Anaconda
Lead Products
Company

ANACONDA LEAD PRODUCTS COMPANY

Minutes of Special Meeting of Board of Directors.

A special meeting of the Board of Directors of ANACONDA LEAD PRODUCTS COMPANY, a Delaware corporation, was held at Room 1300, No. 25 Broadway, New York, N. Y., on Wednesday, October 28th, 1936, at 12 o'clock noon.

There were present the following:

Robert E. Dwyer
Frederick Laist
D. B. Hennessy
James Dickson

being a majority of the directors and a quorum for the meeting.

Mr. Robert E. Dwyer, President, acted as Chairman, and Mr. D. B. Hennessy, Secretary of the corporation, acted as Secretary of the meeting.

The Secretary presented a written waiver of notice for the meeting and was ordered to file the same with the minutes of the meeting. Following is such waiver:

The Chairman stated that International Smelting and Refining Company, the owner of all the shares of capital stock of this Company, had adopted a plan for the liquidation of this Company which involved its dissolution and the transfer and distribution of all its assets and properties to said International Smelting and Refining Company in complete cancellation or redemption of all the stock of this Company.

Thereupon, on motion duly made and seconded, it was

RESOLVED, that the plan of liquidation of this Company adopted by International Smelting and Refining Company, the owner of all the shares of capital stock of this Company, providing for the dissolution of this Company and the distribution and transfer of all its assets and properties to its stockholders in complete cancellation or redemption of all its stock, be and the same hereby is approved and adopted; and further

RESOLVED, that in the judgment of this Board of Directors, it is deemed advisable and most for the benefit of this corporation that it should be dissolved, its affairs liquidated, and its assets and properties transferred and distributed to its stockholders in complete cancellation or redemption of all its stock; and further

RESOLVED, that a special meeting of the stockholders of this Corporation be and the same hereby is called to be held at Room 1800, No. 25 Broadway, New York, N. Y., on November 19, 1936, at eleven o'clock in the forenoon (or if the holders of all the issued and outstanding capital stock of the Corporation having voting power shall waive notice in writing of said meeting, then at such time and such place as said stockholders may designate) to consider and vote upon said proposed dissolution and liquidation of the Company and the distribution and transfer to its stockholders of all its assets and property in complete cancellation or redemption of all its stock; and the Secretary be and he hereby is authorized and directed to cause such notice to be given to stockholders of such meeting as shall be required by the laws of the State of Delaware and the By-laws of the corporation.

There being no further business the meeting adjourned to reconvene upon the call of the President.

Secretary.

ANACONDA LEAD PRODUCTS COMPANY

Waiver of Notice of Special Meeting of Directors.

The undersigned, being all the Directors of ANACONDA LEAD PRODUCTS COMPANY, a Delaware corporation, do hereby waive any and all notice whatsoever whether required by Law or the By-laws of the corporation, of the time, place and purpose of a special meeting of the Board of Directors of said corporation, and do hereby fix Wednesday, the 28th day of October, 1936, at twelve o'clock noon, as the time, and Room 1800, No. 25 Broadway, New York, N. Y., as the place for the holding of said meeting, the purpose of said meeting being (1) to consider a proposal to dissolve the corporation, liquidate its affairs and distribute and transfer all of its assets and property to its stockholders in complete cancellation or redemption of all the stock of the Company; (2) to call a special meeting of the stockholders of the Company to consider and vote upon such proposed dissolution, and (3) to consider and take action upon any and all other matters which may properly come before said meeting.

Dated, October 28th, 1936.

Robert Dwight
Frederick Laist
D. Brown
D. Keeney
James R. Hobson

ANACONDA LEAD PRODUCTS COMPANY

Minutes of Special Meeting of Stockholders.

A special meeting of the Stockholders of ANACONDA LEAD PRODUCTS COMPANY, a Delaware corporation, was held at Room 1300, No. 25 Broadway, New York, N. Y., on Wednesday, the 28th day of October, 1936, at two-thirty o'clock in the afternoon.

Mr. James Dickson, acted as Chairman, and Mr. D. B. Hennessy, Secretary of the corporation, acted as Secretary of the meeting.

A list of the stockholders of the Corporation, arranged in alphabetical order and containing the names and addresses of such stockholders and the number of shares of Capital Stock of the Corporation held by them respectively, which had been prepared and certified to by the Secretary of the Corporation, was presented to the meeting. From such list it appeared that there were issued and outstanding and entitled to vote at the meeting 13,650 shares of Capital Stock of the Corporation.

The Secretary presented a written waiver of notice duly signed by the holder of all of said stock and was ordered to file the same with the minutes of the meeting.

Proxies having been called for and presented and the roll having been called, the Chairman stated that International Smelting and Refining Company, the holder of all the issued and outstanding Capital Stock of the Corporation was represented at the meeting by its proxies and attorneys-in-fact Messrs. James Dickson and W. K. Daly.

The Secretary examined the list of stockholders and the proxies presented to the meeting and the qualifications of stockholders present in person or represented by proxy and advised the Chairman that all those stockholders hereinbefore stated to be present in person or represented by proxy at the meeting were entitled to vote thereat.

The Chairman announced that International Smelting and Refining Company, the owner of all the stock of the Company, had adopted a plan of liquidation of this Company which involved its dissolution and the distribution of its assets and property to said International Smelting and Refining Company in complete cancellation or redemption of all of the stock of this Company.

The Chairman presented and read to the meeting the minutes of a special meeting of the Board of Directors held October 28, 1936, approving and adopting said plan.

After discussion, the adoption of the following resolutions was regularly moved and seconded:

RESOLVED, that the stockholders of this Corporation do hereby approve and adopt the plan of liquidation of this Corporation approved and adopted by the Board of Directors of this Corporation and by International Smelting and Refining Company, the owner of all its capital stock, as set forth in the minutes of a special meeting of the Board of Directors of this corporation held October 28, 1936, presented to this meeting;

and further

RESOLVED, that the stockholders of ANACONDA LEAD PRODUCTS COMPANY do hereby consent that a dissolution of the Corporation shall take place, and do hereby authorize, empower and direct the proper officers of this Corporation to execute any and all documents and to cause such action to be taken as may be necessary to effect the dissolution of the Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware,

and further

RESOLVED, that said officers be and they hereby are authorized and directed to liquidate the Corporation and to distribute and transfer all the assets and property of the Corporation to its stockholders in complete cancellation or redemption of all its stock upon surrender of the certificates representing said stock.

Ballots having been prepared, the stockholders voted by ballot on the foregoing resolutions, and the Secretary having canvassed the votes so cast, reported that the holders of 13,650 shares had voted in favor of and the holders of no shares had voted against the adoption of said resolutions.

The Chairman then announced that, as the holders of all of the issued and outstanding capital stock of the Corporation were present in person or represented by proxy at the meeting and had voted in favor of the adoption of the foregoing resolutions, said resolutions were adopted.

The Chairman then stated that, in accordance with the General Corporation Law of the State of Delaware, it would be necessary that holders of all the issued and outstanding stock, represented by proxy at the meeting, having consented to the dissolution of the Corporation, should also signify such consent by executing a written consent to dissolution, a copy of which the Secretary presented to the meeting. Thereupon, said stockholder represented by proxy at the meeting, executed such consent to dissolution.

There being no further business, the meeting on motion duly made, seconded and carried, was adjourned.

Secretary.

ANACONDA LEAD PRODUCTS COMPANY

LIST OF STOCKHOLDERS - OCTOBER 1936.

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Name	No. of Shares
INTERNATIONAL SMELTING AND REFINING COMPANY	13,650

Certified Correct:

Secretary.

PNYC00008325

ANACONDA LEAD PRODUCTS COMPANY

Waiver of Notice of Special Meeting of Stockholders

The undersigned, being the holder of all the issued and outstanding Capital Stock of ANACONDA LEAD PRODUCTS COMPANY, a Delaware corporation, does hereby waive any and all notice whatsoever whether required by law or the By-laws of the corporation, of the time, place and purpose of a special meeting of the stockholders of said Corporation, and do hereby fix Wednesday, the 28th day of October, 1936, at two-thirty o'clock in the afternoon, as the time, and Room 1300, No. 25 Broadway, New York, N. Y., as the place for the holding of said meeting, and consents that such business be transacted thereat as may lawfully come before said meeting, including but without limitation thereto, a proposal to dissolve the corporation, and to authorize the distribution and transfer of all the assets and property of said Corporation to its stockholders in complete cancellation or redemption of all its stock; and the undersigned does hereby agree and consent to the dissolution of said Corporation.

Dated, October 28th, 1936.

INTERNATIONAL SMELTING AND REFINING COMPANY

By Frederick Laist
Vice President

ATTEST:

Secretary.

ANACONDA LEAD PRODUCTS COMPANY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a stockholder of ANACONDA LEAD PRODUCTS COMPANY, a Delaware corporation, does hereby constitute and appoint JAMES DICKSON, D. B. HENNESSY and W. K. DALY, or any one or all of them, or their or his substitute or substitutes (power of substitution being hereby given) the true and lawful attorneys and proxies of the undersigned for and in the name, place and stead of the undersigned, to attend a special meeting of the Stockholders of Anaconda Lead Products Company, to be held at Room 1800, No. 25 Broadway, New York, N. Y., on the 28th day of October, 1936, at two-thirty o'clock in the afternoon, and any adjournment or adjournments thereof, and at such meeting, or any adjournment or adjournments thereof, to act on behalf of the undersigned in (a) voting shares of the capital stock of Anaconda Lead Products Company owned by and standing in the name of the undersigned in favor of the dissolution of said Anaconda Lead Products Company, and the adoption of a resolution authorizing the distribution and transfer of all the assets and property of said Company to its stockholders in complete cancellation or redemption of all its stock, (b) signing a consent to the dissolution of said Company, and (c) transacting such other business as may properly come before the meeting, as fully as the undersigned could do if personally present thereat, hereby ratifying all that all or any of the said attorneys or proxies, or any substitute or substitutes, may do by virtue hereof; a majority of said attorneys and proxies, or their substitutes who shall be present and act at the meeting (or if only one shall be present and act, then that one) shall have and may exercise all the powers hereby conferred; and the undersigned stockholder hereby consents in writing to the dissolution of said Anaconda Lead Products Company

WITNESS the hand and seal of the undersigned, this 28th day of October, 1936.

INTERNATIONAL SMELTING AND REFINING COMPANY

By Frederick Laist
Vice President

ATTEST:

Secretary.

PNYC00008327

ANACONDA LEAD PRODUCTS COMPANY

Special Meeting of Board of Directors as Trustees in Dissolution.

A special meeting of the Board of Directors as Trustees in Dissolution of Anaconda Lead Products Company, a Delaware corporation, was held at Room 1800, No. 25 Broadway, Borough of Manhattan, City, County and State of New York, on Saturday, the 31st day of October, 1936, at 10:30 o'clock in the forenoon.

There were present the following:

Messrs. Robert E. Dwyer
D. B. Hennessy
James Dickson

being a majority of the Directors and Trustees and a quorum for the meeting.

Mr. Robert E. Dwyer acted as Chairman and Mr. D. B. Hennessy acted as Secretary of the meeting.

The Secretary presented to the meeting a written waiver of notice thereof and was ordered to file the same with the minutes of the meeting. Following is such waiver:

ANACONDA LEAD PRODUCTS COMPANY

Waiver of Notice of Special Meeting of Board of Directors as Trustees in Dissolution

The undersigned, being all the Directors and Trustees in Dissolution of Anaconda Lead Products Company, a Delaware corporation, do hereby waive any and all notice whatsoever, of the time, place and purpose of a special meeting of the Board of Directors as Trustees in Dissolution of said Corporation, and do hereby fix Saturday, the 31st day of October, 1936, at10:30o'clock in the forenoon as the time, and Room 1300, No. 25 Broadway, Borough of Manhattan, City, County and State of New York, as the place for the holding of said meeting, the purposes of said meeting being, to liquidate said Corporation, and transfer and distribute all of its assets and property to its stockholders in complete cancellation or redemption of all its capital stock, and to consider and take action upon any and all other business which may properly come before said meeting.

Dated, October 31, 1936.

Robert E. Dwyer

James R. Hobbins

[illegible]

[illegible]

Frederick Laist

PNYC00008329

The Chairman advised the meeting that at a special meeting of the stockholders of the Company held on October 22, 1936, resolutions had been unanimously adopted approving and adopting the plan of liquidation of the Company previously adopted by the Directors and authorizing the dissolution of the Company and the distribution of all its assets in complete cancellation or redemption of all its stock. The Chairman advised the meeting that a Certificate of Dissolution had been filed in the office of the Secretary of State of Delaware on October 28, 1936, and the Corporation was now dissolved. The Chairman stated that it was in order to consider a resolution authorizing the distribution of all of the assets and property of the corporation to the owner of all its Capital Stock, International Smelting and Refining Company, a Montana corporation, in pursuance of the plan of liquidation of the Company approved by the stockholders. A balance sheet of the Company as of the close of business on September 30, 1936, was submitted to the meeting and was ordered filed with the minutes. Thereafter, on motion duly made and seconded, the following preamble and resolution were unanimously adopted:

WHEREAS, the stockholders of this Company voted to dissolve the Corporation and have authorized the distribution of all the assets of the Company in complete cancellation or redemption of all its stock and said dissolution has now become effective, RESOLVED, that pursuant to authority of the stockholders of this Company given at a special meeting duly called and held on October 28, 1936, and in accordance with the plan of liquidation heretofore adopted, the proper officers of this Corporation be and they hereby are authorized and directed to liquidate the Company and to distribute and transfer all the assets and property of the Company to the owner of all its stock, International Smelting and Refining Company, a Montana corporation, in complete cancellation or redemption of all the stock of the Company upon surrender of the certificates representing said stock.

There being no further business, the meeting adjourned.

Secretary.