listing as the owner of such Shares) tendered hereby exactly as the name of such registered holder appears on the certificate(s) for such Shares tendered with this Letter of Transmittal and payment and delivery are to be made directly to such owner unless such owner has completed either the box entitled "Special Payment Instructions" or "Special Delivery Instructions" above; or

(b) such Shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution," as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (each of the foregoing constituting an "Eligible Institution").

In all other cases, an Eligible Institution must guarantee all signatures on this Letter of Transmittal. See Instruction 6.

2. Delivery of Letter of Transmittal and Certificates; Guaranteed Delivery Procedures. This Letter of Transmittal is to be completed only if certificates for Shares are delivered with it to the Depository (or such certificates will be delivered pursuant to a Notice of Guaranteed Delivery previously sent to the Depository) or if a tender for Shares is being made concurrently pursuant to the procedure for tender by book-entry transfer set forth in Section 3 of the Offer to Purchase. Certificates for all physically tendered Shares or confirmation of a book-entry transfer into the Depository's account at the Book-Entry Transfer Facility of Shares tendered electronically, together in each case with a properly completed and duly executed Letter of Transmittal (or manually signed facsimile hereof), and any other documents required by this Letter of Transmittal, should be mailed or delivered to the Depository at the appropriate address set forth herein and must be delivered to the Depository on or before the Expiration Date. DELIVERY OF DOCUMENTS TO THE BOOK-ENTRY TRANSFER FACILITY IN ACCORDANCE WITH SUCH BOOK-ENTRY TRANSFER FACILITY'S PROCEDURES DOES NOT CONSTITUTE DELIVERY TO THE DEPOSITARY.

Stockholders whose certificates are not immediately available or who cannot deliver certificates for their Shares and all other required documents to the Depository before the Expiration Date, or whose Shares cannot be delivered on a timely basis pursuant to the procedures for book-entry transfer, must, in any such case, tender their Shares by or through any Eligible Institution by properly completing and duly executing and delivering a Notice of Guaranteed Delivery (or facsimile thereof) and by otherwise complying with the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase. Pursuant to such procedure, certificates for all physically tendered Shares or book-entry confirmations, as the case may be, as well as a properly completed and duly executed Letter of Transmittal (or manually signed facsimile hereof) and all other documents required by this Letter of Transmittal, must be received by the Depository within three (3) Nasdaq Stock Market, Inc. National Market trading days after receipt by the Depository of such Notice of Guaranteed Delivery, all as provided in Section 3 of the Offer to Purchase.

The Notice of Guaranteed Delivery may be delivered by hand or transmitted by telegram, facsimile transmission or mail to the Depository and must include a signature guarantee by an Eligible Institution in the form set forth therein. For Shares to be tendered validly pursuant to the guaranteed delivery procedure, the Depository must receive the Notice of Guaranteed Delivery on or before the Expiration Date.

THE METHOD OF DELIVERY OF ALL DOCUMENTS, INCLUDING CERTIFICATES FOR SHARES, IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL,

The Company will not accept any alternative, conditional or contingent tenders, nor will it purchase any fractional Shares, except as expressly provided in the Offer to Purchase. All tendering stockholders, by execution of this Letter of Transmittal (or a facsimile hereof), waive any right to receive any notice of the acceptance of their tender.

3. Inadequate Space. If the space provided in the box entitled "Description of Shares Tendered" above is inadequate, the certificate numbers and/or the number of Shares should be listed on a separate signed schedule and attached to this Letter of Transmittal.

4. Partial Tenders and Unpurchased Shares. (Not applicable to stockholders who tender by book-entry transfer.) If fewer than all of the Shares evidenced by any certificate are to be tendered, fill in the number of Shares that are to be tendered in the column entitled "Number of Shares Tendered" in the box entitled "Description of Shares Tendered" above. In such case, if any tendered Shares are purchased, a new certificate for the remainder of the Shares (including any Shares not purchased) evidenced by the old certificate(s) will be issued and sent to the registered holder(s) thereof, unless otherwise specified in either the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" in this Letter of Transmittal, as soon as practicable after the Expiration Date. Unless otherwise indicated, all Shares represented by the certificate(s) set forth above and delivered to the Depositary will be deemed to have been tendered.

5. Indication of Price at Which Shares are Being Tendered. For Shares to be properly tendered, the stockholder MUST check the box indicating the price per Share at which such holder is tendering Shares under "Price (In Dollars) Per Share at Which Shares Are Being Tendered" in this Letter of Transmittal. ONLY ONE BOX MAY BE CHECKED. IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF SHARES. A stockholder wishing to tender a portion(s) of such holder's Shares at different prices must complete a separate Letter of Transmittal for each price at which such holder wishes to tender each such portion of such holder's Shares. The same Shares cannot be tendered (unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase) at more than one price.

6. Signatures on Letter Of Transmittal; Stock Powers and Endorsements.

(a) If this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, the signature(s) must correspond exactly with the name(s) as written on the face of the certificate(s) without any change whatsoever.

(b) If the Shares tendered hereby are registered in the names of two or more joint holders, each such holder must sign this Letter of Transmittal.

(c) If any tendered Shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal (or facsimiles hereof) as there are different registrations of certificates.

(d) When this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, no endorsement(s) of certificate(s) representing such Shares or separate stock power(s) are required unless payment is to be made or the certificate(s) for Shares not tendered or not purchased are to be issued to a person other than the registered holder(s) thereof. SIGNATURE(S) ON SUCH CERTIFICATE(S) MUST BE GUARANTEED BY AN ELIGIBLE INSTITUTION. If this Letter of Transmittal is signed by a person other than the registered holder(s) of the certificate(s) listed, or if payment is to be made or certificate(s) for Shares not tendered or not purchased are to be issued to a person other than the registered holder(s) thereof, such certificate(s) must be endorsed or accompanied by appropriate stock power(s), in either case signed exactly as the name(s) of the registered holder(s) appears on the certificate(s), and the signature(s) on such certificate(s) or stock power(s) must be guaranteed by an Eligible Institution. See Instruction 1.

(e) If this Letter of Transmittal or any certificate(s) or stock power(s) are signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or

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representative capacity, such person should so indicate when signing this Letter of Transmittal and must submit proper evidence satisfactory to the Company of their authority so to act.

7. Stock Transfer Taxes. Except as provided in this Instruction 7, no stock transfer tax stamps or funds to cover such stamps need accompany this Letter of Transmittal. The Company will pay any stock transfer taxes payable on the transfer to it of Shares purchased pursuant to the Offer. If, however, either (a) payment of the Purchase Price for Shares tendered hereby and accepted for purchase is to be made to any person other than the registered holder(s); or (b) Shares not tendered or not accepted for purchase are to be registered in the name(s) of any person(s) other than the registered holder(s); or (c) certificate(s) representing tendered Shares are registered in the name(s) of any person(s) other than the person(s) signing this Letter of Transmittal, then the Depository will deduct from such Purchase Price the amount of any stock transfer taxes (whether imposed on the registered holder(s), such other person(s) or otherwise) payable on account of the transfer to such person, unless satisfactory evidence of the payment of such taxes or any exemption therefrom is submitted.

8. Odd Lots. As described in Section 1 of the Offer to Purchase, if the Company is to purchase fewer than all Shares tendered before the Expiration Date and not properly withdrawn, the Shares purchased first will consist of all Shares properly tendered by any stockholder who owned, beneficially or of record, as of the close of business on July 21, 1998 and as of the Expiration Date, an aggregate of fewer than 100 Shares, and who tenders all of such holder's Shares at or below the Purchase Price (an "Odd Lot Holder"). This preference will not be available unless the box captioned "Odd Lots" is completed.

9. Order of Purchase in Event of Proration. As described in Section 1 of the Offer to Purchase, stockholders may designate the order in which their Shares are to be purchased in the event of proration. The order of purchase may have an effect on the federal income tax treatment of the Purchase Price for the Shares purchased. See Sections 1 and 13 of the Offer to Purchase.

10. Special Payment and Delivery Instructions. If certificate(s) for Shares not tendered or not purchased and/or check(s) are to be issued in the name of a person other than the signer of this Letter of Transmittal or if such certificates and/or checks are to be sent to someone other than the person signing this Letter of Transmittal or to the signer at a different address, the box entitled "Special Payment Instructions" and/or the box entitled "Special Delivery Instructions" on this Letter of Transmittal should be completed as applicable and signatures must be guaranteed as described in Instruction 1.

11. Irregularities. All questions as to the number of Shares to be accepted, the price to be paid therefor and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Shares will be determined by the Company in its sole discretion, which determination shall be final and binding on all parties. The Company reserves the absolute right to reject any or all tenders of Shares it determines not to be in proper form or the acceptance of which or payment for which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right to waive any of the conditions of the Offer or any defect or irregularity in any tender with respect to any particular Shares or any particular stockholder, and the Company's interpretation of the terms of the Offer (including these Instructions) will be final and binding on all parties. No tender of Shares will be deemed to be properly made until all defects and irregularities have been cured by the tendering stockholder or waived by the Company. Unless waived, any defects or irregularities in connection with tenders must be cured within such time as the Company shall determine. None of the Company, the Dealer Manager (as defined in the Offer to Purchase), the Depository, the Information Agent (as defined in the Offer to Purchase) or any other person is or will be obligated to give notice of any defects or irregularities in tenders and none of them will

incur any liability for failure to give any such notice.

12. Questions and Requests for Assistance and Additional Copies. Questions and requests for assistance may be directed to, or additional copies of the Offer to Purchase, this Letter of Transmittal, the Notice of Guaranteed Delivery and other related materials may be obtained from, the Information Agent or the Dealer Manager at their addresses and telephone numbers set forth on the back cover of the Offer to Purchase or from brokers, dealers, commercial banks or trust companies.

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13. Tax Identification Number and Backup Withholding. Federal income tax law generally requires that a stockholder whose tendered Shares are accepted for purchase, or such stockholder's assignee (in either case, the "Payee"), provide the Depositary with such Payee's correct Taxpayer Identification Number ("TIN"), which, in the case of a Payee who is an individual, is such Payee's social security number. If the Depositary is not provided with the correct TIN or an adequate basis for an exemption, such Payee may be subject to a \$50 penalty imposed by the Internal Revenue Service and backup withholding in an amount equal to 31% of the gross proceeds received pursuant to the Offer. If withholding results in an overpayment of taxes, a refund may be obtained.

To prevent backup withholding, each Payee must provide such Payee's correct TIN by completing the Substitute Form W-9 set forth herein, certifying that the TIN provided is correct (or that such Payee is awaiting a TIN) and that (i) the Payee is exempt from backup withholding, (ii) the Payee has not been notified by the Internal Revenue Service that such Payee is subject to backup withholding as a result of a failure to report all interest or dividends, or (iii) the Internal Revenue Service has notified the Payee that such Payee is no longer subject to backup withholding.

If the Payee does not have a TIN, such Payee should (i) consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for instructions on applying for a TIN, (ii) write "Applied For" in the space provided in Part 1 of the Substitute Form W-9, and (iii) sign and date the Substitute Form W-9 and the Certificate of Awaiting Taxpayer Identification Number set forth herein. If the Payee does not provide such Payee's TIN to the Depositary within sixty (60) days, backup withholding will begin and continue until such Payee furnishes such Payee's TIN to the Depositary. Note that writing "Applied For" on the Substitute Form W-9 means that the Payee has already applied for a TIN or that such Payee intends to apply for one in the near future.

If Shares are held in more than one name or are not in the name of the actual owner, consult the W-9 Guidelines for information on which TIN to report.

Exempt Payees (including, among others, all corporations and certain foreign individuals) are not subject to backup withholding and reporting requirements. To prevent possible erroneous backup withholding, an exempt Payee should write "Exempt" in Part 2 of Substitute Form W-9. See the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for additional instructions. In order for a nonresident alien or foreign entity to qualify as exempt, such person must submit a completed Form W-8 Certificate of Foreign Status, signed under penalty of perjury attesting to such exempt status. Such form may be obtained from the Depositary.

14. Withholding On Non-United States Holder. Even if a Non-United States Holder (as defined below) has provided the required certification to avoid backup withholding, the Depositary will withhold United States federal income taxes equal to 30% of the gross payments payable to a Non-United States Holder or such holder's agent unless the Depositary determines that a reduced rate of withholding is available pursuant to a tax treaty or that an exemption from withholding is applicable because such gross proceeds are effectively connected with the conduct of a trade or business within the United States. For this purpose, a "Non-United States Holder" is any stockholder that for United States federal income tax purposes is not (i) a citizen or resident of the United States, (ii) a corporation or partnership created or organized in or under the laws of the United States or any State or division thereof (including the District of Columbia), (iii) an estate the income of which is subject to United States federal income taxation regardless of the source of such income, or (iv)

a trust (a) the administration over which a United States court can exercise primary supervision and (b) all of the substantial decisions of which one or more United States persons have the authority to control. Notwithstanding the foregoing, to the extent provided in United States Treasury Regulations, certain trusts in existence on August 20, 1996, and treated as United States persons prior to such date, that elect to continue to be treated as United States persons also will not be Non-United States Holders. In order to obtain a reduced rate of withholding pursuant to a tax treaty, a Non-United States Holder must deliver to the Depository before the payment a properly completed and executed IRS Form 1001. In order to obtain an exemption from withholding on the grounds that the gross proceeds paid pursuant to the Offer are effectively connected with the conduct of a trade or business within the United States, a Non-United States Holder must deliver to the

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Depository a properly completed and executed IRS Form 4224. The Depository will determine a stockholder's status as a Non-United States Holder and eligibility for a reduced rate of, or an exemption from, withholding by reference to outstanding certificates or statements concerning eligibility for a reduced rate of, or exemption from, withholding (e.g., IRS Form 1001 or IRS Form 4224) unless facts and circumstances indicate that such reliance is not warranted. A Non-United States Holder may be eligible to obtain a refund of all or a portion of any tax withheld if such Non-United States Holder meets those tests described in Section 13 of the Offer to Purchase that would characterize the exchange as a sale (as opposed to a dividend) or is otherwise able to establish that no tax or a reduced amount of tax is due.

NON-UNITED STATES HOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF UNITED STATES FEDERAL INCOME TAX WITHHOLDING, INCLUDING ELIGIBILITY FOR A WITHHOLDING TAX REDUCTION OR EXEMPTION, AND THE REFUND PROCEDURE.

15. Lost, Stolen, Destroyed or Mutilated Certificates. If any certificate(s) representing Shares has been lost, stolen, destroyed or mutilated, the stockholder should promptly notify the Depository by checking the box set forth above and indicating the number of Shares so lost, stolen, destroyed or mutilated. Such stockholder will then be instructed by the Depository as to the steps that must be taken in order to replace the certificate. This Letter of Transmittal and related documents cannot be processed until the procedures for replacing lost, stolen, destroyed or mutilated certificates have been followed. Stockholders may contact the Depository at (800) 647-4273 (toll free) to expedite such process.

THIS LETTER OF TRANSMITTAL, PROPERLY COMPLETED AND DULY EXECUTED (OR MANUALLY SIGNED FACSIMILE HEREOF), TOGETHER WITH CERTIFICATES REPRESENTING SHARES BEING TENDERED OR CONFIRMATION OF BOOK-ENTRY TRANSFER AND ALL OTHER REQUIRED DOCUMENTS, OR A NOTICE OF GUARANTEED DELIVERY, MUST BE RECEIVED PRIOR TO 12:00 MIDNIGHT, NEW YORK CITY TIME, ON THE EXPIRATION DATE. STOCKHOLDERS ARE ENCOURAGED TO RETURN A COMPLETED SUBSTITUTE FORM W-9 WITH THIS LETTER OF TRANSMITTAL.

12

13

<TABLE>

<S>	<C>	<C>

PAYER: CHASEMELLON SHAREHOLDER SERVICES, L.L.C.		

SUBSTITUTE FORMW-9 Department of the Treasury, Internal Revenue Service	PART 1--Taxpayer Identification Number--for all accounts, enter taxpayer identification number in the box at right and certify by signing and dating below. Note: If the account is in more than one name, see the chart in the enclosed Guidelines to determine which number to give the payer.	TIN: Social Security Number or Employer Identification Number (If awaiting TIN, write "Applied For")

PAYER'S REQUEST FOR	PART 2--For payees exempt from backup withholding, please write "EXEMPT"	

TAXPAYER IDENTIFICATION NUMBER ("TIN") here (see the enclosed Guidelines):

PART 3--Certification--UNDER PENALTIES OF PERJURY, I CERTIFY THAT (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (the "IRS") that I am subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified me that I am no longer subject

to backup withholding.

Certification Instructions--You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return and

you have not been notified by the IRS that you are no longer subject to backup withholding. (Also see instructions in the enclosed Guidelines.)

SIGNATURE: _____ DATE: _____

</TABLE>

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 31% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE OFFER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU ARE AWAITING (OR WILL SOON APPLY FOR) A TAXPAYER IDENTIFICATION NUMBER.

<TABLE>

<S> _____ <C>

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and that I mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office (or I intend to mail or deliver an application in the near future). I understand that, notwithstanding the information I provided in Part III of the Substitute Form W-9 above (and the fact that I have completed this Certificate of Awaiting Taxpayer Identification Number), if I do not provide a taxpayer identification number to the Depository within sixty (60) days, the Depository is required to withhold 31% of all cash payments made to me thereafter until I provide a number.

SIGNATURE: _____ DATE: _____

</TABLE>

The Information Agent for the Offer is:

MACKENZIE LOGO
156 Fifth Avenue
New York, New York 10010
(212) 929-5500 (Call Collect) or
Call Toll-Free (800) 322-2885

The Dealer Manager for the Offer is:

Credit Suisse First Boston Corporation
Eleven Madison Avenue
New York, New York 10010-3629
(800) 881-8320 (toll free)

EASCO, INC.

NOTICE OF GUARANTEED DELIVERY
FOR
TENDER OF SHARES OF COMMON STOCK

This Notice of Guaranteed Delivery, or one substantially in the form hereof, must be used to accept the Offer (as defined below) if certificates evidencing shares of Common Stock, par value \$.01 per share (the "Shares"), of Easco, Inc., a Delaware corporation (the "Company"), are not immediately available, or if the procedure for book-entry transfer set forth in the Offer to Purchase dated July 22, 1998 (the "Offer to Purchase") and the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer") cannot be completed on a timely basis or time will not permit all required documents, including a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof), to reach the Depository prior to the Expiration Date (as defined in the Offer to Purchase).

This Notice of Guaranteed Delivery, properly completed and duly executed, may be delivered by hand, mail or facsimile transmission to the Depository. See Section 3 of the Offer to Purchase.

The Depository for the Offer is:

CHASEMELLON SHAREHOLDER SERVICES, L.L.C.

<TABLE>

<S>

By Hand Delivery:
120 Broadway, 13th Floor
New York, New York 10271
Attn: Reorganization Dept.

<C>

By Overnight Delivery:
85 Challenger Road
Mail Drop -- Reorg
Ridgefield Park, New Jersey 07660
Attn: Reorganization Dept.

<C>

By Mail:
P.O. Box 3301
South Hackensack, New Jersey
07606
Attn: Reorganization Dept.

Facsimile Transmission:
(201) 296-4293

</TABLE>

Confirm Receipt of Facsimile by Telephone:
(201) 296-4860

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TRANSMISSION OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. DELIVERIES TO THE COMPANY WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY. DELIVERIES TO THE BOOK-ENTRY TRANSFER FACILITY WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY.

This Notice of Guaranteed Delivery form is not to be used to guarantee signatures. If a signature on the Letter of Transmittal is required to be guaranteed by an Eligible Institution (as defined in the Offer to Purchase) under the instructions thereto, such signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to the Company at the price per Share indicated in this Notice of Guaranteed Delivery, upon the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal, receipt of which is hereby acknowledged, the number of Shares specified below pursuant to the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase.

ODD LOTS

To be completed ONLY if Shares are being tendered by or on behalf of a person owning beneficially or of record as of the close of business on July 21, 1998 and who continues to own, beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 Shares. The undersigned either (check one box):

was the beneficial or record owner of, as of the close of business on July 21, 1998, and continues to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares, all of which are being tendered; or

is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s) thereof, Shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by such beneficial owner(s), that each such person was the beneficial or record owner of, as of the close of business on July 21, 1998, and continues to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares and is tendering all of such Shares.

In addition, the undersigned is tendering Shares either (check one box):

at the Purchase Price (as defined in the Offer to Purchase), as the same shall be determined by the Company in accordance with the terms of the Offer (persons checking this box need not indicate the price per Share below); or

at the price per Share indicated below under "Price (In Dollars) Per Share At Which Shares Are Being Tendered."

2

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PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

CHECK ONLY ONE BOX. IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF SHARES.

(Stockholders who desire to tender Shares at more than one price must complete a separate Notice of Guaranteed Delivery for each price at which Shares are tendered.)

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<input type="checkbox"/>	\$9.000	<input type="checkbox"/>	\$ 9.875	<input type="checkbox"/>	\$10.750	<input type="checkbox"/>	\$11.625
<input type="checkbox"/>	\$9.125	<input type="checkbox"/>	\$10.000	<input type="checkbox"/>	\$10.875	<input type="checkbox"/>	\$11.750
<input type="checkbox"/>	\$9.250	<input type="checkbox"/>	\$10.125	<input type="checkbox"/>	\$11.000	<input type="checkbox"/>	\$11.875
<input type="checkbox"/>	\$9.375	<input type="checkbox"/>	\$10.250	<input type="checkbox"/>	\$11.125	<input type="checkbox"/>	\$12.000
<input type="checkbox"/>	\$9.500	<input type="checkbox"/>	\$10.375	<input type="checkbox"/>	\$11.250		
<input type="checkbox"/>	\$9.625	<input type="checkbox"/>	\$10.500	<input type="checkbox"/>	\$11.375		
<input type="checkbox"/>	\$9.750	<input type="checkbox"/>	\$10.625	<input type="checkbox"/>	\$11.500		

</TABLE>

Signature(s):

Name(s) of
Record Holder(s):

PLEASE TYPE OR PRINT

Certificates Nos.
(if available):

Address:

ZIP CODE

Area Code and
Telephone No.:

If Shares will be delivered by book-entry transfer, provide the following
information:

Account Number:

Date:

3

4

GUARANTEE
(NOT TO BE USED FOR A SIGNATURE GUARANTEE.)

THE UNDERSIGNED, A BANK, BROKER, DEALER, CREDIT UNION, SAVINGS ASSOCIATION OR OTHER ENTITY WHICH IS A MEMBER IN GOOD STANDING OF THE SECURITIES TRANSFER AGENTS MEDALLION PROGRAM OR A BANK, BROKER, DEALER, CREDIT UNION, SAVINGS ASSOCIATION OR OTHER ENTITY WHICH IS AN "ELIGIBLE GUARANTOR INSTITUTION," AS SUCH TERM IS DEFINED IN RULE 17AD-15 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (EACH OF THE FOREGOING CONSTITUTING AN "ELIGIBLE INSTITUTION"), GUARANTEES THE DELIVERY TO THE DEPOSITARY OF THE SHARES TENDERED HEREBY, IN PROPER FORM FOR TRANSFER, OR A CONFIRMATION THAT THE SHARES TENDERED HEREBY HAVE BEEN DELIVERED PURSUANT TO THE PROCEDURE FOR BOOK-ENTRY TRANSFER SET FORTH IN THE OFFER TO PURCHASE INTO THE DEPOSITARY'S ACCOUNT AT THE BOOK-ENTRY TRANSFER FACILITY, TOGETHER WITH A PROPERLY COMPLETED AND DULY EXECUTED LETTER OF TRANSMITTAL (OR A MANUALLY SIGNED FACSIMILE THEREOF) AND ANY OTHER REQUIRED DOCUMENTS, ALL WITHIN THREE (3) NASDAQ STOCK MARKET, INC. NATIONAL MARKET TRADING DAYS OF THE DATE HEREOF.

The Eligible Institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal and certificates representing Shares to the Depository within the time period set forth herein. Failure to do so could result in a financial loss to such Eligible Institution.

Name of Firm:

Address:

ZIP CODE

Area Code and
Telephone No.:

AUTHORIZED SIGNATURE

Name:

PLEASE PRINT

Title:

Date:

NOTE: DO NOT SEND SHARE CERTIFICATES WITH THIS FORM. CERTIFICATES FOR SHARES
SHOULD BE SENT WITH THE LETTER OF TRANSMITTAL.

LOGO

CREDIT SUISSE FIRST BOSTON
CORPORATION

Eleven Madison Avenue Telephone
212 325 2000

New York, NY 10010-3629

EASCO, INC.
OFFER TO PURCHASE FOR CASH UP TO
1,000,000 SHARES OF ITS COMMON STOCK
AT A PURCHASE PRICE NOT IN EXCESS OF \$12.00
NOR LESS THAN \$9.00 PER SHARE

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, AUGUST 18, 1998, UNLESS THE OFFER IS EXTENDED.

July 22, 1998

To Brokers, Dealers, Commercial Banks,
Trust Companies and Other Nominees:

Easco, Inc., a Delaware corporation (the "Company"), has engaged us to act as Dealer Manager in connection with its offer to purchase up to 1,000,000 shares (or such lesser number of shares as are properly tendered) of its Common Stock, par value \$.01 per share (the "Shares"), at prices not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 22, 1998 (the "Offer to Purchase") and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer").

The Company will, upon the terms and subject to the conditions of the Offer, determine the single per Share price, not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon (the "Purchase Price"), that it will pay for Shares properly tendered pursuant to the Offer, taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to buy 1,000,000 Shares (or such lesser number of Shares as are properly tendered at prices not in excess of \$12.00 nor less than \$9.00 per Share). All Shares properly tendered prior to the Expiration Date (as defined in the Offer to Purchase) at prices at or below the Purchase Price and

not properly withdrawn, will be purchased at the Purchase Price, upon the terms and subject to the conditions of the Offer, including the proration provisions. All Shares acquired in the Offer will be acquired at the Purchase Price. Shares tendered at prices in excess of the Purchase Price and Shares not purchased because of proration will be returned at the Company's expense to the stockholders who tendered such Shares. The Company reserves the right, in its sole discretion, to purchase more than 1,000,000 Shares pursuant to the Offer.

THE OFFER IS NOT CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS.

Upon the terms and subject to the conditions of the Offer, if at the Expiration Date more than 1,000,000 Shares (or such greater number of Shares as the Company may elect to purchase) are properly tendered at or below the Purchase Price and not properly withdrawn, the Company will buy Shares first from any person (an "Odd Lot Holder") who owned beneficially or of record as of the close of business on July 21, 1998 and who continue to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares and so certified in the appropriate place on the Letter of Transmittal (and, if applicable, on a notice of guaranteed delivery), who properly tender all their Shares at or below the Purchase Price, and then on a pro rata basis from all other stockholders who properly tender Shares at prices at or below the Purchase Price (and do not properly withdraw such Shares prior to the Expiration Date).

For your information and for forwarding to those of your clients for whom you hold Shares registered in your name or in the name of your nominee, we are enclosing the following documents:

1. The Offer to Purchase dated July 22, 1998;

2. The Letter of Transmittal for your use and for the information of your clients (together with the accompanying Substitute Form W-9). Facsimile copies of the Letter of Transmittal (with manual signatures) may be used to tender Shares;

2

3. A letter to the stockholders of the Company dated July 22, 1998 from Norman E. Wells, Jr., President and Chief Executive Officer of the Company;

4. The Notice of Guaranteed Delivery to be used to accept the Offer and tender Shares pursuant to the Offer if none of the procedures for tendering Shares set forth in the Offer to Purchase can be completed on a timely basis;

5. A printed form of letter which may be sent to your clients for whose accounts you hold Shares registered in your name or in the name of your nominee, with an instruction form provided for obtaining such clients' instructions with regard to the Offer;

6. Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9; and

7. A return envelope addressed to ChaseMellon Shareholder Services, L.L.C., as Depositary for the Offer (the "Depositary").

YOUR PROMPT ACTION IS REQUESTED. WE URGE YOU TO CONTACT YOUR CLIENTS AS PROMPTLY AS POSSIBLE. PLEASE NOTE THAT THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, AUGUST 18, 1998, UNLESS THE OFFER IS EXTENDED.

In order to take advantage of the Offer, a duly executed and properly completed Letter of Transmittal (or a manually signed facsimile thereof) including any required signature guarantees and any other required documents should be sent to the Depositary together with either certificate(s) representing tendered Shares or timely confirmation of their book-entry transfer, in accordance with the instructions set forth in the Offer to Purchase and the related Letter of Transmittal.

Holders of Shares whose certificate(s) for such Shares are not immediately available or who cannot deliver such certificate(s) and all other required documents to the Depositary, or complete the procedures for book-entry transfer, prior to the Expiration Date must tender their Shares according to the procedure for guaranteed delivery set forth in Section 3 of the Offer to Purchase.

No fees or commissions will be payable by the Company nor any officer, director, stockholder, agent or other representative of the Company to any broker, dealer or other person for soliciting tenders of Shares pursuant to the Offer (other than fees paid to Credit Suisse First Boston Corporation, as Dealer Manager, or MacKenzie Partners, Inc., as Information Agent, as described in the Offer to Purchase). The Company will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding any of the enclosed materials to your clients whose Shares held by you as a nominee or in a fiduciary capacity. The Company will pay or cause to be paid any stock transfer taxes applicable to its purchase of Shares, except as otherwise provided in the Letter of Transmittal.

Any inquiries you may have with respect to the Offer should be addressed to Credit Suisse First Boston Corporation, as Dealer Manager, Eleven Madison Avenue, New York, New York 10010-3629, (800) 881-8320 (toll free), or to MacKenzie Partners, Inc., as Information Agent, 156 Fifth Avenue, New York, New York 10010, (212) 929-5500 or (800) 322-2885 (toll free). Requests for additional copies of the enclosed materials may be directed to the Dealer Manager or the Information Agent at their respective addresses and telephone numbers set forth above.

Very truly yours,

Credit Suisse First Boston Corporation

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU

OR ANY OTHER PERSON AS AN AGENT OF THE COMPANY, THE DEALER MANAGER, THE INFORMATION AGENT OR THE DEPOSITARY OR ANY AFFILIATE OF ANY OF THE FOREGOING, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENT ON BEHALF OF ANY OF THEM IN CONNECTION WITH THE OFFER OTHER THAN THE DOCUMENTS ENCLOSED HERewith AND THE STATEMENTS CONTAINED THEREIN.

EASCO, INC.
OFFER TO PURCHASE FOR CASH UP TO
1,000,000 SHARES OF ITS COMMON STOCK
AT A PURCHASE PRICE NOT IN EXCESS OF \$12.00
NOR LESS THAN \$9.00 PER SHARE

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, AUGUST 18, 1998, UNLESS THE OFFER IS EXTENDED.

July 22, 1998

To Our Clients:

Enclosed for your consideration are the Offer to Purchase dated July 22, 1998 (the "Offer to Purchase") and the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer") in connection with the offer by Easco, Inc., a Delaware corporation (the "Company"), to purchase up to 1,000,000 shares (or such lesser number of shares as are properly tendered) of its Common Stock, par value \$.01 per share (the "Shares"), at prices not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions of the Offer.

The Company will, upon the terms and subject to the conditions of the Offer, determine the single per Share price, not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon (the "Purchase Price"), that it will pay for Shares properly tendered pursuant to the Offer, taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest Purchase Price that will allow it to buy 1,000,000 Shares (or such lesser number of Shares as are properly tendered at prices not in excess of \$12.00 nor less than \$9.00 per Share). All Shares properly tendered prior to the Expiration Date (as defined in the Offer to Purchase) at prices at or below the Purchase Price, and not properly withdrawn, will be purchased at the Purchase Price, upon the terms and subject to the conditions of the Offer, including the proration provisions. All Shares acquired in the Offer will be acquired at the Purchase Price. Shares tendered at prices in excess of the Purchase Price and Shares not purchased because of proration will be returned at the Company's expense to the stockholders who tendered such Shares. The Company reserves the right, in its sole discretion, to purchase more than 1,000,000 Shares pursuant to the Offer.

Upon the terms and subject to the conditions of the Offer, if at the Expiration Date more than 1,000,000 Shares (or such greater number of Shares as the Company may elect to purchase) are properly tendered at or below the

Purchase Price and not properly withdrawn, the Company will buy Shares first from any person (an "Odd Lot Holder") who owned beneficially or of record as of the close of business on July 21, 1998 and who continue to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares and so certified in the appropriate place on the Letter of Transmittal (and, if applicable, on a notice of guaranteed delivery), who properly tender all their Shares at or below the Purchase Price and then on a pro rata basis from all other stockholders who properly tender Shares at prices at or below the Purchase Price (and do not properly withdraw such Shares prior to the Expiration Date).

A TENDER OF YOUR SHARES CAN BE MADE ONLY BY US AS THE HOLDER OF RECORD THEREOF AND PURSUANT TO YOUR INSTRUCTIONS. THE LETTER OF TRANSMITTAL IS FURNISHED TO YOU FOR YOUR INFORMATION ONLY AND CANNOT BE USED BY YOU TO TENDER YOUR SHARES HELD BY US FOR YOUR ACCOUNT.

Accordingly, we request instructions as to whether you wish to tender any or all of the Shares held by us for your account, upon the terms and subject to the conditions of the Offer.

Please note the following:

1. Shares may be tendered at prices not in excess of \$12.00 nor less than \$9.00 per Share, as indicated in the attached Instruction Form, net to the seller in cash, without interest thereon.

2. The priority in which Shares shall be purchased in the event of proration may be designated.

2

3. The Offer is not conditioned on any minimum number of Shares being tendered. The Offer is, however, subject to certain other conditions set forth in the Offer to Purchase.

4. The Offer, proration period and withdrawal rights will expire at 12:00 Midnight, New York City time, on Tuesday, August 18, 1998, unless the Offer is extended.

5. The Offer is for 1,000,000 Shares, constituting approximately 9.5% of the Shares outstanding as of July 21, 1998.

6. The Board of Directors of the Company has approved the Offer. However, neither the Company nor its Board of Directors makes any recommendation to stockholders as to whether to tender or refrain from tendering their Shares. Each stockholder must make the decision whether to tender such stockholder's Shares and, if so, how many Shares to tender and at the price or prices at which such Shares should be tendered.

7. Tendering stockholders will not be obligated to pay any brokerage fees or commissions or solicitation fees to the Dealer Manager, Depositary, Information Agent or the Company or, except as set forth in the Letter of

Transmittal, stock transfer taxes on the transfer of Shares pursuant to the Offer.

If (i) you owned beneficially or of record as of the close of business on July 21, 1998 and continue to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares; (ii) you instruct us to tender on your behalf all such Shares at or below the Purchase Price prior to the Expiration Date; and (iii) you complete the section entitled "Odd Lots" in the attached Instruction Form, the Company, upon the terms and subject to the conditions of the Offer, will accept all such Shares for purchase before proration, if any, of the purchase of other Shares properly tendered at or below the Purchase Price.

If you wish to tender portions of your Shares at different prices, you must complete a separate Instruction Form for each price at which you wish to tender each such portion of your Shares. We must submit separate Letters of Transmittal on your behalf for each such price you will accept for each such portion tendered.

If you wish to have us tender any or all of your Shares, please so instruct us by completing, executing, detaching and returning to us the attached Instruction Form. An envelope to return your Instruction Form to us is enclosed. If you authorize us to tender your Shares, all such Shares will be tendered unless otherwise indicated on the attached Instruction Form.

PLEASE FORWARD YOUR INSTRUCTION FORM TO US AS SOON AS POSSIBLE TO ALLOW US AMPLE TIME TO TENDER YOUR SHARES ON YOUR BEHALF PRIOR TO THE EXPIRATION OF THE OFFER.

As described in the Offer to Purchase, if more than 1,000,000 Shares (or such greater number of Shares as the Company may elect to purchase) have been properly tendered at or below the Purchase Price and not properly withdrawn prior to the Expiration Date, the Company will purchase tendered Shares on the basis set forth below:

1. first, all Shares tendered and not withdrawn prior to the Expiration Date by any Odd Lot Holder who:

(a) tenders all Shares owned beneficially or of record by such Odd Lot Holder at a price at or below the Purchase Price (tenders of less than all Shares owned by such Odd Lot Holder will not qualify for this preference); and

(b) completes the box captioned "Odd Lots" on the Letter of Transmittal and if applicable on the Notice of Guaranteed Delivery; and

2. second, after purchase of all of the foregoing Shares, all other Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn prior to the Expiration Date, on a pro rata basis (with appropriate adjustments to avoid purchases of fractional Shares) as described in the Offer to Purchase.

The Offer is being made solely pursuant to the Offer to Purchase and the related Letter of Transmittal and is being made to all holders of Shares who were record holders as of July 21, 1998. The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares residing in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the securities laws of such jurisdiction.

2

3

INSTRUCTION FORM

INSTRUCTIONS FOR TENDER OF SHARES OF EASCO, INC.

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Purchase dated July 22, 1998 (the "Offer to Purchase") and the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer") in connection with the offer by Easco, Inc., a Delaware corporation (the "Company"), to purchase up to 1,000,000 shares (or such lesser number of shares as are properly tendered) of its Common Stock, par value \$.01 per share (the "Shares"), at prices not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions of the Offer.

This will instruct you to tender to the Company, on (our) (my) behalf, the number of Shares indicated below (or if no number is indicated below, all Shares) which are beneficially owned by (us) (me) and registered in your name, upon terms and subject to the conditions of Offer.

NUMBER OF SHARES TO BE TENDERED: SHARES*

ODD LOTS

By checking this box the undersigned represents that the undersigned owned beneficially or of record as of the close of business on July 21, 1998 and continues to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 Shares and is tendering all of such Shares.

In addition, the undersigned is tendering Shares either (check one box):

at the Purchase Price, as the same shall be determined by the Company in accordance with the terms of the Offer (persons checking this box need not indicate the price per Share below); or

at the price per Share indicated below under "Price (In Dollars) Per Share At Which Shares Are Being Tendered."

* Unless otherwise indicated, it will be assumed that all Shares held by us for your account are to be tendered.

4

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

CHECK ONLY ONE BOX. IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF SHARES.

(Stockholders who desire to tender Shares at more than one price must complete a separate Instruction Form for each price at which Shares are tendered.)

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
[]	\$9.000	[]	\$ 9.875	[]	\$10.750	[]	\$11.625
[]	\$9.125	[]	\$10.000	[]	\$10.875	[]	\$11.750
[]	\$9.250	[]	\$10.125	[]	\$11.000	[]	\$11.875
[]	\$9.375	[]	\$10.250	[]	\$11.125	[]	\$12.000
[]	\$9.500	[]	\$10.375	[]	\$11.250		
[]	\$9.625	[]	\$10.500	[]	\$11.375		
[]	\$9.750	[]	\$10.625	[]	\$11.500		

</TABLE>

THE METHOD OF DELIVERY OF THIS DOCUMENT IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ASSURE DELIVERY.

SIGN HERE:

Signature(s)

Print Name(s)

Address(es)

Area Code and Telephone Number

Taxpayer Identification or Social Security Number

[EASCO INC. LETTERHEAD]

July 22, 1998

To Our Stockholders:

Easco, Inc. (the "Company") is offering to purchase up to 1,000,000 shares of its common stock (the "Shares") from existing stockholders. The price will not be in excess of \$12.00 nor less than \$9.00 per Share. The Company is conducting the offer through a procedure commonly referred to as a "Dutch Auction." This procedure allows you to select the price within the specified price range at which you are willing to sell your Shares to the Company. The actual purchase price will be determined by the Company in accordance with the terms of the offer.

Any stockholder whose Shares are properly tendered directly to ChaseMellon Shareholder Services, L.L.C., the Depositary for the offer, and purchased pursuant to the offer will receive the net purchase price in cash, without interest, and will not incur the usual transaction costs associated with open market sales. Stockholders who own fewer than 100 shares should note that the offer represents an opportunity for them to sell some or all of their shares without having to pay brokerage commissions or odd lot discounts.

The terms and conditions of the offer are explained in detail in the enclosed Offer to Purchase and the related Letter of Transmittal. I encourage you to read these materials carefully before making any decision with respect to the offer. The instructions on how to tender Shares are also explained in detail in the accompanying materials.

Neither the Company nor the Board of Directors of the Company makes any recommendation to stockholders as to whether to tender or refrain from tendering their Shares. Each stockholder must make the decision whether to tender such stockholder's Shares and, if so, how many Shares to tender and the price or prices at which such Shares should be tendered. The Company has been advised that none of its directors or executive officers intends to tender any Shares pursuant to the offer.

The offer will expire at 12:00 Midnight, New York City time, on Tuesday, August 18, 1998, unless extended by the Company. If you have any questions regarding the offer or need assistance in tendering your Shares, please contact MacKenzie Partners, Inc., the Information Agent for the offer, at (800) 322-2885 or Credit Suisse First Boston Corporation, the Dealer Manager for the offer, at (800) 881-8320.

Sincerely,

/s/ Norman E. Wells, Jr.
Norman E. Wells, Jr.
President and Chief Executive Officer

GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9

GUIDELINES FOR DETERMINING THE PROPER IDENTIFICATION NUMBER TO GIVE THE PAYER.--Social Security numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer.

<TABLE>

<CAPTION>

FOR THIS TYPE OF ACCOUNT:	GIVE THE SOCIAL SECURITY NUMBER OF:

<S>	<C>
1. An individual's account	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, any one of other individuals(1)
3. Husband and wife (joint account)	The actual owner of the account or, if joint funds, either person(1)
4. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)
5. Adult and minor (joint account)	The adult or, if the minor is the only contributor, the minor(1)
6. Account in the name of guardian or committee for a designated ward, minor, or incompetent person	The ward, minor, or incompetent person(3)
7. a. The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee(1)

b. So-called trust account that is not a legal or valid trust under State law	The actual owner(1)
8. Sole proprietorship account	The owner(4)

</TABLE>

<TABLE>
<CAPTION>

FOR THIS TYPE OF ACCOUNT:	GIVE THE EMPLOYER IDENTIFICATION NUMBER OF:
---------------------------	---------------------------------------------

<S> 9. A valid trust, estate, or pension trust	<C> The legal entity (Do not furnish the identification number of the personal representative or trustee unless the legal entity itself is not designated in the account title)(5)
10. Corporate account	The organization
11. Religious, charitable, or educational organization account	The corporation
12. Partnership account	The partnership
13. Association, club or other tax-exempt organization	The organization
14. A broker or registered nominee	The broker or nominee
15. Account with the Department of Agriculture in the name of a public entity (such as a State or local government, school district, or prison) that receives agricultural program payments	The public entity

</TABLE>

- (1) List first and circle the name of the person whose number you furnish.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) Circle the ward's, minor's or incompetent person's name and furnish such person's social security number.
- (4) Show the name of the owner.
- (5) List first and circle the name of the legal trust, estate, or pension trust.

NOTE: If no name is circled when there is more than one name, the number will be considered to be that of the first name listed.

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GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER OF SUBSTITUTE FORM W-9

PAGE 2

OBTAINING A NUMBER

If you don't have a taxpayer identification number or you don't know your number, obtain Form SS-5, Application for a Social Security Number Card, or Form SS-4, Application for Employer Identification Number, at the local office of the Social Security Administration or the Internal Revenue Service and apply for a number.

PAYEES EXEMPT FROM BACKUP WITHHOLDING

Payees specifically exempted from backup withholding on ALL payments including the following:

- A corporation.
- A financial institution.
- An organization exempt from tax under section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), or an individual retirement plan.
- The United States or any agency or instrumentality thereof.
- A State, the District of Columbia, a possession of the United States, or any subdivision or instrumentality thereof.
- A foreign government, a political subdivision of a foreign government, or any agency or instrumentality thereof.
- An international organization or any agency or instrumentality thereof.

- A registered dealer in securities or commodities registered in the U.S. or a possession of the U.S.
- A real estate investment trust. A common trust fund operated by a bank under section 584(a) of the Code.
- An exempt charitable remainder trust, or a non-exempt trust described in section 4947(a)(1) of the Code.
- An entity registered at all times under the Investment Company Act of 1940.
- A foreign central bank of issue.

Payments of dividends and patronage dividends not generally subject to backup withholding include the following:

- Payments to nonresident aliens subject to withholding under section 1441 of the Code.
- Payments to partnerships not engaged in a trade or business in the United States and which have at least one nonresident partner.
- Payments of patronage dividends where the amount renewed is not paid in money.
- Payments made by certain foreign organizations.
- Payments made to a nominee.

Payments of interest not generally subject to backup withholding include the following:

- Payments of interest on obligations issued by individuals.
- NOTE: You may be subject to backup withholding if this interest is \$600 or more and is paid in the course of the payer's trade or business and you have not provided your correct taxpayer identification number to the payer.
- Payments of tax-exempt interest (including exempt-interest dividends under section 852) of the code.
 - Payments described in section 6049(b)(5) of the Code to non-resident aliens.
 - Payments on tax free covenant bonds under section 1451 of the Code.

- Payments made by certain foreign organizations. Payments made to a nominee. EXEMPT PAYEES DESCRIBED ABOVE MUST STILL COMPLETE THE SUBSTITUTE FORM W-9 ENCLOSED HEREWITH TO AVOID POSSIBLE ERRONEOUS BACKUP WITHHOLDING. FILE SUBSTITUTE FORM W-9 WITH THE PAYER, REMEMBERING TO CERTIFY YOUR TAXPAYER IDENTIFICATION NUMBER ON PART III OF THE FORM, WRITE "EXEMPT" ON THE FACE OF THE FORM AND SIGN AND DATE THE FORM AND RETURN IT TO THE PAYER.

Payments that are not subject to information reporting are also not subject to backup withholding. For details, see sections 6041, 6041A(a), 6042, 6044, 6045, 6049, 6050A, and 6050N of the Code and their regulations.

PRIVACY ACT NOTICE.--Section 6109 requires most recipients of dividends, interest, or other payments to give taxpayer identification numbers to payers who must report the payments to IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. Payers must be given the numbers whether or not recipients are required to file a tax return. Payers must generally withhold 31% of taxable interest, dividends, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

PENALTIES

(1) PENALTY FOR FAILURE TO FURNISH TAXPAYER IDENTIFICATION NUMBER.--If you fail to furnish your taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

(2) CIVIL PENALTY FOR FALSE INFORMATION WITH RESPECT TO WITHHOLDING.--If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.

(3) CRIMINAL PENALTY FOR FALSIFYING INFORMATION.--Falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

FOR ADDITIONAL INFORMATION CONTACT YOUR TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell Shares. The Offer is made solely by the Offer to Purchase dated July 22, 1998 and the related Letter of Transmittal, and any amendments or supplements thereto, which are being mailed to all holders of Shares. The Company is not aware of any jurisdiction where the making of the Offer is not in compliance with applicable law. If the Company becomes aware of any jurisdiction where the making of the Offer or the acceptance of Shares pursuant thereto is not in compliance with applicable law, the Company will make a good faith effort to comply with the applicable law. If, after such good faith effort, the Company cannot comply with the applicable law, the Offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of Shares in such jurisdiction. In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of the Company by Credit Suisse First Boston Corporation ("Credit Suisse First Boston" or the "Dealer Manager") or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

NOTICE OF OFFER TO PURCHASE FOR CASH

BY

EASCO, INC.

UP TO 1,000,000 SHARES OF ITS COMMON STOCK

AT A PURCHASE PRICE NOT IN EXCESS OF \$12.00

NOR LESS THAN \$9.00 PER SHARE IN CASH

Easco, Inc., a Delaware corporation (the "Company"), invites its stockholders to tender up to 1,000,000 shares of its Common Stock, par value \$.01 per share (the "Shares"), to the Company at prices not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 22, 1998 and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer").

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, AUGUST 18, 1998, UNLESS THE OFFER IS EXTENDED.

THE OFFER IS NOT CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS SET FORTH IN THE OFFER TO PURCHASE.

THE BOARD OF DIRECTORS OF THE COMPANY HAS APPROVED THE OFFER. HOWEVER, NEITHER THE COMPANY NOR ITS BOARD OF DIRECTORS MAKES ANY RECOMMENDATION TO STOCKHOLDERS AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING THEIR SHARES. EACH STOCKHOLDER MUST MAKE THE DECISION WHETHER TO TENDER SUCH STOCKHOLDER'S SHARES AND, IF SO, HOW MANY SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH SUCH SHARES SHOULD BE TENDERED. THE COMPANY HAS BEEN ADVISED THAT NONE OF ITS DIRECTORS OR EXECUTIVE OFFICERS INTENDS TO TENDER ANY SHARES PURSUANT TO THE OFFER.

The Company will, upon the terms and subject to the conditions of the Offer, determine the single per Share price, not in excess of \$12.00 nor less than \$9.00 per Share, net to the seller in cash, without interest thereon (the "Purchase Price"), that it will pay for Shares properly tendered pursuant to the Offer, taking into account the number of Shares so tendered and the prices specified by tendering stockholders. The Company will select the lowest purchase price that will allow it to buy 1,000,000 Shares (or such lesser number of Shares as are properly tendered at prices not in excess of \$12.00 nor less than \$9.00 per Share). All Shares properly tendered prior to the Expiration Date (as defined below) at prices at or below the Purchase Price and not properly withdrawn will be purchased at the Purchase Price, upon the terms and subject to the conditions of the Offer, including the proration provisions. UNDER NO CIRCUMSTANCES WILL INTEREST BE PAID ON THE PURCHASE PRICE FOR THE SHARES, REGARDLESS OF ANY DELAY IN MAKING SUCH PAYMENT. All Shares acquired in the Offer will be acquired at the Purchase Price. The term "Expiration Date" means 12:00 Midnight, New York City time, on Tuesday, August 18, 1998, unless and until the Company, in its sole discretion, shall have extended the period of time during which the Offer will remain open, in which event the term "Expiration Date" shall refer to the latest time and date at which the Offer, as so extended by the Company, shall expire. The Company reserves the right, in its sole discretion, to purchase more than 1,000,000 Shares pursuant to the Offer. For purposes of the Offer, the Company will be deemed to have accepted for payment (and therefore purchased) Shares properly tendered at or below the Purchase Price and not properly withdrawn (subject to the proration provisions of the Offer) only when, as and if the Company gives oral or written notice to ChaseMellon Shareholder Services, L.L.C. (the "Depositary") of its acceptance of such Shares for payment pursuant to the Offer. Payment for Shares tendered and accepted for payment pursuant to the Offer will be made only after timely receipt by the Depositary of certificates for such Shares (or a timely confirmation of a book-entry transfer of such Shares into the Depositary's account at the Book-Entry Transfer Facility (as defined in the Offer to Purchase)), a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof) and any other documents required by the Letter of Transmittal.

The Board of Directors of the Company has determined that the Company's financial condition and outlook and current market conditions, including recent trading prices of the Shares, make this an attractive time to repurchase a significant portion of the outstanding Shares. In the view of the Board of Directors, the Offer represents an attractive investment for the Company that should benefit the Company and its stockholders over the long term. In particular, the Board of Directors believes that the purchase of Shares at this

time is consistent with the Company's long term corporate goal of seeking to increase stockholder value. Accordingly, the Company is providing stockholders with the opportunity to determine the price or prices (not greater than \$12.00 nor less than \$9.00 per Share) at which they are willing to sell their Shares, subject to the terms and conditions of the Offer, and without the usual transaction costs associated with open market sales. The Offer also allows stockholders to sell a portion of their Shares while retaining a continuing equity position in the Company if they so desire.

Upon the terms and subject to the conditions of the Offer, if more than 1,000,000 Shares (or such greater number of Shares as the Company may elect to purchase) have been properly tendered at prices at or below the Purchase Price and not properly withdrawn prior to the Expiration Date, the Company will purchase properly tendered Shares on the following basis: (a) first, all Shares properly tendered and not properly withdrawn prior to the Expiration Date by any Odd Lot Holder (as defined in the Offer to Purchase) who: (1) tenders all Shares owned beneficially or of record by such Odd Lot Holder at a price at or below the Purchase Price (partial tenders will not qualify for this preference); and (2) completes the section entitled "Odd Lots" in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery; and (b) second, after the purchase of all of the foregoing Shares, all other Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn prior to the Expiration Date, on a pro rata basis (with appropriate adjustments to avoid purchases of fractional Shares).

The Company expressly reserves the right, in its sole discretion, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 6 of the Offer to Purchase shall have occurred or shall be deemed by the Company to have occurred, to extend the period of time during which the Offer is open and thereby delay acceptance for payment of, and payment for, any Shares by giving oral or written notice of such extension to the Depositary and making a public announcement thereof. During any such extension, all Shares previously tendered and not properly withdrawn will remain subject to the Offer and to the rights of a tendering stockholder to withdraw such stockholder's Shares.

Tenders of Shares pursuant to the Offer are irrevocable except that such Shares may be withdrawn at any time prior to the Expiration Date and, unless theretofore accepted for payment by the Company pursuant to the Offer, may also be withdrawn at any time after 12:00 Midnight, New York City time, on Wednesday, September 16, 1998. For such withdrawal to be effective, a written, telegraphic, telex or facsimile transmission notice of withdrawal must be timely received by the Depositary at its address set forth on the back cover of the Offer to Purchase. Any such notice of withdrawal must specify the name of the tendering stockholder, the number of Shares to be withdrawn and the name of the registered holder of such Shares. If the certificates for Shares to be withdrawn have been delivered or otherwise identified to the Depositary, then, prior to the release of such certificates, the serial numbers shown on such certificates must be submitted to the Depositary and the signature(s) on the notice of withdrawal must be guaranteed by an Eligible Institution (as defined in the Offer to Purchase), unless such Shares have been tendered for the account of an Eligible

Institution. If Shares have been tendered pursuant to the procedure for book-entry transfer set forth in the Offer to Purchase, any notice of withdrawal also must specify the name and the number of the account at the Book-Entry Transfer Facility to be credited with the withdrawn Shares and must otherwise comply with such Book-Entry Transfer Facility's procedures. All questions as to the form and validity (including the time of receipt) of any notice of withdrawal will be determined by the Company, in its sole discretion, whose determination will be final and binding. None of the Company, the Depositary, the Information Agent, the Dealer Manager or any other person will be under any duty to give notification of any defects or irregularities in any tender or notice of withdrawal or incur any liability for failure to give any such notification.

The information required to be disclosed by Rule 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended, is contained in the Offer to Purchase and is incorporated herein by reference.

The Offer to Purchase and the related Letter of Transmittal are being mailed to record holders of Shares whose names appear on the Company's stockholder list and will be furnished to brokers, dealers, commercial banks, trust companies and similar persons whose names, or the names of whose nominees, appear on the stockholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Shares.

THE OFFER TO PURCHASE AND THE RELATED LETTER OF TRANSMITTAL CONTAIN IMPORTANT INFORMATION WHICH SHOULD BE READ CAREFULLY BEFORE ANY DECISION WITH RESPECT TO THE OFFER IS MADE.

Questions and requests for assistance or for copies of the Offer to Purchase and the related Letter of Transmittal, and other Offer materials, may be directed to the Dealer Manager or the Information Agent as set forth below, and copies will be furnished promptly at the Company's expense. No fees or commissions will be paid to brokers, dealers or other persons (other than the Dealer Manager and the Information Agent) for soliciting tenders of Shares pursuant to the Offer.

The Information Agent for the Offer is:

Mackenzie
Partners, Inc.

156 Fifth Avenue
New York, New York 10010
(212) 929-5500 (Call Collect)

or

Call Toll-Free (800) 322-2885

The Dealer Manager for the Offer is:

CREDIT | FIRST
SUISSE | BOSTON

Eleven Madison Avenue
New York, New York 10010-3629
(800) 881-8320 (toll free)

July 22, 1998

FOR IMMEDIATE RELEASE

Investor inquiries contact:
Wesley D. Ross
Manager, Investor Relations
(330) 545-4311

EASCO, INC. REPORTS RESULTS
FOR THE SECOND QUARTER OF 1998 AND
ANNOUNCES PLAN TO REPURCHASE STOCK

Girard, Ohio (July 21, 1998) -- Easco, Inc. (NASDAQ: ESCO) today reported net income of \$2.1 million, or \$0.20 per diluted share, for the second quarter of 1998. This compares with \$1.5 million, or \$0.14 per diluted share, for the same period in 1997. Net revenues for the quarter were \$80.9 million on shipments of 80.1 million pounds, compared to net revenues of \$90.0 million on shipments of 85.7 million pounds in the second quarter of 1997. Operating income adjusted for non-recurring and non-cash items (Adjusted EBITDA) for the second quarter of 1998 was \$7.8 million, compared to \$7.2 million for the same period in 1997.

"As we indicated earlier in June, improved performance at Dolton and wider spreads were largely responsible for our improvement in earnings," said Norman E. Wells, Jr., Easco's President and Chief Executive Officer. "The reported decline in shipments resulted, in part, from the sale of our vinyl division in January and, in part, from lower customer demand for coaxial cable sheathing. The improved performance, notwithstanding the reduced volume, reflects our efforts to improve processes and increase plant efficiencies." Wells further stated, "Although our metal supply strategies have contributed to improved spreads over last year, aluminum scrap market conditions are resulting in a lower level of improvement than expected."

"The billet casting expansion at our Ahsoskie, North Carolina facility is operational and we expect to steadily increase production during July," continued Mr. Wells. "Substantially eliminating purchased billet represents a key step toward improving our earnings potential."

In other news, the Company announced that on July 22, 1998 it will commence an offer to purchase up to 1,000,000 shares of its common stock, or approximately 9.5% of its shares outstanding, from existing stockholders. Easco will conduct the tender offer through a procedure commonly referred to as a "Dutch Auction" in which stockholders can tender their shares at prices not in excess of \$12.00 nor less than \$9.00 per share. Details of the offer will be published and mailed to Shareholders on July 22, 1998.

Separately, the Company's Board of Directors declared a regular quarterly cash dividend of \$0.01 per share, payable on August 31, 1998, to stockholders of record on August 15, 1998.

Easco, Inc. is the largest independent extruder of soft alloy aluminum products in the United States and is a leading producer of painted extrusions. The company operates 21 aluminum extrusion presses and three casting facilities. Its products include standard and custom profiles, conduit and drawn tubing.

Cautionary Statement

The statements in the third paragraph of this release concerning anticipated events are forward looking statements as such terms is used under the Private Securities Litigation Reform Act of 1995. The Company's performance may be affected by many uncertainties that exist in the Company's operations and business environment that may cause actual performance to differ materially from performance suggested by any forward looking statements.

Demand for the Company's products is cyclical in nature and subject to changes in general market conditions that affect demand. the Company's customers operate primarily in industries (e.g., building and construction and transportation) that are affected by changes in economic conditions, which in turn can affect orders for extrusions. The Company and the extrusion industry generally operate without significant order

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backlogs. As a result, economic slowdowns and recessions could adversely affect the extrusion industry and the Company. The Company's performance may also be affected by other risks and uncertainties that may cause actual performance to differ materially from any forward-looking statements, including but not limited to the following: the Company's level of utilization of its extrusion capacity and the impact of capacity utilization on costs; the Company's ability to increase its market share, which may be necessary to maximize capacity utilization, and the costs associated with any such effects; the highly competitive nature of the extrusion industry and the relatively greater capitalization and lower levels of indebtedness of certain competitors, particularly integrated aluminum producers; developments with respect to contingencies such as environmental matters and litigation; the impact on variable costs of changes in labor market conditions and energy and raw materials costs (primarily aluminum); seasonal variations in the extrusion business which is generally stronger in the second and third quarters and weaker in the first and fourth quarters; whether the Company's management team hired in late 1996 will be able to improve operations and profitability as planned; whether and to what extent the Company's capital expenditures can achieve reductions in variable costs; whether the Company's computer systems will be successfully updated to address the "Year 2000" issue, and at what cost, and whether and to what extent the Company's customer and supplier relationships are adversely affected by this issue; and the Company's ability to integrate and operate acquired facilities on a profitable basis. For further information see the section titled "Cautionary Statement" in Part I, Item 1 of the Company's annual report on Form 10-K.

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EASCO, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

<TABLE>
<CAPTION>

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 1998	JUNE 30, 1997	JUNE 30, 1998	JUNE 30, 1997
	(UNAUDITED)		(UNAUDITED)	
<S>	<C>	<C>	<C>	<C>
Net sales(1).....	\$80,938	\$89,986	\$161,792	\$167,271

Cost of products sold(1) (2).....	70,045	78,974	141,250	149,479
Gross profit(1).....	10,893	11,012	20,542	17,792
Selling, general and administrative(1).....	4,545	5,413	8,669	9,395
Amortization of goodwill and other.....	414	414	828	828
Management fees.....	225	225	450	450
Non-recurring gain.....	--	--	(3,041)	--
Operating profit(2).....	5,709	4,960	13,636	7,119
Interest expense.....	2,038	2,067	4,090	4,231
Income before income tax.....	3,671	2,893	9,546	2,888
Income tax provision (benefit).....	1,539	1,400	4,006	1,398
Net income.....	\$ 2,132	\$ 1,493	\$ 5,540	\$ 1,490
Basic earnings per share.....	\$0.20	\$0.14	\$0.53	\$0.14
Diluted earnings per share(3).....	\$0.20	\$0.14	\$0.51	\$0.14
Weighted average shares of common stock outstanding.....	10,471,065	10,409,670	10,457,704	10,409,670
Weighted average shares of common stock and common stock equivalents outstanding.....	10,812,724	10,603,077	10,804,368	10,591,496
OTHER OPERATING DATA:				
Aluminum pounds shipped.....	80,088	82,218	159,148	157,595
Total pounds shipped.....	80,088	85,730	160,011	163,389
Adjusted EBITDA(4).....	\$ 7,833	\$ 7,163	\$ 14,854	\$ 11,524

</TABLE>

(1) During the fourth quarter of 1997, the Company changed the way it classifies freight costs. As a result of the reclassification, gross profit and selling, general and administrative expenses decreased \$3.6 million and \$4.6 million, respectively, for the quarter ended June 30, 1998 and 1997. For the six months ended June 30, 1998 and 1997 gross profit and selling, general and administrative expenses decreased \$8.1 million and \$8.7 million, respectively.

(2) Includes LIFO income of \$1.5 million and \$2.8 million for the quarter and six months ended June 30, 1998, and LIFO expense of \$0.7 million and \$2.0 million for the quarter and six months ended June 30, 1997.

(3) Earnings per share amounts include after-tax LIFO income of \$0.08 and \$0.15 per share for the quarter and year ended December 31, 1998, and after-tax LIFO charges of \$0.03 and \$0.10 per share for the quarter and year ended December 31, 1997.

(4) Adjusted EBITDA represents operating profit adjusted for non-recurring and non-cash items.

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

<TABLE>
<CAPTION>

	JUNE 30, 1998	DECEMBER 31, 1997
	-----	-----
	(UNAUDITED)	
<S>	<C>	<C>
ASSETS		
Current assets:		
Cash and equivalents.....	\$ 18,876	\$ 8,470
Receivables, net.....	41,779	41,881
Inventories.....	28,024	40,059
Other current assets.....	3,627	4,061
	-----	-----
Total current assets.....	92,306	94,471
	-----	-----
Property, plant and equipment, net.....	80,370	81,875
Goodwill, net.....	52,482	53,238
Other assets.....	6,284	6,680
	-----	-----
Total assets.....	\$231,442	\$236,264
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable.....	\$ 20,254	\$ 29,363
Accrued insurance obligations.....	3,232	3,290
Accrued payroll.....	5,338	5,596
Other current liabilities.....	15,501	15,087
	-----	-----
Total current liabilities.....	44,325	53,336
	-----	-----
Long-term debt.....	85,000	85,000
Deferred income taxes.....	13,968	14,291
Accrued pension benefits.....	1,661	1,760
Accrued post-retirement benefits.....	3,194	2,879
Other non-current liabilities.....	8,946	10,479
	-----	-----
Total liabilities.....	157,094	167,745
	-----	-----
Commitments and contingencies.....	--	--
Stockholders' equity:		
Preferred Stock, \$.01 par value, authorized 1,000,000 shares; none issued or outstanding.....	--	--
Common Stock, \$.01 par value, authorized 40,000,000 shares; 12,479,561 and 12,440,276 shares issued and outstanding at June 30, 1998 and December 31, 1997, respectively.....	125	124
Paid-in capital.....	82,371	81,875
Retained earnings.....	11,842	6,510
Less: treasury stock, 2,005,222 shares.....	(19,990)	(19,990)
	-----	-----
Total stockholders' equity.....	74,348	68,519
	-----	-----
Total liabilities and stockholders' equity.....	\$231,442	\$236,264
	=====	=====

</TABLE>

EASCO, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)<TABLE>
<CAPTION>

	SIX MONTHS ENDED	
	JUNE 30, 1998	JUNE 30, 1997
	(UNAUDITED)	
<S>	<C>	<C>
Cash flows provided (used) by operations:		
Net income (loss).....	\$ 5,540	\$ 1,490
Adjustments to reconcile net income to net cash flows provided (used) by operating activities:		
Depreciation.....	3,431	3,577
Amortization of goodwill and other intangibles.....	828	828
Amortization of deferred debt issue costs.....	288	286
Stock compensation expense.....	105	110
Gain on sale of assets.....	(3,041)	--
Changes in operating assets and liabilities:		
(Increase) in receivables.....	(695)	(10,980)
Decrease (increase) in inventories.....	8,460	(2,846)
(Increase) decrease in other current assets.....	(486)	2,330
(Increase) in other assets.....	(98)	(975)
(Decrease) increase in other accounts payable, accruals, and other current liabilities.....	(7,913)	16,388
Increase (decrease) in deferred taxes (net).....	76	(88)
Decrease in other noncurrent liabilities.....	(1,317)	(248)
Net cash provided by operating activities.....	5,178	9,872
Cash flows provided by (used for) investing:		
Proceeds from sale of assets.....	13,225	--
Property additions (net).....	(8,181)	(3,014)
Net cash provided by (used for) investing activities.....	5,044	(3,014)
Cash flows provided by (used for) financing:		
Issuance of Common Stock.....	392	--
Cash dividends paid.....	(208)	(208)
Net cash provided by (used for) financing activities.....	184	(208)
Net increase for the period.....	10,406	6,650
Cash and cash equivalents, beginning of period.....	8,470	13,245
Cash and cash equivalents, end of period.....	\$18,876	\$19,895

</TABLE>