

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
SUNOX, INC.	655,088 \$.10 par value Class A Voting Common Stock	None
	280,740 \$.10 par value Class B Non-voting Common Stock	None
INDUSTRIAL WELDING SUPPLIES, INC.	327,544 \$.10 par value Common Stock	327,544
PIEDMONT WELDING SUPPLY COMPANY	83,817 \$1.00 par value Class A Voting Common Stock	83,817
	22,770 \$1.00 par value Class B Non-voting Common Stock	22,770

7. At the time of approval and adoption of the PLAN OF MERGER by the Boards of Directors of SUNOX, INC., INDUSTRIAL WELDING SUPPLIES, INC. and PIEDMONT WELDING SUPPLY COMPANY, the Surviving Corporation, SUNOX, INC., owned all of the outstanding shares of the other two corporations in the merger; and therefore, under Section 55-108.1(a) of the North Carolina Business Corporation Act and Sections 33-17-30(e) and 33-17-50 of the South Carolina Business Corporation Act, SUNOX, INC. was not required to submit the PLAN OF MERGER to its shareholders for approval.

8. The number of shares voted for and against the adoption of the PLAN OF MERGER are as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
SUNOX, INC.	None	None
INDUSTRIAL WELDING SUPPLIES, INC.	327,554	None
PIEDMONT WELDING SUPPLY COMPANY	83,817 (Class A) 22,770 (Class B)	None None

There were no shares of INDUSTRIAL WELDING SUPPLIES, INC. entitled to vote as a class inasmuch as such corporation has only one authorized class of stock. The owners of the \$1.00 par value Class A Voting Common Stock of PIEDMONT WELDING SUPPLY COMPANY