

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN AND FOR NEW CASTLE COUNTY

RECEIVED

BLASIUS INDUSTRIES, INC.,)
et al.,)
)
Plaintiffs,)
)
v.)
)
ATLAS CORPORATION, et al.,)
)
Defendants.)

SEP 28 1988

SAMUEL A. NOLEN

Consolidated
Civil Action No. 9720

FINAL ORDER AND JUDGMENT

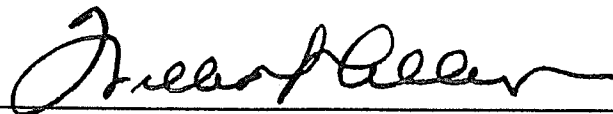
This Court having held trial in this consolidated civil action on May 2 and 3, 1988, and having reviewed the pre-trial and post-trial memoranda of plaintiffs and defendants, and this Court having issued its Opinion after trial in this civil action on July 25, 1988 and issued its Opinion denying plaintiffs' motion for reargument on August 15, 1988,

IT IS HEREBY ORDERED this 27th day of September, 1988, for the reasons stated in such Opinions, that

- (1) The December 31, 1987 amendment to the by-laws of Atlas Corporation ("Atlas") increasing the size of the board from seven to nine and the election of John M. Devaney and Harry J. Winters, Jr. on that date to the board of directors of Atlas are set aside. Defendants having represented that there has been no action of the board of directors of Atlas during the period December 31, 1987 to the date of this Order which required the votes of Messrs. John

M. Devaney and Harry J. Winters, Jr. to pass, the Court need not reach the question whether actions which, but for the votes cast by Messrs. Devaney and Winters, otherwise would not have passed would have been validly authorized.

(2) Blasius Industries, Inc. ("Blasius") failed to deliver consents representing a majority of shares of Atlas entitled to vote on any of the five proposals for which Blasius solicited consents and has therefore failed to effectuate any of such actions.



Chancellor