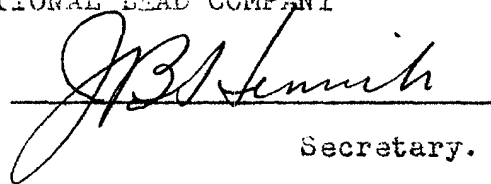


I, J. B. HENRICH, Secretary of National Lead Company, do hereby certify that attached hereto is a true and correct copy of the Agreement and Plan of Reorganization dated January 2, 1953 as executed by National Lead Company and Doehler-Jarvis Corporation, and that such Agreement is substantially in the form as approved by the Executive Committee of the Board of Directors of National Lead Company by resolution adopted at its meeting of December 17, 1952.

IN WITNESS WHEREOF I have hereunto set my hand and the seal of this Corporation this 18<sup>th</sup> day of February, 1953.

NATIONAL LEAD COMPANY

By



Secretary.

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