

BOARD OF DIRECTORS MEETING MINUTES

St. Louis, Missouri

April 6, 1960

A meeting of the Board of Directors of the Lead Industries Association was held on Wednesday, April 6, 1960, at the Chase-Park Plaza Hotels, St. Louis, Missouri.

PRESENT

J. S. Bers
J. A. Costello
H. L. Day
Andrew Fletcher
K. W. Green
F. H. Hurless

H. E. Lee
C. G. Rice
S. D. Strauss
Jean Vuillequez
W. J. Welch
William Wilke, III
M. M. Zoller

REPRESENTING

Bers & Company, Inc.
Ethyl Corporation
Day Mines, Inc.
St. Joseph Lead Company
The Electric Storage Battery Company
International Smelting & Refining Company
(Anaconda Sales Company, Agents)
The Bunker Hill Company
United States Smelting Refining and Mining Company
American Smelting & Refining Company
American Metal Climax, Inc.
National Lead Company
Hammond Lead Products, Inc.
The Eagle-Picher Company

OTHERS PRESENT

Robert Hendricks The Consolidated Mining & Smelting Company of Canada
 Limited
C. R. Ince St. Joseph Lead Company

Robert L. Ziegfeld, Secretary-Treasurer
Schrade F. Radtke, Director of Research
David M. Borcina, Assistant to Secretary

The meeting was called to order at 4:30 PM, with Mr. Vuillequez in the Chair.

The minutes of the previous meeting of December 1, 1959 were approved.

REPORT OF NOMINATING COMMITTEE FOR OFFICERS

The Nominating Committee for officers, composed of K. W. Green, Chairman, M. M. Zoller and F. S. Mallock, as appointed by the President and approved by the Executive Committee in accordance with Article V, Section 4 of the By-Laws of the Lead Industries Association, recommended the election of the following officers:

Jean Vuillequez, President and Chairman of the Board
J. A. Costello, Vice President
C. R. Ince, Vice President
S. D. Strauss, Vice President

LIA INCORPORATION

The secretary reported on his discussions with Debevoise, Plimpton & McLean on the legal aspects of incorporating the Association, particularly with respect to ownership of any patents that may result from the research activities of the Expanded Research Program. The law firm reported, said the secretary, that incorporation might be advisable but was not urgent.

The secretary also reported that he had received from the law firm an "Outline of Procedure," Exhibit E attached, setting forth the steps to be taken to effect the incorporation.

After some discussion, it was recommended that the Lead Industries Association be incorporated, and the secretary was authorized to take the necessary steps.

MEMBERSHIP

The secretary reported that membership applications had been received from the following companies and had been approved by letter ballot of the Executive Committee:

Metalead Products Corporation, 2901 Park Blvd., Palo Alto, Cal.
Price Battery Corporation, Hamburg, Pennsylvania

The secretary also presented for action a membership reinstatement application received from the following company:

Dixie Lead Company, P.O. Box 8625, Dallas, Texas

A motion was thereupon made, seconded and unanimously approved, ordering that the action of the Executive Committee with respect to the membership applications of the Metalead Products Corporation and the Price Battery Corporation be placed in the records, and also accepting the membership reinstatement application of the Dixie Lead Company, all to be regular members of the Association.

The secretary further reported that he had received membership applications from foreign lead producing companies as follows:

The Japan Mining Industry Association
Mitsubishi International Corporation

A motion was thereupon made, seconded and unanimously approved to have the secretary proceed with membership negotiations, in collaboration with the American Zinc Institute, with any foreign producers that do not sell lead in the United States, on an individual company basis.

The secretary reported that he had received a letter of resignation from:

The Glidden Company, Union Commerce Bldg., Cleveland 14, Ohio

Their reason was that the company had little manufacturing interest in lead.

April 6, 1960

EXHIBIT A

WHEREAS, Fred S. Mulock has served since 1955 as Director and since 1958 as Vice President of the Lead Industries Association, and whereas he is now retiring from his duties in the industry and Association, the Board of Directors desires to incorporate the following resolution in the minutes:

RESOLVED, that we extend to Fred S. Mulock an expression of thanks and appreciation for his generous cooperation and able leadership in the affairs of the Lead Industries Association.

LIAC0674

N 663.01

April 6, 1960

EXHIBIT B

WHEREAS, Felix Edgar Wormser has, for the past 32 years, contributed generously of his time, energy and ability toward the growth and success of the Lead Industries Association, the Board of Directors, upon his retirement, desires to incorporate the following resolution in the minutes:

RESOLVED, that we recognize the excellent, energetic and intelligent service that Felix Edgar Wormser has rendered through his efforts as first Secretary and Treasurer of the Association, and subsequently as President, Vice President and Director for many years, and express to him our gratitude and appreciation for his outstanding contributions to the Lead Industries Association and to the lead industry.

LIAC0675

N 663.02

April 6, 1960

EXHIBIT C

LEAD INDUSTRIES ASSOCIATION

60 EAST 42ND STREET

NEW YORK 17, N. Y.

April 12, 1960

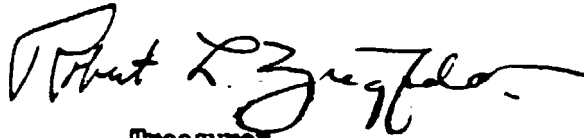
SUBJECT: FINANCIAL STATEMENTS
FIRST QUARTER--1960

To the Board of Directors of the
Lead Industries Association:

Attached are financial statements covering the first
quarter of 1960 for each of the activities of the Lead In-
dustries Association, as follows:

	<u>Page No.</u>
Recapitulation of All Funds	1
Ordinary Fund	2
Pension Fund	2
Health and Safety Fund	3
Industry Development Fund	4
Research Fund	5

Very truly yours,



Treasurer

Att.

LIA00676

LOOK AHEAD with LEAD

N 663.03

FINANCIAL STATEMENT
RECAPITULATION OF ALL FUNDS (*)
January 1 to March 31, 1960

	SUBSCRIBED BY ALL MEMBERS			SUBSCRIBED BY PIG LEAD SELLERS	
	ORDINARY	PENSION FUND	HEALTH AND SAFETY	INDUSTRY DE- VELOPMENT	RESEAR
Balance Jan. 1, 1960.....	\$51,342.70	\$122,805.09	\$16,775.24	\$43,429.70	\$ 92,888
Receipts Subscrip. (1st Quarter)	23,526.75		6,437.50	84,269.50	144,000
Less: Outstanding	711.00			313.50	
Net Subscriptions.....	22,815.75		6,437.50	83,956.00	144,000
Misc. Receipts.....	90.17		22.00	490.64	
Transfers to.....		10,154.71			
TOTAL AVAILABLE.....	74,248.62	132,959.80	23,234.74	127,876.34	236,889
Disbursements.....	24,379.98		7,503.96	40,586.13	32,493
Advances & Deposits.....	2,250.00			1,050.00	
TOTAL DISBURSEMENTS.....	26,629.98		7,503.96	41,636.13	32,493
Balance April 1, 1960.....	\$47,618.64 _a	\$132,959.80 _b	\$15,730.78 _c	\$86,240.21 _d	\$204,395

(*) See individual fund financial statements for details.

(a) Includes savings bank deposits of \$25,471.18.

(b) All in savings bank deposits.

(c) Includes savings bank deposits of \$16,347.42.

(d) " " " " " \$20,000.00.

(e) " " " " " \$50,000.00.

ORDINARY FUND

Financial Statement

January 1 to March 31, 1960

	<u>Expenditures</u>	
Rent and Light	\$ 3,364.23	
Salaries	6,894.18	
Social Security Taxes	92.48	
Group Insurance	292.23	
Furniture, Fixtures & Equipment	334.97	
Travel	1,177.10	
Entertainment & Luncheons	328.74	
Meetings	\$184.05	
Less: Registrations	<u>330.00</u>	-145.95
Office Supplies		534.74
Mailing		128.43
Telephone & Telegraph		542.97
Association Dues		23.00
Books & Subscriptions		46.90
Printing		14.98
Pension Fund		10,154.71
Miscellaneous & Contingencies		<u>596.27</u>
Total Expenditures		24,379.98
Balance, January 1, 1960		\$51,342.70
Receipts from:		
Subscriptions (First Quarter)	23,526.75*	
Less: Outstanding Subscriptions	<u>711.00</u>	22,815.75
"Lead in Modern Industry"		20.00
AZI, ERP for Pension Fund		<u>70.17</u>
		74,248.62
Less: Expenditures	24,379.98	
Advances	<u>2,250.00</u>	<u>26,629.98</u>
Balance, April 1, 1960		\$47,618.64
Cash	22,147.46	
Savings Accounts	<u>25,471.18</u>	
	\$47,618.64	

*Includes \$2,133.00 paid in advance.

PENSION FUND

Balance, January 1, 1960	\$122,805.09
Transfer from Ordinary Fund	<u>10,154.71</u>
Balance, April 1, 1960	\$132,959.80

HEALTH AND SAFETY FUND
Financial Statement
January 1 to March 31, 1960

	<u>Expenditures</u>	
Salaries	\$4,462.98	
Social Security Taxes	44.98	
Travel	259.89	
Office Supplies	51.00	
Telephone & Telegraph	119.67	
Books & Subscriptions	271.13	
Association Dues	130.00	
Mailing	33.39	
Research & Research Materials	2,000.00	
Miscellaneous & Contingencies	<u>130.92</u>	
Total Expenditures	\$7,503.96	
Balance, January 1, 1960		\$16,775.24
Receipts from:		
Subscriptions (First Quarter)		6,437.50
Hygiene Proceedings		<u>22.00</u>
		23,234.74
Less: Expenditures		<u>7,503.96</u>
Balance, April 1, 1960		\$15,730.78
Cash	-616.64	
Savings Accounts	<u>16,347.42</u>	
	\$15,730.78	

INDUSTRY DEVELOPMENT FUND
Financial Statement
January 1 to March 31, 1960

<u>Industry Development Projects</u>	<u>Expenditures</u>	
Cost of Publications:		
"Lead"	\$2,147.53	
Reprints	291.13	
Battery Flyer--Accounts Payable \$2,500.00		
Expenditures <u>233.15</u>	-2,266.85	
Sound Attenuation Flyer	242.38	
Conventions & Exhibits	5,293.28	
Publicity	1,421.10	
Advertising:		
Product Design--Space	2,391.63	
Product Design--Art & Production	490.07	
Construction--Space	1,936.50	
Construction--Art & Production	320.39	
Pigments--Space	589.80	
Pigments--Art & Production	29.65	
Ceramics--Space	2,122.12	
Ceramics--Art & Production	174.03	
Retainer Fee	<u>200.00</u>	
Total Industry Development Projects		\$15,382.76
<u>Administrative & Technical Service</u>		
Salaries	20,875.94	
Social Security Taxes	147.68	
Consulting Fees	150.00	
Rent	1,250.01	
Travel	1,790.19	
Entertainment & Luncheons	136.18	
Meetings	81.42	
Mailing	351.33	
Association Dues	60.50	
Telephone & Telegraph	106.61	
Books & Subscriptions	37.00	
Miscellaneous & Contingencies	<u>216.51</u>	
Total Administrative & Technical Service		<u>25,203.37</u>
Total Expenditures		40,586.13
Balance, January 1, 1960		\$43,429.70
Receipts from:		
Subscriptions (First Quarter)	84,269.50*	
Less: Outstanding Subscriptions	<u>313.50</u>	83,956.00
"Lead Work for Modern Plumbing"		207.00
Soldering Manual		<u>283.64</u>
		127,876.34
Less: Expenditures	40,586.13	
Advances	<u>1,050.00</u>	<u>41,636.13</u>
Balance, April 1, 1960		\$86,240.21
Cash	66,240.21	
Savings Accounts	<u>20,000.00</u>	
	\$86,240.21	

*Includes \$17,919.75 paid in advance.

RESEARCH FUND
Financial Statement
January 1 to March 31, 1960

RESEARCH PROJECTS

Expenditures

Metallurgical

Lead Powder Metallurgy (LP-8-59)	\$2,495.37	
Lead-Asbestos Pads for Vibration Attenuation (LP-7-59)	4,938.23	
Lead for Sound Attenuation (LP-16-59)	242.38	
Lead Alloys (LP-4-59)	8,589.04	
Cable Research (LP-15-59)	<u>134.18</u>	
Total Metallurgical		\$16,399.20

Chemical

Lead Chemicals (LP-10-60)	5,954.36	
High Emission Lead Compounds (LP-11-59)	<u>1,000.00</u>	
Total Chemical		6,954.36
Miscellaneous--Lead Research	134.42	
Legal Fees--Lead Research	<u>150.00</u>	
Total Miscellaneous		<u>284.42</u>
Total Research Projects		\$23,637.98

ADMINISTRATIVE

Salaries	4,963.94	
Group Insurance	6.87	
Insurance and Taxes	139.68	
Association Dues	15.50	
Travel	1,932.64	
Rent	267.84	
Furniture and Fixtures	91.87	
Printing and Office Supplies	871.42	
Telephone and Telegraph	225.36	
Postage and Express	95.06	
Books and Periodicals	33.03	
Office Services	87.09	
Legal Fees	<u>125.00</u>	
Total Administrative		<u>8,855.30</u>

Total Research and Administrative Expenditures \$32,493.28

Balance, January 1, 1960	\$92,888.62	
Receipts from:		
Subscriptions (First Quarter)	<u>144,000.50*</u>	
	236,889.12	
Less: Expenditures	<u>32,493.28</u>	
Balance, April 1, 1960	\$204,395.84	

Cash	\$154,395.84
Savings Accounts	<u>50,000.00</u>
	\$204,395.84

*Includes \$53,457.75 paid in advance.

LIA00681

April 6, 1960

EXHIBIT D

LEAD INDUSTRIES ASSOCIATION

60 EAST 42ND STREET

NEW YORK 17, N. Y.

March 16, 1960

SUBJECT: PROPOSAL FOR RESEARCH ON
TOXICOLOGY OF LEAD COMPOUNDS

To the Board of Directors and
the Industry Development Committee
of the Lead Industries Association

The potential hazard of lead compounds due to their toxicity often hampers or even completely precludes their sale for many uses and costs our industry probably several million dollars a year in additional markets. For example, limitations now exist on the amount of lead pigments that may be included in paints for interior surfaces and children's furniture and toys. Manufacturers of lead chromate inform us that this is seriously affecting their sales to the paint industry.

There is a limit of two milligrams per 10 cubic meters of air on lead dust or fumes in industrial operations. Such a limitation tends to make industries like the porcelain enameling industry avoid the use of lead compounds because of the cost of safety measures required to meet such limitations. The medical departments of major automobile companies are resisting the adoption of lead-containing primers and finishes for automobiles which, if used, might well consume several thousand tons of lead pigments a year.

Such restrictions and fears are not generally based on systematically developed factual information and are on the assumption that all lead compounds are equally toxic. On the contrary, there is good reason to believe that different lead compounds vary in their toxicity, that the composition of the compound and the particle size are important, and that certain ones, like the lead chromates used in paints and the lead silicates used in porcelain enameling, to name only two, could be used safely in larger concentrations and with less hazard than can certain others. If scientific evidence could be developed to prove these points and factual data were available on the relative and absolute toxicity of each important lead compound, substantial additional markets for lead would almost certainly be opened.

Because of the great interest of some of our members in this problem, we have investigated the possibility of supporting research to establish the facts. As a result, the attached proposal for research on the



N 663.05

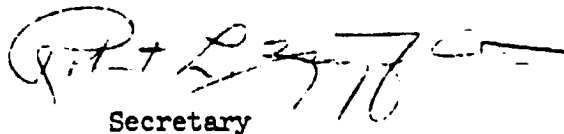
LIA00682

Board of Directors
Industry Development Committee -2-

March 16, 1960

toxicology of lead compounds has been submitted to us by the Harvard School of Public Health. We feel that the cost of this research is not out of proportion to the size of new markets that it might enable us to develop nor to the cost of other research designed to develop new markets for lead. We also feel that the Harvard School of Public Health is as well suited as any organization in the country to conduct this research and that its findings would be accepted as authoritative by industry and governmental agencies.

The need for this research, the Harvard proposal itself, and method of financing if such a project is deemed advisable will be discussed at the Industry Development Committee meeting on April 4 and the Directors' meeting on April 6, both in St. Louis. Meanwhile, Manfred Bowditch, health and safety director, or I will be glad to discuss this personally with any of the Committee or Board so desiring.


Secretary

Att.

LIA00653

PROPOSAL FOR RESEARCH GRANT WITH LEAD INDUSTRIES
ASSOCIATION

Title: Toxicology of Lead Compounds.

Department of Environmental Hygiene, Harvard School of Public Health
Edward P. Radford, Jr., M.D., Principal Investigator, July 1, 1960-
June 30, 1963.

A. Introduction:

This proposal is for a research grant to the Division of Environmental Hygiene of the Harvard School of Public Health from the Lead Industries Association to support research in lead toxicity. The plan is to study initially the metabolism of lead compounds in rats and either at the same time or later to investigate particular biological effects. This proposal is for a three-year period beginning July 1, 1960, with a total proposed budget of \$63,720 for the three year period. A breakdown of the budget is attached.

If the results warrant, an extension of these studies to other species, or toward more detailed investigation of biological mechanisms, for example, might be undertaken as additional laboratory facilities become available in the new research building of the school.

B. Purpose:

The purpose of this research is to obtain answers to fundamental toxicological characteristics of lead compounds including the following:

- I. What is the influence of the chemical form of lead on the uptake, storage and excretion of lead in the body, and what is the influence of the route of entry (ingestion vs inhalation)? Because these two questions bear on the others, the initial phase of the research will deal with this aspect.
- II. What physiological properties, particularly in the function of the central nervous system, kidneys and bone marrow, show the earliest changes with exposure to lead and at what levels of exposure are these seen with the different compounds? Additional questions which we hope to explore are: What evidence for tolerance to lead compounds can be obtained, and what effect does the age of the animal have on lead toxicity?

C. Experimental Plan:

I. Metabolic studies:

We plan to study in rats of various ages the uptake, storage and excretion of various lead compounds, such as the chromates, silicates, oxides and others of industrial importance, using lead labelled with radioactive Pb²¹⁰ as an indicator. We are currently using Pb²¹⁰ acetate

in preliminary studies and the counting techniques have been worked out. We also plan to compare the metabolism of lead when given intra-arterially (through indwelling arterial catheters which may be kept in place over long intervals) compared with oral and inhalation exposure. In these studies both acute and chronic exposures will be carried out; with acute exposure the animals will be followed daily in metabolism cages with measurement of radioactivity in urine, feces, and in some instances also in blood. With chronic exposure spot checks of partition of excretion will be made and uptake will be measured by carcass analysis.

In addition to differences in the chemical form of lead, other factors modifying metabolism will be explored within limits of time and budget. These include particle size in the case of aerosols, and the effects of modifications of diet on uptake. Because both of these factors have previously been studied by others, these studies will not be emphasized unless significant new information is obtained.

II. Physiological changes induced by lead:

a. Kidney changes:

A sensitive indicator of kidney damage, which we have applied to rats, is their ability to concentrate the urine. We presently are investigating the effects of a number of agents, including lead, on this criterion of renal function. We are also developing other tests of kidney function such as the usual clearances to supplement this general test. The purpose of sensitive screening tests is to determine the lowest dose at which changes can be measured with acute and chronic exposures and also to see if tolerance can be demonstrated. In the course of the metabolism studies cited above, testing of kidney function will be carried out.

b. Erythropoietic system:

As a preliminary screening test, measurement of porphyrins in the urine will be carried out in order to compare the relative threshold of disturbed erythropoiesis to kidney damage, particularly with respect to their relative thresholds to the different forms of lead. In addition changes in the peripheral blood will be followed. Because the histology of the bone marrow has been relatively uninformative in lead exposures, such studies will not be emphasized unless the preliminary results indicate that the effects of lead on hemoglobin synthesis are the earliest manifestation of toxic action.

c. Central nervous system:

We hope to develop screening tests of nervous system function for use in evaluating lead toxicity, but these tests are not yet available. In general the plan is to correlate, if possible, the amount of lead deposited in nervous tissue with a change in one or more functional criteria, such as, for example, the length of synaptic delay in a multisynaptic reflex arc or in a conditioned

reflex. Until such techniques are available in our laboratory, we may use general criteria of CNS activity such as running activity and food intake. In either case the aims are as above, namely, to determine the threshold level at which the earliest changes occur and compare this with the threshold for renal and bone marrow changes; also to see if tolerance can be observed.

D. Facilities available:

We have at present a room for housing small animals, with cage racks including metabolism cages. In addition we have a laboratory room and partial use of a chemical laboratory, where most of the analyses required are already available, and we have a Fiske osmometer for measuring the freezing point of small samples of urine. For the work with lead 210 a completely equipped radiation laboratory is available including the necessary counting equipment.

The present animal facilities will have to be expanded in order to accommodate these studies; thus during the first year additional cages and exposure chambers will have to be obtained.

E. Significance of Research:

Although a considerable body of knowledge of lead toxicity in animals and man is available, nearly all experimental work has focussed on the lead without particular concern for the associated anion, salts such as the chloride or acetate usually being given. In view of the fact that lead is usually slowly absorbed and excreted, small differences of dissociation in the gut or blood could produce significant changes in the deposition of lead at critical sites, particularly with chronic exposures.

An important phase of the proposed study concerns refinement of criteria for determining the threshold of biological changes produced by lead. These criteria are important also to evaluate additional factors such as cumulative action with chronic exposure, age differences in response, as well as the effects of different chemical forms of lead. Development of these criteria is part of a long-range program within our department and the cost of such development will be borne by funds from other sources. As mentioned above, some of these techniques are already available for this study. The general application of these techniques to a systematic study of lead toxicity will, we hope, answer some of the aims of this proposal and point toward the mechanism of action of lead on biological systems.

F. Previous work done on this subject:

A detailed study of kidney function in rats was carried out by the responsible investigator while he was on the staff of the Haskell Laboratory for Toxicology and Industrial Medicine of E. I. du Pont de Nemours and Company. One purpose of this work was to develop a simple criterion of kidney damage for evaluating toxic effects of various agents; one of the agents used to evaluate the test was inorganic and organic mercury, and a paper describing these studies has been submitted for publication in the

Journal of Pharmacology and Experimental Therapeutics. We have continued these studies at the Harvard School of Public Health using lead acetate as a test agent. Preliminary results indicate that lead acetate given intraperitoneally in rats produced effects on kidney function qualitatively similar to mercury with respect to the time course of recovery, but these effects were observed only at much higher doses than for mercuric chloride. When the lead was given subcutaneously no effect was observed at the same doses, a difference which reflects the slow rate of absorption of subcutaneous lead reported by others. Preliminary studies with Pb^{210} confirm its slow rate of uptake under these conditions. Studies of uptake of lead acetate when given in the drinking water are presently under way as a preliminary to chronic feeding studies.

For many years, moreover, the study of uptake of aerosols by inhalation has been under investigation in animals and man at Harvard School of Public Health. We hope to expand work, currently being done in animals with acute exposures, to include chronic exposures; and as applied to the present project, lead aerosols may be used as tracers indicating absorption of various particle sizes.

In general, therefore, this proposal is intended to permit us to expand our present studies to include areas of interest in the industrial uses of lead.

PROPOSED BUDGET

	<u>1st Year</u>	<u>2nd Year</u>	<u>3rd Year</u>
Director, Dr. Edward P. Radford, Jr., 1/6 time	\$2,000	\$2,000	\$2,000
Research fellow 1/2 time	3,500	3,800	4,100
Pensions on above at 13 1/4%	729	769	809
Chemical technician 1/2 time	2,000	2,000	2,000
Animal care	1,500	1,500	1,500
Pensions on above at 7 3/4%	271	271	271
Expendable supplies			
Chemicals, isotopes, etc.	4,000	4,000	4,000
Animals, food, etc.	1,000	1,000	1,000
Cages and exposure chambers	<u>3,000</u> 18,000	<u>-0-</u> 15,340	<u>-0-</u> 15,680
Overhead at 30%	<u>5,400</u>	<u>4,600</u>	<u>4,700</u>
Totals	\$23,400	\$19,940	\$20,380

TOTAL----- \$63,720

LIA00688

CURRICULUM VITAE

Edward Parish Radford, Jr.

Born: February 21, 1922

Springfield, Massachusetts

Education:

Massachusetts Institute of Technology 1940-43

Harvard Medical School 1943-46, M.D. 1946

Experience:

Assistant Engineer, Polaroid Corporation, Cambridge, Mass. 1942-43

Intern, Geisinger Memorial Hospital, Danville, Pennsylvania 1946-47

Active Duty, United States Air Force 1947-49

Student, School of Aviation Medicine, Randolph Field, Texas 1947

Student, Radiological Safety School, Army Chemical Center,
Maryland 1948

Member, Radiological Safety Unit, Joint Task Force Seven,
Eniwetok, M.I. 1948

Teaching Fellow, Department of Physiology, Harvard Medical
School 1949-50

Instructor, Department of Physiology, Harvard Medical School 1950-52

Associate, Department of Physiology, Harvard School of
Public Health 1952-55

Physiologist, Haskell Laboratory for Toxicology and
Industrial Medicine, E. I. du Pont de Nemours &
Company, Newark, Del. 1955-59

Associate Professor of Physiology, Harvard School of
Public Health 1959-

LIACC6PQ

OUTLINE OF PROCEDURE FOR
INCORPORATING THE LEAD INDUSTRIES ASSOCIATION

1. Resolutions passed by the Board of Directors at its Annual Meeting in April:
 - (a) deciding that it is in the best interests of the Association to incorporate;
 - (b) appointing a committee to incorporate the Association;
 - (c) approving the forms of Certificate of Incorporation and By-Laws submitted to the meeting subject to such changes as may be made by the incorporating committee;
 - (d) providing that the officers elected at such meeting shall continue as the officers of the new membership corporation;
 - (e) providing that the Executive Committee elected at such meeting shall continue as the Executive Committee of the new membership corporation;
 - (f) providing that the property and liabilities of the Association shall become the property and liabilities of the new membership corporation; and
 - (g) directing the solicitation of consents from the members of the Association approving all of the foregoing.
2. Consent to be solicited from each member:
 - (a) acknowledging receipt of copies of the Certificate of Incorporation and By-Laws;
 - (b) approving the action taken at Annual Meeting of the Board of Directors as specified above;
 - (c) providing that the directors shall continue as directors of the new membership corporation; and
 - (d) agreeing that the assessment formulae presently in effect shall be continued until changed pursuant to the By-Laws of the new membership corporation.
3. Notice to the Attorney General of the State of New York.
4. Application to a judge of the Supreme Court of the State of New York for approval of the Certificate of Incorporation.
5. File the Certificate of Incorporation.
6. Meeting of the Executive Committee of the new membership corporation to take such action with respect to banking resolutions and other matters as may be required by the change.

LIA00690