SECURITIES AND EXCHANGE COMMISSION
Washington

FORM 8-A

For the Registration of Additional Securities Under the Securities Exchange Act of 1934

NATIONAL LEAD COMPANY

NL 000040687

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For Registration of Additional Securities Under the Securities Exchange Act of 1934

NATIONAL LEAD COMPANY
(Exact name of registrant as specified in charter)

111 Broadway, New York 4, N. Y.
(Address of principal executive offices)

George A. Dewey, Comptroller, National Lead Company
111 Broadway, New York 4, N. Y.
(Name and address of person authorized to receive notices and communications from the Securities and Exchange Commission)

SECURITIES BEING REGISTERED

Title of Securities Being Registered	Amount of Issued Securities Being Registered	Amount of Unissued Securities Being Registered upon Notice of Issuance	Name of Each Exchange on Which Each Class Is Being Registered
Common stock, $5 par value		1,227,788 shares	New York Stock Exchange

NL 000040688

Item 1. Registration Under the Securities Act of 1933.

State whether or not the securities being registered have been or will be registered under the Securities Act of 1933; if not, indicate the section of that Act or the rule of the Commission thereunder under which exemption is claimed and state the facts relied upon to make the exemption available.

The 1,227,788 shares of Common Stock of the Registrant being registered hereunder have not been and will not be registered under the Securities Act of 1933. Said shares of stock are not to be publicly offered, but are to be issued to Doehler-Jarvis Corporation (hereinafter called Doehler) in consideration for the acquisition by the Registrant of all of the assets, property, business and good will of Doehler, and distributed in liquidation of Doehler as hereinafter described, upon the terms and conditions provided in the Agreement and Plan of Reorganization (hereinafter called the Agreement) dated January 2, 1953 (a copy of which is attached hereto as Exhibit A), between the Registrant and Doehler. The transaction will be exempt under Rule 133 of the General Rules and Regulations of the Securities and Exchange Commission as not involving a sale for the purposes of Section 5 of said Act.

Pursuant to the Agreement, on the Closing Date as therein specified the Registrant will deliver to the Chemical Bank & Trust Company, the agent of and depositary appointed by Doehler to act as Depositary and Distributing Agent, certificates for the shares of Registrant's Common Stock to which Doehler will become entitled, and Registrant will make arrangements with its New York Transfer Agent and Registrar and with the Depositary so that the shares of Common Stock of the Registrant received by Doehler pursuant to said Agreement will be transferred to and issued in the names and amounts as certified by Doehler and in proper form for delivery to shareholders of Doehler upon its liquidation and dissolution. After the Closing Date Doehler will promptly effect its liquidation and dissolution as a Michigan corporation and take all necessary steps to terminate its qualifications to do business in all states where it is now so qualified.

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Item 2. Description of Securities Being Registered.

As to each class of securities of the registrant any of which are being registered, furnish the information which would be required by the item or items requiring a description of securities being registered, in the form which would be appropriate for use by the registrant if it had no securities listed and registered on any national securities exchange.

Article IV of the Certificate of Organization as amended provides in part:

> IV. The total authorized capital stock of the corporation is one hundred fifty million dollars ($150,000,000) divided into twenty million five hundred thousand (20,500,000) shares. Of such total authorized capital stock, two hundred fifty thousand (250,000) shares amounting in the aggregate to twenty-five million dollars ($25,000,000) shall be Class A preferred stock of the par value of one hundred dollars ($100) each, and two hundred fifty thousand (250,000) shares amounting in the aggregate to twenty-five million dollars ($25,000,000) shall be Class B preferred stock of the par value of one hundred dollars ($100) each, and twenty million (20,000,000) shares amounting in the aggregate to one hundred million dollars ($100,000,000) shall be common stock of the par value of five dollars ($5) each.
>
> The holders of the Class A preferred stock shall be entitled to receive, when and as declared from the surplus or net profits of the corporation, yearly dividends at the rate of seven per cent (7%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the Class A preferred stock shall be cumulative and shall be payable before any dividend on the Class B preferred stock or on the common stock shall be paid or set apart, so that if in any year dividends amounting to seven per cent (7%) shall not have been paid on the Class A preferred stock the deficiency shall be payable before any dividend shall be paid upon or set apart for the Class B preferred stock or for the common stock. Whenever all cumulative dividends on the Class A preferred stock for all previous years shall have been declared and shall have become payable and the accrued quarterly dividend instalments thereon for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for all previous years and such accrued quarterly dividend instalments upon said Class A preferred stock, or shall have set apart from its surplus or net profits a sum sufficient for the payment thereof, the holders of the Class B preferred stock shall be entitled to receive, when and as declared from the surplus or net profits of the corporation remaining after all cumulative dividends and accrued quarterly dividend instalments upon the Class A preferred stock shall have been paid or set apart as aforesaid, yearly dividends at the rate of six per cent (6%) per annum, payable quarterly on dates to be fixed by the by-laws. The dividends on the

Continued

Class B preferred stock shall also be cumulative and shall be payable before any dividend on the common stock shall be paid or set apart, so that if in any year dividends amounting to six per cent (6%) shall not have been paid on the Class B preferred stock the deficiency shall be payable before any dividend shall be paid upon or set apart for the common stock.

The holders of the Class A preferred stock and of the Class B preferred stock shall be entitled to no dividends except as herein provided.

Whenever all cumulative dividends on the Class A preferred stock and on the Class B preferred stock for all previous years shall have been declared and shall have become payable and the accrued quarterly dividend instalments on the Class A preferred stock and on the Class B preferred stock for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for all previous years upon both the Class A preferred stock and the Class B preferred stock in the order aforesaid and also such accrued quarterly dividend instalments thereon for the current year as aforesaid, or shall have set apart from its surplus or net profits a sum sufficient for the payment thereof as aforesaid, the Board of Directors may declare dividends on the common stock payable then or thereafter out of any remaining surplus or net profits.

Except as otherwise provided by law, at all meetings and for all purposes each share of Class A preferred stock and of Class B preferred stock of the par value of one hundred dollars ($100) each shall be entitled to thirty (30) votes and each share of common stock of the par value of five dollars ($5) each shall be entitled to one (1) vote. From time to time the Class A preferred stock, the Class B preferred stock, and the common stock may be issued in such amounts and proportions and for such consideration as shall be determined by the Board of Directors and permitted by law.

In the event of any liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, the holders of the Class A preferred stock shall share equally and be entitled to be paid in full both the par value of their shares and all unpaid cumulative dividends accrued thereon before any amount shall be paid to the holders of the Class B preferred stock or the common stock and, after the payment in full to the holders of the Class A preferred stock of both the par value of their shares and all unpaid cumulative dividends accrued thereon, the holders of the Class B preferred stock shall share equally and be entitled to be paid in full both the par value of their shares and all unpaid cumulative dividends accrued thereon before any amount shall be paid to the holders of the common stock and, after the payment in the order aforesaid to the holders of the Class A preferred stock and the Class B preferred stock of the par value of their shares and of all unpaid cumulative dividends accrued thereon, the remaining assets and funds shall be paid to the holders of the common stock equally and pro rata according to their respective shares.

Item 3. Transaction of Issuance.

Give the following information as to all securities being registered which were issued within the past year or which are being registered upon notice of issuance:

(a) Describe the general transaction in which or purposes for which the securities have been or are to be issued.

(b) If the securities have been or are to be issued pursuant to a plan of acquisition, reorganization, readjustment, or succession, describe briefly the general effect of the plan and state when it became operative or, if not yet operative, the terms and conditions upon which it may become operative.

(c) State briefly the changes, if any, effected or to be effected as a result of or in connection with the issuance of the securities in the funded debt, capital shares, surplus, and reserve accounts of the registrant and the related entries affecting other balance sheet accounts, together with a brief explanation thereof.

(a)(b) On November 25, 1952, the Board of Directors of the Registrant authorized the acquisition of all of the assets, property, business and good will of Doehler-Jarvis Corporation, a corporation organized under the laws of the State of Michigan through the exchange of all of said assets, property, business and good will for Common Stock of the Registrant and the assumption by the Registrant of all liabilities of Doehler.

On December 12, 1952, the Board of Directors of Doehler approved the terms and provisions of the Agreement, and the proposal for the transfer of all of the assets, property, business and good will of Doehler to the Registrant and the dissolution of Doehler will be submitted to a vote of the shareholders of Doehler at a special meeting thereof to be held on February 6, 1953. If the transactions are approved by the requisite vote of the shareholders of Doehler, the Common Stock of the Registrant received by Doehler in exchange for its assets, property, business and good will will be distributed by the Chemical Bank & Trust Company, the Distributing Agent and Depositary appointed by Doehler, to the shareholders of Doehler pursuant to the terms and provisions of the said Agreement and Plan of Reorganization.

Approval of the proposal with respect to the transfer of the assets of Doehler to the Registrant will require the authorization by affirmative vote of the holders of a majority of the shares of the issued and outstanding Common Stock of Doehler and approval of the proposal with respect to the dissolution of Doehler will require the authorization by affirmative vote of the holders of three-fourths of such outstanding stock. Doehler shareholders entitled to vote and who vote at the afore-mentioned special meeting against the proposal with respect to the transfer of assets will have the right within 20 days after said meeting to demand payment of the fair cash value of their shares in accordance with the provisions of the Michigan General Corporation Act. The Registrant has advised Doehler that its present intention is that it will proceed with the Agreement if the holders of not more than five per cent of the shares of Common Stock of Doehler vote against the transfer and demand payment as aforesaid.

The 1,227,788 shares of Common Stock of the Registrant being registered hereunder constitute 1.15 shares for each share of the 1,067,642 outstanding shares of Common Stock of Doehler. No fractional shares of Common Stock of the Registrant will be issued and shareholders of Doehler who would otherwise be entitled to fractional shares will receive in lieu thereof scrip certificates. The right to exchange such scrip certificates aggregating full shares for certificates for full shares of Common Stock of the Registrant will expire approximately two years after the date of closing as provided in the Agreement. Thereafter as soon as practicable, the Registrant will sell the shares of Common Stock represented by scrip certificates outstanding unexchanged and the holders of such scrip certificates will have the right, prior to a date approximately six years subsequent to the date of closing to receive, upon surrender of their scrip certificates, their pro rata portion of (1) the net proceeds of such sale, and (2) all dividends paid to the Scrip Agent on such shares of such Common Stock of the Registrant since the date of closing. The scrip certificates will be void for all purposes after such six years from the date of closing. The scrip certificates will not entitle the holders thereof to any voting rights, dividend rights or any other rights of a shareholder of the Registrant, except as therein expressly provided.

The Agreement contains various representations and conditions including a condition that the Federal Bureau of Internal Revenue shall have issued a ruling to the effect that the transactions will result in neither gain nor loss for Federal income tax purposes to Doehler or its shareholders and that the Agreement may be abandoned by either party if prior to the closing, representations made by the other party shall prove substantially untrue or the other party shall suffer loss by calamity, substantially and adversely affecting the value of its assets or business, and that the Agreement shall terminate when and if it is determined that the conditions precedent will not be complied with and, in any event, if the closing does not take place prior to April 1, 1953 or such later date as the parties may agree.

A copy of the Doehler-Jarvis Corporation, Notice of Special Meeting of Shareholders to be Held February 6, 1953, and Proxy Statement, dated January 2, 1953, is attached hereto as Exhibit B, to which reference is made for financial statements of the Registrant and Doehler contained therein as Exhibits 1 and 2.

(c) The asset, liability and surplus accounts of Doehler will be entered on the books of the Registrant at the same amounts at which they shall be carried on the books of Doehler as at the date of closing. The aggregate par value of the shares of Common Stock of the Registrant which shall be issued in accordance with the terms of the Agreement will be credited to the Common Capital Stock account of the Registrant. The excess of the sum of (1) the above described aggregate par value and (2) the earned surplus and capital surplus accounts of Doehler over the net assets of Doehler (its assets less its liabilities assumed by the Registrant) acquired by the Registrant, will be charged first to the capital surplus and any remaining amount of such excess will be charged to the earned surplus of Doehler entered on the books of the Registrant.

Of the shares registered hereby the Registrant, as a shareholder of Doehler, will acquire 77,711 shares of its (the Registrant's) Common Capital Stock and scrip for 25/100 of a share. These treasury shares will be recorded by the Registrant at the same amount as the cost of the Registrant's present investment in shares of Doehler.

Item 4. Plan of Distribution.

Outline briefly the plan of distribution of all securities specified in item 3. Give the name and address of the principal underwriters, if any, and the respective amount underwritten and describe the underwriting arrangements. Identify each underwriter having any material relationship (other than that of underwriter) with the registrant and state the nature of the relationship.

See the answers to Items 1 and 3.

The shares of Common Stock of the Registrant to be issued in accordance with provisions of the Agreement will be delivered to the Depositary as agent of Doehler for distribution to shareholders of Doehler. There will be no underwriter and no underwriting agreement in respect of said shares.

Item 5. Distribution Spread.

Give the following information as to any of the securities specified in item 3 which have been or are to be sold for cash (estimate if necessary):

	Total	Per Unit
(a) Net cash proceeds to the registrant		
(b) Underwriting discounts and commissions		
(c) Sale price		

(d) Furnish a reasonably itemized statement of the expenses of the registrant in connection with the issuance and distribution of the securities being registered, other than those given under (b).

Not applicable inasmuch as the securities covered by this application are to be issued in consideration for acquisition by the Registrant of the net assets of Doehler. See Items 1 and 3.

Item 6. Application of Proceeds.

Make a reasonably itemized statement of the purposes, so far as determinable, for which the net proceeds to the registrant, given in answer to item 5 (a) have been or are to be used, and state the approximate amount used or to be used for each such purpose.

Not applicable inasmuch as the securities covered by this application are to be issued in consideration for the acquisition by the Registrant of the net assets of Doehler. See Items 1 and 3.

Item 7. Property Acquisitions.

Give the following information as to any property of material amount acquired or to be acquired, in whole or in part, directly or indirectly, not in the ordinary course of business, in consideration of any of the securities specified in item 3 or in consideration of any part of the proceeds given in answer to item 5 (a):

(a) Briefly describe the property and give the names and addresses of the persons from whom acquired or to be acquired, indicating their relationship to the registrant, if any.

The property to be acquired by the Registrant is all of the assets, property, business and good will of Doehler-Jarvis Corporation, a corporation organized and existing under the laws of the State of Michigan having its principal executive office at Smead Avenue, Toledo, Ohio. The Registrant is the holder of 67,575 shares of Common Stock of Doehler, and Joseph A. Martino, President of the Registrant, is a director of Doehler.

(b) State the nature and amount of consideration given or to be given for the property and make a reasonably itemized statement as to the allocation of the consideration to intangible property, good will and going concern value, other specified intangibles, and commissions.

See answers to Items 1 and 3.

(c) State the principle followed in determining the amount at which the property was or is to be acquired and identify the persons making the determination. State the nature of any material relationship between the registrant and the persons making the determination.

The amount at which the assets, property, business and good will of Doehler-Jarvis Corporation are to be acquired by the Registrant was determined to be the equivalent of the number of shares of Common Stock of the Registrant which, upon subsequent distribution by Doehler to its stockholders in liquidation and dissolution, would amount to 1.15 shares of Common Stock of the Registrant for 1 share of Common Stock of Doehler, and such amount was arrived at by negotiation between officers and directors of the two companies following an offer by the Registrant, and is believed to represent the fair and reasonable value of the property to be acquired. In addition to various statistical factors, such as relative market values, there were considered such factors as the investment qualities of the two stocks, including their respective market price to earnings ratios, and an estimate of future prospects of each company, bearing in mind the nature of their businesses and the type of management now available to each. The Board of Directors of the Registrant and of Doehler approved the Agreement and Joseph A. Martino, President of the Registrant, is a member of the Board of Directors of both companies.

Item 8. Options to Purchase Securities Being Registered.

Furnish the following information as to any options outstanding or presently to be granted to purchase any of the securities being registered:

(a) The title and amount of securities called for by the options.

(b) A brief outline of the prices, expiration dates, and other material conditions upon which the options may be exercised.

(c) The name and address of each person who holds or is to hold options calling for 5 percent or more of the amount subject to options and the amount called for by the options of each such person.

(d) For each class of options, the consideration received by the registrant for the granting thereof.

Not applicable.

Item 9. Interests of Affiliates and Others in Property Acquired.

Describe fully any substantial interest, direct or indirect, of every predecessor, affiliate, director or officer of the registrant, every person owning of record more than 10 percent of any class of equity securities of the registrant, and every principal underwriter of securities of the registrant sold by the registrant within the past 3 years, in any property of material amount acquired or to be acquired by the registrant, otherwise than in the ordinary course of business or on the basis of bona fide competitive bidding in consideration of the securities specified in item 3 or of all or any part of the proceeds set forth under item 5(a). State the cost of each such person's interest in the property if the interest was acquired by the person within 2 years prior to acquisition of the property by the registrant.

Not applicable.

CONTENTS of APPLICATION

This application comprises the following papers and documents:

Pages numbered 1 to 9, consecutively.

The following financial statement (page F-1 herein):

Schedule of capital shares

The following exhibits:

A. A copy of the Agreement and Plan of Reorganization, dated January 2, 1953 between National Lead Company and Doehler-Jarvis Corporation.

B. A copy of the Notice of Special Meeting of Shareholders to be held February 6, 1953 and Proxy Statement of Doehler-Jarvis Corporation, dated January 2, 1953.

C. Specimen of common stock certificate, $5 par value.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant, National Lead Company, a corporation organized and existing under the laws of New Jersey, has duly caused this application to be signed on its behalf by the undersigned thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of New York, and State of New York, on the 13th day of January, 1953.

(SEAL)

NATIONAL LEAD COMPANY
(Registrant)

Attest ______________________
J. B. Henrich, Secretary

By ______________________
G. A. Dewey, Comptroller

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Col. A	Col. B		Col. H
Name of Issuer and Title of Issue	Number of Shares Authorized by Charter	of es i for s and ees	Number of Shares Reserved for Options, Warrants, Conversions and Other Rights
National Lead Company:			
Preferred Class A, 7 per cent cumulative, noncallable (par value $100)	250,000	e	None
Preferred Class B, 6 per cent cumulative noncallable (par value $100)	250,000	he	None
Common (par value $5)	20,000,000	he	None

Exhibit B

Exhibit C