

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

Filing Date: **1994-02-10**
SEC Accession No. **0000950152-94-000089**

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

FILER

SHERWIN WILLIAMS CO

CIK: **89800** | IRS No.: **340526850** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **S-8 POS** | Act: **33** | File No.: **033-28585** | Film No.: **94505933**
SIC: **2851** Paints, varnishes, lacquers, enamels & allied prods

Business Address
*101 PROSPECT AVE NW
CLEVELAND OH 44115
2165662200*

As filed with the Securities and Exchange Commission on February 10, 1994
Registration No. 33-28585

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

THE SHERWIN-WILLIAMS COMPANY
(Exact name of Registrant as specified in its charter)

<TABLE>

<S>

Ohio

(State or other jurisdiction of
incorporation or organization)

<C>

34-0526850

(I.R.S. Employer
Identification No.)

101 Prospect Avenue, N.W., Cleveland, Ohio

44115

(Address of principal executive offices)

(Zip Code)

</TABLE>

THE SHERWIN-WILLIAMS COMPANY 1984 STOCK PLAN

(Full title of the plan)

L.E. STELLATO
Vice President, General Counsel

and Secretary
THE SHERWIN-WILLIAMS COMPANY
101 Prospect Avenue, N.W.
Cleveland, Ohio 44115
(216) 566-2000

(Name and address, including zip code, and telephone
number, including area code, of agent for service)

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EXPLANATORY STATEMENT

The Sherwin-Williams Company 1984 Stock Plan ("1984 Plan") expires pursuant to its term at midnight on February 15, 1994. Upon expiration, the 1984 Plan will be succeeded by The Sherwin-Williams Company 1994 Stock Plan ("1994 Plan"). 1,066,430 shares of the Company's Common Stock, par value \$1.00 each, previously registered by the Company pursuant to the 1984 Plan, on Registration Statement No. 33-28585 on Form S-8 dated April 28, 1989 ("Registration Statement"), will not be granted pursuant to the 1984 Plan prior to its expiration. Such 1,066,430 shares will be included in the registration of shares of Common Stock under the 1994 Plan. The 1994 Plan was adopted by the Company's Board of Directors on February 17, 1993 and was approved by its shareholders on April 28, 1993.

Therefore, pursuant to the Company's undertakings set forth in the Registration Statement, the Company files this Post-Effective Amendment No. 1 thereto to remove from registration the remaining 1,066,430 shares of Common Stock registered under the Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Items 3 through 7 and Item 9 are not applicable.

Item 8. Exhibits.

<TABLE>

<S>	<C>
24	Powers of Attorney (filed herewith).

-2-

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT NO. 33-28585 TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF CLEVELAND, AND STATE OF OHIO, ON THE 10TH DAY OF FEBRUARY, 1994.

THE SHERWIN-WILLIAMS COMPANY

By: /s/ L.E. Stellato

L.E. Stellato, Secretary

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS POST-EFFECTIVE AMENDMENT NO. 1 TO REGISTRATION STATEMENT NO. 33-28585 HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATE INDICATED:

OFFICERS AND DIRECTORS OF THE SHERWIN-WILLIAMS COMPANY:

<TABLE>

<S>	<C>
*J.G. BREEN ----- J.G. BREEN	Chairman of the Board and Chief Executive Officer, Director
*T.A. COMMES ----- T.A. COMMES	President and Chief Operating Officer, Director
*L.J. PITORAK ----- L.J. PITORAK	Senior Vice President-Finance, Treasurer and Chief Financial Officer
*J.L. AULT ----- J.L. AULT	Vice President-Corporate Controller
*J.M. BIGGAR -----	Director

J.M. BIGGAR

*L. CARTER	Director
------------	----------

L. CARTER

</TABLE>

-3-

4

<TABLE>

<S>	<C>
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*R.C. DOBAN	Director
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R.C. DOBAN

*D.E. EVANS	Director
-------------	----------

D.E. EVANS

*W.G. MITCHELL	Director
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W.G. MITCHELL

*A.M. MIXON	Director
-------------	----------

A.M. MIXON

*H.O. PETRAUSKAS	Director
------------------	----------

H.O. PETRAUSKAS

*R.E. SCHEY	Director
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R.E. SCHEY

*R.K. SMUCKER Director

R.K. SMUCKER

*W.W. WILLIAMS Director

W.W. WILLIAMS

</TABLE>

*The undersigned, by signing his name hereto, does sign and execute this Post-Effective Amendment No. 1 to Registration Statement No. 33-28585 on behalf of the designated Officers and Directors of The Sherwin-Williams Company pursuant to Powers of Attorney executed on behalf of each of such Officers and Directors which are filed as an Exhibit hereto.

<TABLE>

<S> <C> <C>
By: /s/ L.E. Stellato February 10, 1994

L.E. STELLATO, Attorney-in-fact

</TABLE>

EXHIBIT INDEX

<TABLE>

<CAPTION>

EXHIBIT NO.	EXHIBIT DESCRIPTION
-----	-----
<S> 24	<C> Powers of Attorney (filed herewith).

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Officer and Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints T.A. Commes, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacities indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>
 January 26, 1994

<C>
 /s/ J.G. Breen

 J.G. BREEN
 Chairman of the Board and Chief
 Executive Officer, Director

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Officer and Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacities indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>

January 24, 1994

<C>

/s/ T.A. Commes

T.A. COMMES

President and Chief Operating
Officer, Director

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Officer of The Sherwin-Williams Company, an

Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, T.A. Combes or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacities indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>	<C>
January 26, 1994	/s/ L.J. Pitorak

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

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Officer of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints

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Executed the date set opposite my name.

<TABLE>

<S>	<C>
January 26, 1994	/s/ J.L. Ault

	J.L. AULT Vice President - Corporate Controller

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, T.A. Commes, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacity indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and

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Executed the date set opposite my name.

<TABLE>

<S>

January 25, 1994

<C>

/s/ J.M. Biggar

J.M. BIGGAR

Director

</TABLE>

7

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, T.A. Commes, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacity indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>

January 25, 1994

<C>

/s/ L. Carter

L. CARTER

Director

</TABLE>

8

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

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Executed the date set opposite my name.

<TABLE>

<S>

January 31, 1994

<C>

/s/ R.C. Doban

R.C. DOBAN

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, T.A. Commes, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacity indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>
 January 24, 1994

<C>
 /s/ D.E. Evans

 D.E. EVANS
 Director

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, T.A. Commes, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacity indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>

January 26, 1994

<C>

/s/ W.G. Mitchell

W.G. MITCHELL

Director

</TABLE>

11

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-

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Executed the date set opposite my name.

<TABLE>

<S>	<C>
January 26, 1994	/s/ A.M. Mixon

	A.M. MIXON
	Director

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

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Executed the date set opposite my name.

<TABLE>

<S>

January 27, 1994

<C>

/s/ H.O. Petrauskas

H.O. PETRAUSKAS

Director

</TABLE>

13

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, T.A. Commes, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacity indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>

January 26, 1994

<C>

/s/ R.E. Schey

R.E. SCHEY

Director

</TABLE>

14

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, T.A. Commes, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacity indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>

January 25, 1994

<C>

/s/ R.K. Smucker

R.K. SMUCKER

Director

</TABLE>

POWER OF ATTORNEY

THE SHERWIN-WILLIAMS COMPANY

The undersigned Director of The Sherwin-Williams Company, an Ohio corporation, which corporation anticipates filing with the Securities and Exchange Commission, Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and any rules and regulations of the Securities and Exchange Commission, a Form S-8 for the purpose of filing a Post-Effective Amendment to the Registration Statement for its Common Stock, par value \$1.00 per share, issued or to be issued pursuant to The Sherwin-Williams Company 1984 Stock Plan, hereby constitutes and appoints J.G. Breen, T.A. Commes, L.J. Pitorak or L.E. Stellato, or any of them, with full power of substitution and resubstitution, as attorneys or attorney to sign for me and in my name, in the capacity indicated below, said proposed Post-Effective Amendment to the Registration Statement and any and all amendments, supplements, and exhibits thereto and any and all applications or other documents to be filed with the Securities and Exchange Commission or any national securities exchange pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

Executed the date set opposite my name.

<TABLE>

<S>

January 24, 1994

<C>

/s/ W.W. Williams

W.W. WILLIAMS

Director

</TABLE>