

impairs Emery's ability to conduct its business as presently conducted, and National shall have received a certificate, dated the day of the Effective Time of the Merger, to such effect signed by the President or any Vice President and the Secretary or the Treasurer of Emery.

SECTION 8.06. Opinion of Emery Counsel. National shall have been furnished with an opinion or opinions of Messrs. Taft, Stettinius & Hollister, counsel to Emery, dated the day of the Effective Time of the Merger, in form and substance satisfactory to National, to the effect that:

(a) Emery is a corporation duly organized, validly existing and in good standing under the laws of the State of Ohio and has all requisite corporate power and authority to own, lease and operate its properties and to carry on its business as now being conducted as described in the Joint Proxy Statement.

(b) Emery has full corporate power to carry out the transactions provided for in the Merger Agreement; all corporate and other proceedings required to be taken by or on the part of Emery to authorize it to execute and deliver the Merger Agreement and to consummate the transactions contemplated hereby have been duly taken; and the Merger Agreement has been duly authorized, executed and delivered by Emery and constitutes a legal, valid and binding obligation of Emery.

(c) Each of Emery's subsidiaries (other than Jordan Chemicals Limited as to which such counsel need express no opinion) is a corporation duly organized, validly existing and in good standing in the jurisdiction of its incorporation and has all requisite corporate power to own, lease and operate its properties and to carry on its business as now being conducted as described in the Joint Proxy Statement.

(d) Emery is duly qualified or licensed as a foreign corporation in the states of California, New Jersey, Pennsylvania, South Carolina and West Virginia.

(e) The 8,351,703 (adjusted, if necessary, to reflect the issuance of shares since March 1, 1978 pursuant to options and warrants referred to in Section 5.02(b)) outstanding Emery Common Shares have been duly authorized and validly issued and are fully paid and non-assessable. None of such outstanding shares was issued in violation of the preemptive right of any present or former shareholders. The 278,985 (adjusted, if necessary, to reflect the issuance of shares since March 1, 1978 pursuant to options referred to in Section 5.02(b)) shares reserved for issuance under Emery's 1967 Stock Option Plan and 1975 Stock Option Plan have been duly authorized and upon issuance in accordance with such Stock Option Plans will be validly issued, fully paid and non-assessable. The 250,000 shares (adjusted, if necessary, to reflect the issuance of shares since March 1, 1978 upon exercise of the Rewo Warrants) reserved for issuance upon the exercise of the Rewo Warrants have been duly authorized and upon issuance in accordance with such warrants will be validly issued, fully paid and non-assessable.

(f) No Emery Preferred Shares are issued and outstanding.

(g) The outstanding shares of common stock of each subsidiary of Emery (other than W. M. Croell Manufacturing Company, Moran, Inc., Emery Industries Australia Pty. Ltd., Jordan Chemicals Limited and Emery Industries (New Zealand) Ltd. as to which such counsel need express no opinion) identified in Emery's Annual Report on Form 10-K for the fiscal year ended March 31, 1977 (the "Subsidiaries") have been duly authorized and validly issued and are fully paid and non-assessable. Such shares and the shares of Jordan Chemicals Limited are owned beneficially by Emery to the extent set forth in said Form 10-K.

(h) To the knowledge of such counsel, (i) Emery is not a party to or bound by any outstanding option or agreement requiring Emery to issue or acquire any capital shares or other security of Emery, or to sell or otherwise dispose of Emery Common Shares held in the treasury of Emery, other than pursuant to Emery's 1967 Stock Option Plan, 1975 Stock Option Plan, the Rewo Warrants and Emery's Employees Stock Savings Plan, and (ii) neither Emery nor any of its Subsidiaries is a party to or bound by any outstanding option or agreement requiring Emery or any Subsidiary to sell, issue, buy or otherwise dispose of or acquire any capital shares or other security of any Subsidiary other than pursuant to the agreement dated July 27, 1976 with respect to Quimica Michoacana, S.A. de C.V. and the agreement dated June 1959, as amended, with respect to Unilever-Emery N.V.