

Record Center Box Number: G80-1105

DISSOLUTION OF ANACONDA SALES COMPANY

Bcx G80-1105

H. Greenberg has file on Dissolution
of Anaconda Sales Company that should
be returned to this box before it can
be returned to storage.

DB-6/22/84

ANACONDA 

Assistant Secretary

May 23, 1978

Mr. R. B. Roper
Manager-Treasury Services
Mineral Resources Group
The Anaconda Company
660 Bannock Street
Denver, Colorado 80204

Dear Dick:

In accordance with your letter of May 15
I am enclosing stock certificate No. 16 of
Anaconda Sales Company issued to The Anaconda
Company in the amount of 27,280 shares for
cancellation and placement in the stock book.

Very truly yours,



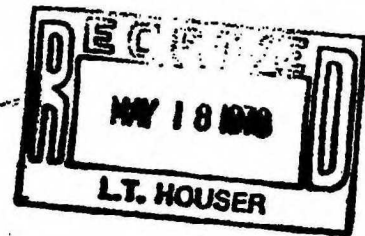
L. Thomas Houser

njr
Enclosure

Certified Mail-
Return Receipt Requested

ANACONDA 

May 15, 1978

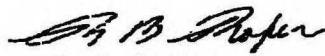


Mr. L. T. Houser
Assistant Secretary
The Anaconda Company
1271 Avenue of the Americas
New York, New York 10020

Dear Mr. Houser:

The stock book of Anaconda Sales Company is located in my office here in Denver. If you will send the stock certificate to me, I will see that it is placed in the book.

Very truly yours,



R. B. ROPER
Manager-Treasury Services
Mineral Resources Group

RBR js

ANACONDA

Assistant Secretary

May 12, 1978

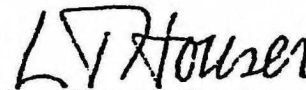
Mr. R. B. Roper
Mineral Resources Group
The Anaconda Company
660 Bannock Street
Denver, Colorado 80204

Dear Dick:

With the dissolution of Anaconda Sales Company on March 31, 1978, we have removed from our safekeeping vault at The Chase Manhattan Bank in New York stock certificate No. 16 of Anaconda Sales Company owned by The Anaconda Company in the amount of 27,280 shares for cancellation.

There is a notation in our files that the stock book of Anaconda Sales had been in the possession of Bill Gibson in Butte. I would appreciate your advising the name of the person to whom we should forward the stock certificate for cancellation and placement in the stock book.

Sincerely,


L. Thomas Houser

njr

Number 16

INCORPORATED UNDER THE LAWS OF
DELAWARE

Shares

Anaconda Sales Company

Shares, \$100 Each

THIS CERTIFIES that The Anaconda Company is the
owner of seventy seven thousand two hundred eighty Shares of the Capital Stock of
ANACONDA SALES COMPANY, full-paid and non-assessable, of the par value of seventy seven Dollars each,
transferable on the books of the Company by the holder hereof in person or by duly authorized attorney upon sur-
render of this Certificate properly endorsed.

WITNESS the seal of the Company and the signatures of its duly authorized
officers, affixed this 25th day of July, 1925

R. J. Johnson

For value Received, _____ hereby sell assign and transfer unto

_____ the Shares
of the Capital Stock represented by the within Certificate;
and do hereby irrevocably constitute and appoint

_____ Attorney
to transfer the said stock on the Books of the within named
Company with full power of substitution in the premises.
Dated: _____ 19__

In Presence of _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME
AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EXACT MATCHING,
WITHOUT ALTERATION OR ENLARGEMENT OR ANY OTHER MATTER.

ANACONDA

Assistant Secretary

April 26, 1978

Mr. J. R. Patterson
Rt #1 Box 220
Uhrichsville, Ohio 44683

Re: Harvard Industries, Inc. Stock

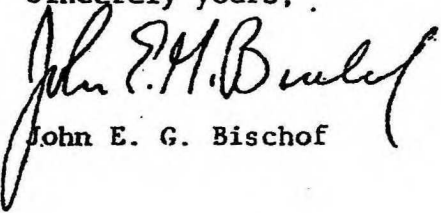
Dear Mr. Patterson:

Thank you for your letter of April 20, 1978 responding to mine of April 13, 1978.

The photocopy of your stock certificate that you enclosed indicates that you are, or were, the owner of four shares of stock in Harvard Industries, Inc., a Delaware corporation. In 1971 (prior to the March 28, 1972 date of your certificate), The Anaconda Company's subsidiary, Anaconda Aluminum Company, purchased certain of the assets Harvard Industries, Inc. Other than that purchase of assets, Anaconda has had no dealings with Harvard Industries and is not in any way a successor to Harvard Industries. Accordingly, any questions that you might have with respect to your stock interest in that company should be directed to Harvard Industries.

I am advised that you should write to the secretary of Harvard Industries, Burton M. Abrams, at 598 Madison Avenue, New York, New York 10022.

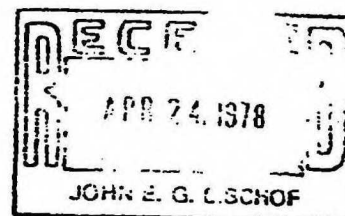
Sincerely yours,


John E. G. Bischof

JEGB/dt

bcc: K. Cyr - w/copy of Patterson's ltr.
N. J. Ranieri - ditto -
J. B. Sanderlin - ditto -

Mr. John E. G. Bischof, Assistant Secretary
The Anaconda Company
1271 Avenue of the Americas
New York, New York 10020



April 20, 1978

Ref. Yours 4-13-78, IE. Up date
AlSCO Stock (Harvard
Industries Inc.) to
Anaconda Company

Dear Mr. Bischof:

Thank you for your letter of April 13th, 1978 concerning above.

I have enclosed a copy of my Original Stock Certificate for your review. I would appreciate instructions, thereafter, as to whom the original certificate can be sent to so my interest can be brought to current owners.

Thank you, I am

Very Truly Yours

John R. Patterson
Rt #1 Box 220
Uhrichsville, Ohio 44683
614-922-3372

Encl: 1

NYS DEPARTMENT OF STATE

FILING RECEIPT

TERMINATION (BUSINESS)

CORPORATION NAME

ANACONDA SALES COMPANY

DATE FILED

04/11/73

DURATION & COUNTY CODE

NEW

FILM NUMBER

4475199-2

CASH NUMBER

13-1764

NUMBER AND KIND OF SHARES

LOCATION OF PRINCIPAL OFFICE

COMMENTS:

CT

ADDRESS FOR PROCESS

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$ 00030.00

AMOUNT OF MONEY ORDER \$

AMOUNT OF CASH \$

\$ 14.00 DOLLAR FEE TO COUNTY

\$ 00.00 FILING

\$ TAX

\$ CERTIFIED COPY

\$ CERTIFICATE

FILER NAME AND ADDRESS

RICHARD B. STEINMETZ JR.

1271 AVE OF AMERICAS

NEW YORK

NY 10105

TOTAL PAYMENT \$ 14.00

REFUND OF \$

TO FOLLOW

G030-518 (3/77)

RECEIVED BY - SECRETARY OF STATE

ASC 00011

May 22, 1978

Mr. J. P. McCoy:

Please arrange for direct payment of the attached invoice from C T CORPORATION SYSTEM in the amount of \$327.67 which has been approved for payment.

LTH:hg
Attachment


L. Thomas Houser

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company

P.O. BOX 1544, GRAND CENTRAL STATION, NEW YORK, N. Y. 10161



L THOMAS HOUSER ATTY
THE ANACONDA COMPANY
1271 AVENUE OF THE AMERICAS
NEW YORK N Y 10020

FOR INQUIRIES REGARDING THIS INVOICE CONTACT:
BRANCH OFFICE TELEPHONE NO.

NEW YORK

(212) 826-1800

DATE

5/04/78

JOB NUMBER

AA 46951-8

KINDLY RETURN DUPLICATE OF
THIS INVOICE WITH YOUR REMITTANCE

RE: ANACONDA SALES COMPANY (DEL.)

SERVICES RENDERED:

DISSOLUTION IN DELAWARE	100.00	
FILING CERTIFICATE OF TERMINATION IN NEW YORK	35.00	135.00

DISBURSEMENTS INCURRED:

DISSOLUTION FEES DELAWARE	55.00	
STATUS CERTIFICATES CHARGES DELAWARE	10.00	
DOCUMENT COPIES CHARGES DELAWARE	12.25	
COUNTY FILING/RECORDING FEES DELAWARE	20.00	
1978 FRANCHISE TAX DELAWARE	59.67	
TERMINATION NEW YORK	30.00	
COMMUNICATION EXPENSES	5.75	192.67

EXP. DATE: MAY 13, 1978
L. Thomas Houser

IT'S A PLEASURE TO SERVE YOU

AMOUNT DUE → \$ 327.67

CT SERVICES ARE PERFORMED EXCLUSIVELY FOR LAWYERS. WE LOOK TO THE
LAWYER FOR PAYMENT OF THE DISBURSEMENTS AND CHARGES INCURRED

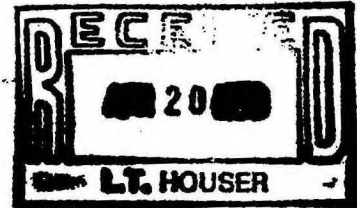
ASC 00013

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
277 PARK AVENUE, NEW YORK, N.Y. 10017 • (212) 826-1800

April 18, 1978



Richard B. Steinmetz, Jr., Gen Csl.
The Anaconda Company
1271 Avenue of the Americas
New York, New York 10020

Attn: L. Thomas Houser, Attorney

Dear Mr. Houser:

RE: ANACONDA SALES COMPANY

JOB #AA 46951-8

The subject corporation was withdrawn from the State of New York by virtue of the filing of a Certificate of Termination of Existence on April 11, 1978.

Enclosed is a receipt for filing fees as official evidence of the withdrawal.

This completes our services in this matter, and we trust that everything has been handled to your satisfaction.

Very truly yours,

C T CORPORATION SYSTEM


John L. Morrissey
Service Representative

JLM:al
Enclosure

ASC 00014

ANACONDA 

From
L. Thomas Houser

176 -

Copy for
A. Sales Co dissolution
file. LTH

April 7, 1978

Mr. N. W. Proctor:

In connection with the dissolution of Anaconda Sales Company, I attach for your further handling an original counterpart of Agreement and Plan of Liquidation dated as of March 27, 1978 between The Anaconda Company and Anaconda Sales Company, and a photocopy of the Certificate of Dissolution and supporting Affidavit with the certification of filing on March 31, 1978 by the Delaware Secretary of State.

LTH:hg
Attachments


L. Thomas Houser

cc: N. J. Ranieri - Copies attached for the
Corporate Records.

Agreement and Plan of Liquidation

AGREEMENT AND PLAN OF LIQUIDATION made this 27th day of March, 1978 between THE ANACONDA COMPANY, a Delaware corporation (hereinafter called the Shareholder), and ANACONDA SALES COMPANY, a Delaware corporation (hereinafter called the Company).

WHEREAS, the Shareholder owns 27,280 shares of capital stock of the Company, which shares constitute all of the issued and outstanding capital stock of the Company, and

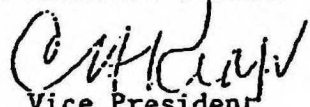
WHEREAS, the Shareholder wishes to approve, authorize, and consent to the voluntary dissolution of the Company in accordance with the General Corporation Law of the State of Delaware;

NOW, THEREFORE, the parties hereto hereby agree as follows:

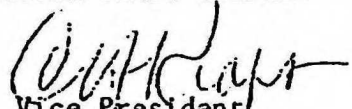
1. The Shareholder approves, authorizes, and consents to the voluntary dissolution of the Company, such dissolution to be effected as promptly as possible and in no event later than December 31, 1978, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholder hereby authorizes the officers of the Company to file a Consent of Stockholder to Dissolution with the Secretary of State of the State of Delaware.
3. The Shareholder hereby resolves that after payment of the Company's debts, or provision is made therefor, the officers of the Company shall distribute all of the remaining property of the Company in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable and in any event not later than December 31, 1978.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

THE ANACONDA COMPANY

By 
Vice President

ANACONDA SALES COMPANY

By 
Vice President

CERTIFICATE OF DISSOLUTION

OF

ANACONDA SALES COMPANY

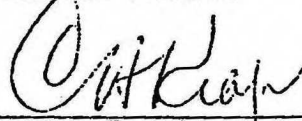
BY CONSENT OF STOCKHOLDER

THE UNDERSIGNED SUBSCRIBER, being the record owner and holder of all the outstanding stock entitled to vote of ANACONDA SALES COMPANY, a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY GIVE ITS CONSENT in writing to the dissolution of ANACONDA SALES COMPANY pursuant to Section 275 of the General Corporation Law of the State of Delaware, and does sign this consent to the end that it may be filed in the office of the Secretary of State of Delaware.

Dated this 27th day of March, 1978.

THE ANACONDA COMPANY

By


Vice President

Attest:


Assistant Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

L. Thomas Houser, being duly sworn, deposes and says that he is the Assistant Secretary of ANACONDA SALES COMPANY and says that:

FIRST: The foregoing consent to the dissolution of the corporation has been signed by or on behalf of all the stockholders having voting power; and

SECOND: That the names and residences of the directors and officers of ANACONDA SALES COMPANY are as follows:

D I R E C T O R S

NAMES

RESIDENCES

Paul S. Bilgore

322 West 71st Street
New York, New York 10023

Donald D. Geary, Jr.

91 Carleon Avenue
Larchmont, New York 10538

Charles H. Kraft

1 Fielding Road
Short Hills, New Jersey 07078

O F F I C E R S

N A M E S

R E S I D E N C E S

James P. McNulty
President

30 Blue Spruce Circle
Weston, Connecticut 06880

James S. Bilgore
President
Assistant Secretary

322 West 71st Street
New York, New York 10023

Charles H. Kraft
President
Treasurer

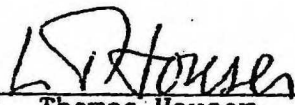
1 Fielding Road
Short Hills, New Jersey 07078

Harold B. Roper
Assistant Treasurer

4060 South Ivy Lane
Englewood, Colorado 80110

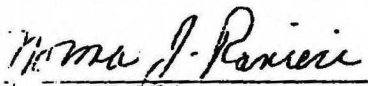
Thomas Houser
Assistant Secretary

16 Bradley Road
Scarsdale, New York 10583



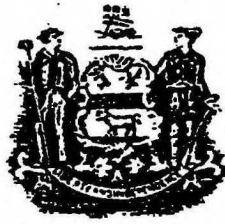
L. Thomas Houser
Assistant Secretary
ANACONDA SALES COMPANY

Subscribed and sworn to
before me this 27th day
of March, 1978.



Notary Public

NORMA J. RANIERI
Notary Public, State of New York
No. 24-4604640
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1979

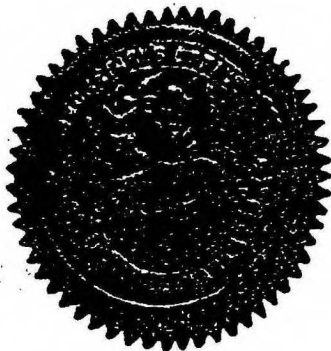


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Dissolution of the "ANACONDA SALES COMPANY", as received and filed in
this office the thirty-first day of March, A.D. 1978, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirty-first day
of March in the year of our Lord
one thousand nine hundred and seventy-eight.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

John J. Innes

Assistant Secretary of State



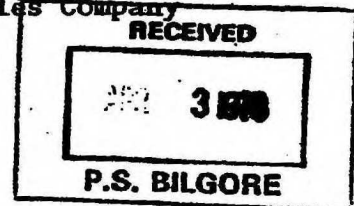
OFFICE CORRESPONDENCE

L. T. Houser

Date: April 3, 1978

P. S. Bilgore

Subject: Anaconda Sales Company



Anaconda Sales Company was dissolved effective March 31, 1978. For their information, I am sending copies of this to each of the recipients of your memorandum of March 6, 1978 on this subject.

L. T. Houser

LTH:hg

Copies to: R. F. Cox
D. D. Geary, Jr.
R. M. Hartnett
C. C. Howard
C. H. Kraft
J. L. Marvin
J. L. McNulty
J. J. O'Brien
J. B. M. Place
R. B. Steinmetz, Jr.
H. C. Stromswold
H. M. Weed

ANACONDA

INTER-OFFICE CORRESPONDENCE

From: L. T. Houser

Date: April 3, 1978

To: P. S. Bilgore

Subject: Anaconda Sales Company

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LTH:hg



L. T. Houser

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J. J. O'Brien
J. B. M. Place
R. B. Steinmetz, Jr.
H. C. Stromswold
H. M. Weed

LTH

ANACONDA 

INTER-OFFICE CORRESPONDENCE

From: L. T. Houser
To: P. S. Bilgore

Date: April 3, 1978
Subject: Anaconda Sales Company

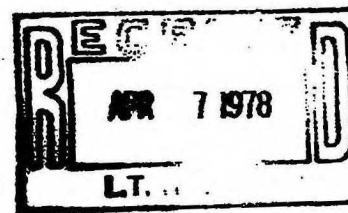
APR 4 1978

RECEIVED
APR 7 1978

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LTHouser
L. T. Houser



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Subject: Anaconda Sales Company

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LTH:hg


L. T. Houser

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R. M. Hartnett
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C. H. Kraft
J. L. Marvin
J. L. McNulty
J. J. O'Brien
J. B. M. Place
R. B. Steinmetz, Jr.
H. C. Stromswold
H. M. Weed

ANACONDA

Assistant Secretary

March 28, 1978

Mr. Robert J. Falvey
C T Corporation System
Room 332
120 Broadway
New York, New York 10005

Dear Bob:

Re: Anaconda Sales Company

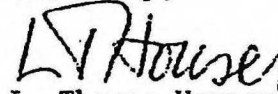
I enclose duplicate signed copies of Certificate of Dissolution together with Certificate of information required in connection therewith. Please arrange for filing and recording in Delaware to effect the dissolution of this company as of March 31, 1978. Kindly advance for our account the franchise tax due (the annual franchise tax of \$242.00 for 1977 was paid last month) and the filing fee(s).

Also please arrange to get a Certificate of Termination and have it filed with the New York Secretary of State.

Please arrange to advise me by telephone when the company has been formally dissolved.

Thank you for your assistance.

Sincerely,


L. Thomas Houser

LTH:hg
Enclosures

ANACONDA

Assistant Secretary

March 28, 1978

Mr. Robert J. Falvey
C T Corporation System
Room 332
120 Broadway
New York, New York 10005

Dear Bob:

Re: Anaconda Sales Company

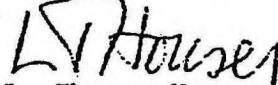
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Please arrange to advise me by telephone when the company has been formally dissolved.

Thank you for your assistance.

Sincerely,


L. Thomas Houser

LTH:hg
Enclosures

CERTIFICATE OF DISSOLUTION

OF

ANACONDA SALES COMPANY

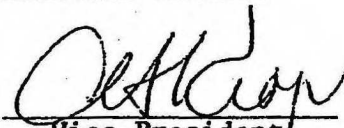
BY CONSENT OF STOCKHOLDER

THE UNDERSIGNED SUBSCRIBER, being the record owner and holder of all the outstanding stock entitled to vote in ANACONDA SALES COMPANY, a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY GIVE ITS CONSENT in writing to the dissolution of ANACONDA SALES COMPANY pursuant to Section 275 of the General Corporation Law of the State of Delaware, and does sign this consent to the end that it may be filed in the office of the Secretary of State of Delaware.

Dated this 27th day of March, 1978.

THE ANACONDA COMPANY

By


Vice President

Witness:


Assistant Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

L. Thomas Houser, being duly sworn, deposes and says that he is the Assistant Secretary of ANACONDA SALES COMPANY and says that:

FIRST: The foregoing consent to the dissolution of the corporation has been signed by or on behalf of all the stockholders having voting power; and

SECOND: That the names and residences of the directors and officers of ANACONDA SALES COMPANY are as follows:

D I R E C T O R S

NAMES

RESIDENCES

Paul S. Bilgore

322 West 71st Street
New York, New York 10023

Donald D. Geary, Jr.

91 Carleon Avenue
Larchmont, New York 10538

Charles H. Kraft

1 Fielding Road
Short Hills, New Jersey 07078

- 2 -

O F F I C E R S

NAMES

James P. McNulty
President

Paul S. Bilgore
Vice President
and Secretary

Charles H. Kraft
Vice President
and Treasurer

Richard B. Roper
Assistant Treasurer

L. Thomas Houser
Assistant Secretary

RESIDENCES

30 Blue Spruce Circle
Weston, Connecticut 06880

322 West 71st Street
New York, New York 10023

1 Fielding Road
Short Hills, New Jersey 07078

4060 South Ivy Lane
Englewood, Colorado 80110

16 Bradley Road
Scarsdale, New York 10583



L. Thomas Houser
Assistant Secretary
ANACONDA SALES COMPANY

Subscribed and sworn to
before me this 27th day
of March, 1978.



Notary Public

NORMA J. RANIERI
Notary Public, State of New York
No. 24-4604840
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1978

ANACONDA SALES COMPANY
CONSENT OF SOLE STOCKHOLDER

* * *

The undersigned, being the holder of all the outstanding shares of stock of Anaconda Sales Company, a Delaware corporation, does hereby, in accordance with the provisions of Sections 109 and 228(a) of the General Corporation Law of the State of Delaware and in lieu of the holding of a meeting of stockholders of said corporation, consent to, adopt and approve the following resolutions, and directs that this consent be filed with the minutes of proceedings of the stockholders of said corporation:

RESOLVED, that the Section of the By-laws of the corporation indicated below be and hereby is amended to read as follows:

ARTICLE IV (DIRECTORS), SECTION 1:

The Board of Directors of the corporation shall consist of three persons. The directors shall be elected at the annual meeting of the stockholders and each director elected shall hold office until his successor is elected and qualified. One director shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting shall be the act of the Board of Directors.

RESOLVED, that Section 7 of Article IV of the By-laws of the corporation be and hereby is deleted and former Sections 8 through 11 of Article IV be and hereby are renumbered Sections 7 through 10.

- 2 -

RESOLVED, that the following persons are hereby elected directors of this corporation to serve until their respective successors are elected:

P. S. Bilgore
D. D. Geary, Jr.
C. H. Kraft

IN WITNESS WHEREOF this instrument has been executed
as of the 23rd day of March, 1978.

THE ANACONDA COMPANY

By

Paul S. Bilgore
Vice President

ANACONDA SALES COMPANY

UNANIMOUS CONSENT OF BOARD OF DIRECTORS

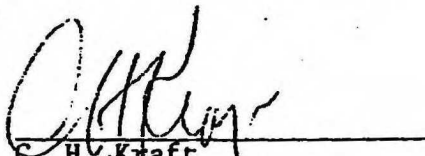
The undersigned, constituting all of the members of the Board of Directors of Anaconda Sales Company, a Delaware corporation, do hereby, in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, consent to, adopt, and approve the following resolution, and direct that this consent be filed with the minutes of proceedings of the Board of Directors:

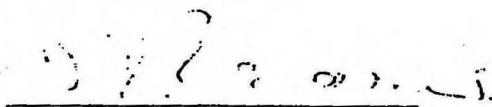
RESOLVED, that the following individuals are elected officers of the Company in the respective capacities set forth below until their successors shall be duly elected and qualified:

J. L. McNulty	President
P. S. Bilgore	Vice President and Secretary
C. H. Kraft	Vice President and Treasurer
R. B. Roper	Assistant Treasurer
L. T. Houser	Assistant Secretary

IN WITNESS WHEREOF, this instrument has been executed as of the 23rd day of March, 1978.


P. S. Bilgore


C. H. Kraft


D. D. Geary, Jr.

Minute
book paper

ANACONDA ~~IRON~~, ~~INC.~~ SALES COMPANY

UNANIMOUS CONSENT OF BOARD OF DIRECTORS

The undersigned, constituting all of the members of the Board of Directors of Anaconda ~~Iron~~, ~~Inc.~~ ^{Sales Company,} a Delaware corporation, do hereby, in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, ~~and Section 2.5 of the By-Laws of said corporation,~~ consent to, adopt, and approve the following resolution, and direct that this consent be filed with the minutes of proceedings of the Board of Directors:

RESOLVED, that the following individuals are elected officers of the Company in the respective capacities set forth below until their successors shall be duly elected and qualified:

J. B. M. Place	Chairman of the Board
J. D. Moore J. L. McNulty	President
B. W. Witecomb P. S. Bilgore	Vice President and Secretary
C. H. Kraft	Vice President and Treasurer
H. L. Edwards	Vice President and Counsel
J. A. Reilly	Vice President and Controller
P. S. Bilgore	Secretary
R. B. Roper	Assistant Secretary Treasurer
J. E. G. Bischoff L. H. Heng	Assistant Secretary

IN WITNESS WHEREOF, this instrument has been executed as of the ~~fifth day of December, 1977~~ ^{Month}

~~D. D. Geary, Jr.~~ Bilgore

C. H. Kraft

~~J. B. M. Place~~ Kraft

R. B. Steinmetz, Jr.

Minutes
for p. 12.

SALES COMPANY
ANACONDA-IRAN, INC.
CONSENT OF SOLE STOCKHOLDER

* * *

The undersigned, being the holder of all the outstanding shares of stock of Anaconda ^{Sales Company} ~~Iran, Inc.~~, a Delaware corporation, does hereby, in accordance with the provisions of Sections 109 and 228(a) of the General Corporation Law of the State of Delaware and ~~Sections 6.1 and 1.8 of the By-laws of said corporation~~ and in lieu of the holding of a ~~special~~ meeting of stockholders of said corporation, consent to, adopt and approve the following resolutions, and directs that this consent be filed with the minutes of proceedings of the stockholders of said corporation:

RESOLVED, that the Section of the By-laws of the Corporation indicated below be and hereby is amended, ~~effective as of December 7, 1977~~, to read as follows:

ARTICLE ~~TWO~~ ^{IV} (DIRECTORS), SECTION ~~1~~ ^{Three}:

~~Number, Term of Office, Quorum~~ The Board of Directors of the Corporation shall consist of ~~six~~ persons. The directors shall be elected at the annual meeting of the stockholders ~~except as provided in Section 2.2 of this Article~~, and each director elected shall hold office until his successor is elected and qualified. ~~Two~~ directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting shall be the act of the Board of Directors.

Insert
A



One

RESOLVED, that the following persons are hereby
elected directors of this corporation ~~to fill vacancies~~
and to serve until their respective successors are elected:

R. E. Cox	P. S. Blagov
A. J. McDonell	D. D. Geary, Jr.
D. G. McNair	C. H. Kraft
J. D. Moore	
L. C. Powell	

IN WITNESS WHEREOF this instrument has been executed as of
the ~~3rd~~ day of December, 1977.

THE ANACONDA ~~INTERNATIONAL CORPORATION~~ COMPANY

Leave Blank

By *[Signature]*
Vice President

No. AO 4222

—4—
SHARES

HARVARD INDUSTRIES, INC.

(INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE)

\$2.00 CONVERTIBLE PREFERRED STOCK—SERIES A

THIS IS TO CERTIFY THAT

AS OF 004222
A. 001613
PATTENSON
JOHN 000000

as of 004222

is the owner of

SEE NOTE FOR
CERTAIN DEFINITIONS

Registrar

Registered at
THE BANK OF NEW YORK
(New York)

Authorized Signature

FULL PAID AND NON-ASSASSINABLE SHARES OF THE PAR VALUE OF TEN DOLLARS EACH OF \$2.00 CONVERTIBLE PREFERRED STOCK—SERIES A.

HARVARD INDUSTRIES, INC.

Indorseable on the books of the corporation by the holder hereof in person or by duly authorized attorney upon the surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Certificate of Incorporation on record.

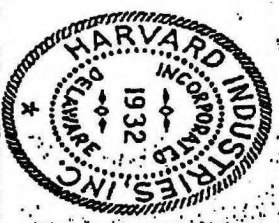
This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Date:

HARVARD INDUSTRIES, INC.

MAR 26 1932

Arthur M. Warner
SECRETARY



Arthur M. Warner
PRESIDENT

Authorized Officer

Countersigned
MARINE MIDLAND TRUST COMPANY OF NEW YORK
Transfer Agent

Colin Howard ANACONDA ▲
From *is aware of this -*
Norma Ranieri

LTH:

Re: Anaconda Sales Co.

In relation to the dissolution of Anaconda Sales Co. please note the the Sales Co. owns 9,999 shares out of 10,000 issued in The British American Metals Company, Limited. Are these to be transferred to The Anaconda Company?

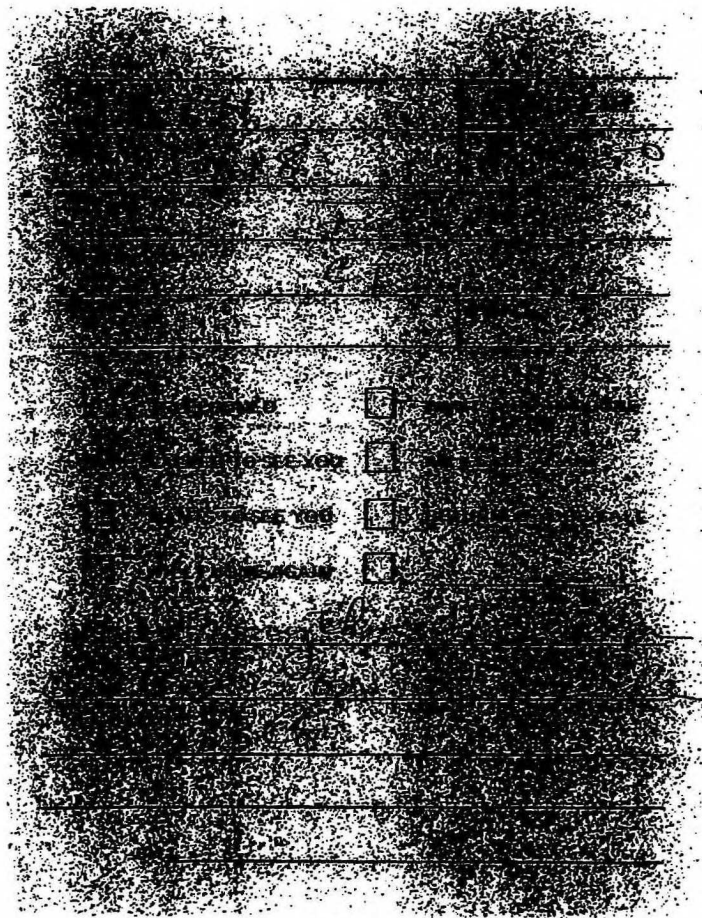
The shares owned by Anaconda Sales Co. are in the Chase vault?

How would I know?

4/12/78

Insert
A

RESOLVED, That Section 7
of Article IV of The By-laws of
the corporation be and hereby is
deleted and former Sections
8 through 11 of Article IV be and
hereby are renumbered Sections
7 through 10.



Agreement and Plan of Liquidation

AGREEMENT AND PLAN OF LIQUIDATION made this 27th day of March, 1978 between THE ANACONDA COMPANY, a Delaware corporation (hereinafter called the Shareholder), and ANACONDA SALES COMPANY, a Delaware corporation (hereinafter called the Company).

WHEREAS, the Shareholder owns 27,280 shares of capital stock of the Company, which shares constitute all of the issued and outstanding capital stock of the Company, and

WHEREAS, the Shareholder wishes to approve, authorize, and consent to the voluntary dissolution of the Company in accordance with the General Corporation Law of the State of Delaware;

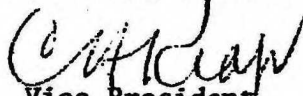
NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholder approves, authorizes, and consents to the voluntary dissolution of the Company, such dissolution to be effected as promptly as possible and in no event later than December 31, 1978, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholder hereby authorizes the officers of the Company to file a Consent of Stockholder to Dissolution with the Secretary of State of the State of Delaware.
3. The Shareholder hereby resolves that after payment of the Company's debts, or provision is made therefor, the officers of the Company shall distribute all of the remaining property of the Company in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable and in any event not later than December 31, 1978.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

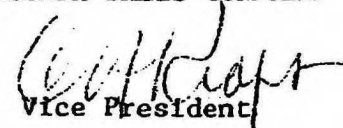
THE ANACONDA COMPANY

By


Vice President

ANACONDA SALES COMPANY

By


Vice President

Agreement and Plan of Liquidation

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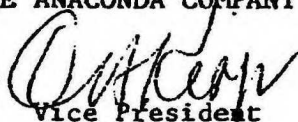
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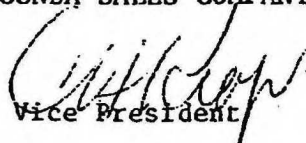
THE ANACONDA COMPANY

By


Vice President

ANACONDA SALES COMPANY

By


Vice President

Agreement and Plan of Liquidation

AGREEMENT AND PLAN OF LIQUIDATION made this 27th day of March, 1978 between THE ANACONDA COMPANY, a Delaware corporation (hereinafter called the Shareholder), and ANACONDA SALES COMPANY, a Delaware corporation (hereinafter called the Company).

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NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholder approves, authorizes, and consents to the voluntary dissolution of the Company, such dissolution to be effected as promptly as possible and in no event later than December 31, 1978, and in accordance with the plan of liquidation set forth in this Agreement.
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3. The Shareholder hereby resolves that after payment of the Company's debts, or provision is made therefor, the officers of the Company shall distribute all of the remaining property of the Company in complete cancellation or redemption of all of its issued and outstanding capital stock; such distribution to be made as promptly as practicable and in any event not later than December 31, 1978.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

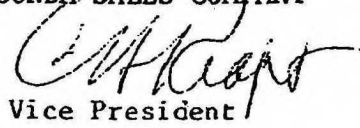
THE ANACONDA COMPANY

By


Vice President

ANACONDA SALES COMPANY

By


Vice President

Agreement and Plan of Liquidation

27th

Mines
AGREEMENT AND PLAN OF LIQUIDATION made this 27th day of December, 1977 between THE ANACONDA COMPANY, a Delaware corporation (hereinafter called the Shareholder), and ~~MINES INVESTMENT CORPORATION~~, a Delaware corporation (hereinafter called the Corporation). ASC

Company
WHEREAS, the Shareholder owns ^{27,280}~~10,000~~ shares of capital stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation, and

WHEREAS, the Shareholder wishes to approve, authorize, and consent to the voluntary dissolution of the Corporation in accordance with the General Corporation Law of the State of Delaware;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholder approves, authorizes, and consents to the voluntary dissolution of the Corporation, such dissolution to be effected as promptly as possible and in no event later than December 31, 1978, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholder hereby authorizes the officers of the Corporation to file a Consent of Stockholder to Dissolution with the Secretary of State of the State of Delaware.
3. The Shareholder hereby resolves that after payment of the Corporation's debts, or provision is made therefor, the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable and in any event not later than December 31, 1978.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

THE ANACONDA COMPANY

By

C. H. Hays
Vice President

ASC
~~MINES INVESTMENT CORPORATION~~

By

C. H. Hays
Vice President

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6/11

ANACONDA SALES COMPANY

STATE OF DELAWARE - 1976 ANNUAL FRANCHISE TAX REPORT - DELAWARE CORPORATION
Anaconda Sales Company - Federal Employer Identification No. 134925895

<u>(8) DIRECTORS</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
D. D. Geary, Jr.	25 Broadway, New York, NY	10/26/77
H. M. Weed	7501 Marin Drive, Englewood, CO	10/26/77
J. L. McNulty	25 Broadway, New York, NY	10/26/77
L. C. Powell	Hennessy Building, Butte, MT	10/26/77
R. L. Knight	25 Broadway, New York, NY	10/26/77
D. L. Holland	Hennessy Building, Butte, MT	10/26/77
J. J. O'Brien	Hennessy Building, Butte, MT	10/26/77

(9) Other Officers:

Comptroller	J. J. O'Brien	Hennessy Bldg., Butte, MT	10/26/77
Assistant Secretary	L. T. Houser	1271 Ave. of the Americas, NY, NY	10/26/77
Assistant Treasurer	J. N. Zervoulakos	25 Broadway, New York, NY	10/26/77
Assistant Secretary	J. A. Latham	25 Broadway, New York, NY	10/26/77
Assistant Secretary	H. L. Lynch	25 Broadway, New York, NY	10/26/77
Assistant Secretary	D. R. Eamon	Hennessy Bldg., Butte, MT	10/26/77
Assistant Treasurer	C. H. Kraft	1271 Ave. of the Americas, NY, NY	10/26/77

7 ANNUAL FRANCHISE TAX REPORT - DELAWARE CORPORATION

NAME - ANACONDA SALES COMPANY

REGISTERED AGENT THE CORPORATION TRUST COMPANY

ADDRESS 100 WEST TENTH STREET
WILMINGTON, DEL. 19899

DATE OF INC.

06/09/22

FILE-NO 1.166-11

AGENT-NU 00010

10/21/77

CAPITAL STATUS

Figures should be the same as reported in "Work Sr
on reverse side.

(1)

AUTHORIZED SHARES

(2)

[illegible]

(3)

REMITTANCE DUE WITH THIS FORM (Payments made after _____, are not included)

A. Franchise Tax Due. (Enter amount from computation on back of report, not less than \$20.00)	72 - 74 - 75	\$	242.00
B. Penalty at \$25.00 (If Applicable)	72 - 74 - 75	\$	
C. Interest at 1% per month Total of Franchise Tax and Penalty (If Applicable)	87	\$	
D. Add Filing Fee (Check for at least \$10.00 must accompany report)	71 - 80	\$	10.00
E. Previous Credit		\$	
F.		\$	
G.		\$	

Total Payment Due (Checks must be drawn on U.S. Bank - Money Order in U.S. Dollars) \$ 252.00

Remit payment to "Secretary of State, Dover, Delaware." Exclusive of \$10.00 filing fee, all payments shall BE NOT LESS THAN \$20.00 NOR MORE THAN \$110,000.00 for stock corporation. Non-Stock Corporations - Remit only \$10.00 filing fee.

(4) Federal Employer Identification Number 134926895
(5) State Nature of Corporation's Business Sale of metals
(6) State Principal Place of Business Outside of Delaware 25 Broadway, New York, N. Y. 10004
(7) State Appointed Date of Next Annual Meeting of Stockholders to Elect Directors October 24, 1978
(8) DIRECTORS (IF NONE, SO STATE) ADDRESS TERM EXPIRES

See attached list

(9)	<u>OFFICERS</u> (IF NONE, SO STATE)	<u>ADDRESS</u>	<u>TERM EXPIRES</u>

PRESIDENT	
VICE-PRESIDENT	
VIC-PRESIDENT	See attached list
SECRETARY	
TREASURER	
OTHER OFFICERS	

(A separate sheet may be attached if space is insufficient to list all directors and officers. If directors and officers have not been elected please state.)
(PROFESSIONAL SERVICE CORPORATIONS - SUBMIT LIST OF SHAREHOLDERS)

Under penalties of perjury, I declare that I have examined this Annual Franchise Tax Report, including accompanying schedules and statements, and to the best of my knowledge and belief it is

true, correct, and complete. If prepared by a person other than the lessor, his declaration is based on all information of which he has any knowledge.

February 24, 1978

**SIGN
HERE**

SIGNATURE OF OFFICER, DIRECTOR (LISTED UNDER 8 OR 9 ABOVE) OR INCORPORATOR,
IF NO OFFICERS OR DIRECTORS.

Asst. Secretary
Title

DATE

INDIVIDUAL, OR FIRM SIGNATURE OF PREPARER

ADDRESS

ALL ITEMS MUST BE COMPLETED

ASC 00047

COMPUTATION OF FRANCHISE TAX

NOTE: ONE TAX YEAR EQUALS 365 DAYS

Corporations which have altered their authorized shares during the taxable year; corporations part of the taxable year; Regulated Investment Companies; See appropriate headings below.)

used for computing the tax, and the lesser tax is paid. One method is based on the authorized number of shares; on "assumed par value capital".

AUTHORIZED NUMBER OF SHARES:

Corporations having only authorized shares of no par value must use this method. Corporations having only authorized shares of a par value of more than \$100.00 need not compute their tax on the basis of "assumed par value capital" since that method will result in a larger tax.

Total Authorized Shares	Tax
1,000 shares or less	\$20.00
Over 1,000 but not over 3,000 shares	24.20
Over 3,000 but not over 5,000 shares	30.25
Over 5,000 but not over 10,000 shares	60.50
For each additional 10,000 shares or part thereof	30.25
FRANCHISE TAX COMPUTED ON	
AUTHORIZED SHARES	\$ 242.00

TAX ON ASSUMED PAR VALUE CAPITAL

(WORK SECTION)

Corporations using this method must report issued shares as of the same date as total gross assets. For this purpose, treasury stock is considered issued. MINIMUM TAX: Corporations with over 1,000 par value authorized shares, with 10 or less issued shares and no assets - pay \$20.00. Total gross assets must be reported as of the nearest date on which such amount is obtainable, but not earlier than Jan. 1, 1977, nor later than Dec. 31, 1977. Total gross assets shall be those "Total Assets" reported to the United States on U.S. Form 1120, Schedule L, relative to the company's fiscal year ending in the calendar year prior to filing with the Secretary of State, Section 503, Title 8. If Schedule L has not been filed, please report assets which would have been reported.

The following method of computing the tax on assumed par value capital is to be used by corporations having only authorized shares with par value:

11. Total Gross Assets as of Dec. 31, 1977 * \$ 14,177,820.
12. Total number of issued shares * 27,280.
13. Line 11 divided by line 12 (average gross asset value per share) \$ 519.
14. Number of authorized shares with par value less than or same as line 13. 64,000
15. Line 13 multiplied by line 14 \$ 33,261,440.
16. Multiply all authorized shares with greater par value than the figure shown on line 13 by their respective par value \$ 33,261,440
17. Line 15 plus line 16 (assumed par value capital) \$ 4,114.
18. Total franchise tax due: \$121.00 for each \$1,000,000.00 or fraction thereof in excess of \$1,000,000.00 of the figure shown on line 17 (e.g. tax on \$1,500,000.00 is \$242.00; $2 \times \$121 = \242.00). If the figure shown on line 17 is less than \$1,000,000.00, the tax is prorated (e.g. tax on \$500,000.00 is \$60.50; $(\$500,000.00 \div \$1,000,000.00 = \$500,000 \times \$121.00 = \$60.50)$) \$

The following method of computing the tax on assumed par value capital is to be used by corporations having both par value and no par value shares:

19. Tax on authorized no par shares as computed by the Authorized Number of Shares Method (see 10 above) \$
20. Total Gross Assets as of 19 * \$
21. Total number of issued shares (include issued shares with par and no par value) *
22. Line 20 divided by line 21 (average gross value per share) \$
23. Total number of authorized par value shares with par value less than or same as line 22 *
24. Line 22 multiplied by line 23 \$
25. Multiply all authorized shares with par value greater than the figure shown on line 22 by their respective par value \$
26. Line 24 plus line 25 (assumed par value capital) \$
27. \$121.00 for each \$1,000,000.00 or fraction thereof in excess of \$1,000,000.00 of the figure shown on line 26. (e.g. tax on \$1,500,000.00 is \$242.00; $2 \times \$121 = \242.00). If the figure shown on line 26 is less than \$1,000,000.00, the tax is prorated (e.g. tax on \$500,000.00 is \$60.50; $(\$500,000 \div \$1,000,000 = \$500,000 \times \$121.00 = \$60.50)$) \$
28. Total franchise tax due (line 19 plus line 27) \$

29. Inactive Corporations (Tax shall not be reduced below \$20.00)

A corporation which has not engaged in any of the business activities for which it was granted a certificate of incorporation for all or any part of the tax year is entitled to reduce its franchise tax for that portion of the year by one-half. To obtain this reduction, the corporation must set forth below the period of inactivity. This corporation was not engaged, either within or without the State of Delaware, in any of the business activities for which it was granted a certificate of incorporation during the following portion of the tax year January 1, December 31, 1977:

PARTIAL YEAR ☐ , 19 through , 19
ENTIRE YEAR ☐

IF THE corporation was inactive for only a portion of the tax year, the tax is to be computed as follows: (1) compute the tax for the entire year in accordance with whichever method results in the lesser tax; (2) multiply the result obtained in step (1) by a fraction, the numerator of which is the number of days in the tax year during which the corporation was active and the denominator of which is 365; the result is the tax due for the active portion of the year; (3) multiply the result obtained in step (1) by a fraction, the numerator of which is the number of days in the tax year during which the corporation was inactive and denominator of which is 365; multiply this figure by one-half; the result is the tax due for the inactive portion of the year. The sum of the amounts obtained in (2) and (3) is the franchise tax due and must be set forth in No. 3 (A) under REMITTANCE DUE WITH THIS FORM.

30. Regulated Investment Companies

Corporations which are Regulated Investment Companies, as defined by Section 851 of the Federal Internal Revenue Code, are eligible to have their tax, in addition to the methods outlined above, on average gross assets. "Average gross assets" is taken to be the mean of the gross assets on January 1 and December 31. The rate for such companies is \$181.50 per annum for each \$1,000,000.00 or fraction thereof in excess of \$1,000,000.00 of the average gross assets during the taxable year.

The maximum tax imposed on Regulated Investment Companies is \$55,000.00. (Proration and inactivity not applicable)

Average Gross Assets:

January 1	\$
December 31	\$
Mean	\$

31. New Corporations (Renewals Use Same Method)

Corporations incorporated on or after December 31, 1977 and before January 1, 1978 are required to file this annual franchise tax report and remit the \$10.00 filing fee, but are not required to pay the franchise tax for the year 1977. Corporations incorporated during 1977, but before December 31, 1977, must compute their tax in accordance

with the instructions contained therein, and the result of that compilation is then to be multiplied by a fraction, the numerator of which is to be the number of days during which the corporation was incorporated during 1977, and the denominator of which is to be 365, the total number of days in the tax year. (e.g. Inc. July 30, 134 days $\div$ 365 days = .369863. Tax shall not be reduced below \$20.00, if incorporated before December 31, 1977.

32. Corporations Which Have Changed The Number of Authorized Shares During The Year

A corporation which has changed the number of its authorized shares during the tax year may also compute its tax in accordance with whichever of the alternative methods set forth above results in the lesser tax. However, whichever method is used, the tax must be computed separately for each period of the tax year during which a different number of shares, or different par value, was authorized. The tax resulting from each computation is to be multiplied by a fraction, the numerator of which is to be the number of days of the tax year during which that number of shares was authorized,

and the denominator of which is to be 365, the total number of days in the tax year. The sum of the products of each multiplication is the Franchise Tax Due, and the amount must be set forth above on the line provided.

If a corporation which has changed the number of its authorized shares during the tax year elects to compute its tax by the assumed par value capital method set forth above, it must set forth on page 1 of this return under "Capital Shares" and use in its computations, the number of its issued shares and its total gross assets as of a date within 30 days of each such change.

33. Professional Service Corporations

Professional Service Corporations subject to Section 1, Title 8, Chapter 6, compute their

tax according to the alternative methods set forth above. However, they are required to submit a list of all shareholders of the corporation together with this form on remittance.

34. Revision of Assessment

The Secretary of State is authorized to hear all complaints and appeals and all

ANACONDA SALES COMPANY

ITEM (8)

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
D. D. Geary, Jr.	1271 Ave. of the Americas New York, N. Y. 10020	Upon election and qualification of successor
D. L. Holland	Hennessy Building Butte, Montana 59701	"
J. L. McNulty	25 Broadway New York, N. Y. 10004	"
J. J. O'Brien	660 Bannock Street Denver, Colorado 80204	"
L. C. Powell	660 Bannock Street Denver, Colorado 80204	"
H. M. Weed	660 Bannock Street Denver, Colorado 80204	"

ITEM(9)

<u>OFFICERS</u>		<u>ADDRESS</u>	<u>TERM EXPIRES</u>
President	J. L. McNulty	25 Broadway, New York, N. Y. 10004	Upon electio and quali- fication of successor
Comptroller	J. J. O'Brien	660 Bannock Street Denver, Colorado 80204	"
Asst. Secretary	D. R. Eamon	660 Bannock Street Denver, Colorado 80204	"
Asst. Secretary	L. T. Houser	1271 Ave. of the Americas New York, N. Y. 10020	"
Asst. Secretary- Asst. Treasurer	R. B. Roper	660 Bannock Street Denver, Colorado 80204	"
Asst. Treasurer	J. N. Zervoulakos	25 Broadway New York, N. Y. 10004	"

THIS FORM, PROPERLY COMPLETED AND SIGNED, TOGETHER WITH THE APPROPRIATE REMITTANCE, MUST BE SENT TO THE SECRETARY OF STATE, P.O. BOX 999, DOVER, DELAWARE 19901, ON OR BEFORE MARCH 1, 1977. RETAIN THE DUPLICATE FOR YOUR RECORDS. PLEASE TYPE OR USE BLACK INK WHEN COMPLETING THIS FORM. IF THIS FORM IS NOT PROPERLY COMPLETED, WITH THE APPROPRIATE REMITTANCE IS RECEIVED IN THE OFFICE OF THE SECRETARY OF STATE ON OR BEFORE MARCH 1, 1977, A PENALTY OF \$25.00 WILL BE IMPOSED, INTEREST AT THE RATE OF ONE PERCENT PER MONTH, AFTER MARCH 1, 1977, OF THE FRANCHISE TAX DUE IS ASSESSED AGAINST THE FRANCHISEE. SUBSEQUENT CORPORATIONS UNTIL TAX IS PAID.

240

FILE-NO 1366-11 AGENT-NO 00010 10/23/76

Do Not Use

Paired 2-18-77

051 #2-6131

CAPITAL STATUS

Figures should be the same as reported in "Work Section" reverse side.

(1) AUTHORIZED SHARES

(2)

[illegible]

(3)

REMITTANCE DUE WITH THIS FORM

- A. Franchise Tax Due. (Enter amount from computation on back of report, not less than \$20.00)
- B. Penalty of \$25.00 (If Applicable)
- C. Interest of 1% per month Total of Franchise Tax and Penalty (If Applicable)
- D. Add Filing Fee
- E. Previous Credit

OFFICE USE ONLY		
72-74-75		\$ 242.00
...73-81		\$ -
...87		\$ -
...71-80		\$ 10.00
		\$
		\$
		\$ 252.00

Total Payment Due . . . (Checks must be drawn on U.S. Bank)

Remit payment to "Secretary of State, Dover, Delaware." Exclusive of \$10.00 filing fee, all payments shall BE NOT LESS THAN \$20.00 NOR MORE THAN \$110,000.00 for stock corporation, Non-Stock Corporations. Remit only \$10.00 filing fee.

(4) Federal Employer Identification Number

(3)	State Nature of Corporation's Business	<u>Sale of Metals</u>
-----	--	-----------------------

(d) State Principal Place of Business Outside of Delaware New York, New York

(7) State Appointed Date of Next Annual Meeting of Stockholders to Elect Directors 4th Tuesday in October - 2:00 P.M.

(8) DIRECTORS (IF NONE, SO STATE)

ADDRESS

TERM EXPIRES

(SEE ATTACHED SCHEDULE)

(9) OFFICERS (IF NONE, SO STATE)

ADDRESS

TERM EXPIRES

PRESIDENT J. V. McNulty 25 Broadway, New York, New York

VICE-PRESIDENT

VICE-PRESIDENT

SECRETARY W. R. Gibson) Hennessy Building, Butte, Montana

TREASURER W. R. GIBSON

OTHER OFFICERS (SEE ATTACHED SCHEDULE)

(A separate sheet may be attached if space is insufficient to list all directors and officers. If directors and officers have not been elected please state.)

Under penalties of perjury, I declare that I have examined this Annual Franchise Tax Report, including accompanying schedules and statements, and to the best of my knowledge and belief it is

true, correct, and complete. If prepared by a person other than the taxpayer, his declaration is based on all information of which he has any knowledge.

FEBRUARY 16. 1977

DATE

SIGN

SIGNATURE OF OFFICER, DIRECTOR (LISTED UNDER 8 OR 9 ABOVE), OR INCORPORATOR,
IF NO OFFICERS OR DIRECTORS.

Secretary-Treasurer

1946

DAIF

INDIVIDUAL OR FIRM SIGNATURE OF PREPARER

ADDRESS

FORM 1100

**ALL ITEMS MUST BE COMPLETED
IN ORDER TO PLACE REPORT ON FILE.**

ASC 00050

COMPUTATION OF FRANCHISE TAX

NOTE: ONE TAX YEAR EQUALS 365 DAYS

(Professional Service Corporations; corporations which have altered their authorized shares during the taxable year; corporations inactive during all or part of the taxable year; Regulated Investment Companies; See appropriate headings below.) Two methods are provided for computing the tax, and the lesser tax is paid. One method is based on the authorized number of shares; the other is based on "assumed par value capital"

TAX ON AUTHORIZED NUMBER OF SHARES:

1) Corporations having only authorized shares of no par value must use this method. Corporations having only authorized shares of a par value of more than \$100.00 need not compute their tax on the basis of "assumed par value capital" since that method will result in a larger tax.

Total Authorized Shares	Tax
1,000 shares or less	\$20.00
Over 1,000 but not over 3,000 shares	24.20
Over 3,000 but not over 5,000 shares	30.25
Over 5,000 but not over 10,000 shares	60.50
For each additional 10,000 shares or part thereof	30.25
FRANCHISE TAX COMPUTED ON AUTHORIZED SHARES	\$ 242.00

TAX ON ASSUMED PAR VALUE CAPITAL

(Work Section)

Corporations using this method must report issued shares as of the same date as total gross assets. For this purpose, treasury stock is considered issued. MINIMUM TAX: Corporations with over 1000 par value authorized shares, with 10 or less issued shares and no assets - pay \$20.00. Total gross assets must be reported as of the nearest date on which such amount is obtainable, but not earlier than Jan. 1, 1976, nor later than Dec. 31, 1976. Total gross assets shall be those "Total Assets" reported to the United States on U.S. Form 1120, Schedule L, relative to the company's fiscal year ending in the calendar year prior to filing with the Secretary of State, Section 503, Title 8. If Schedule L has not been filed, please report as sets which would have been reported.

The following method of computing the tax on assumed par value capital is to be used by corporations having only authorized shares with par value:

11. Total Gross Assets as of _____, 19____ * \$ _____
12. Total number of issued shares _____ * _____
13. Line 11 divided by line 12 (average gross asset value per share) _____ \$ _____
14. Number of authorized shares with par value less than or same as line 13 _____
15. Line 13 multiplied by line 14 _____ \$ _____
16. Multiply all authorized shares with greater par value than the figure shown on line 13 by their respective par value _____ \$ _____
17. Line 15 plus line 16 (assumed par value capital) _____ \$ _____
18. Total franchise tax due: \$121.00 for each \$1,000,000.00 or fraction thereof in excess of \$1,000,000.00 of the figure shown on line 17 (e.g. tax on \$1,500,000.00 is \$242.00; $2 \times \$121 = \242.00). If the figure shown on line 17 is less than \$1,000,000.00, the tax is prorated (e.g. tax on \$500,000.00 is \$60.50); $(\$500,000.00 \div \$1,000,000.00 = .50000 \times \$121.00 = \$60.50)$ _____ \$ _____

The following method of computing the tax on assumed par value capital is to be used by corporations having both par value and no par value shares:

19. Tax on authorized no par shares as computed by the Authorized Number of Shares Method (see 10 above) _____ \$ _____
20. Total Gross Assets as of _____, 19____ * \$ _____
21. Total number of issued shares (include issued shares with par and no par value) _____ * _____
22. Line 20 divided by line 21 (average gross value per share) _____ \$ _____
23. Total number of authorized par value shares with par value less than or same as line 22 _____
24. Line 22 multiplied by line 23 _____ \$ _____
25. Multiply all authorized shares with par value greater than the figure shown on line 22 by their respective par value _____ \$ _____
26. Line 24 plus line 25 (assumed par value capital) _____ \$ _____
27. \$121.00 for each \$1,000,000.00 or fraction thereof in excess of \$1,000,000.00 of the figure shown on line 26 (e.g. tax on \$1,500,000.00 is \$242.00; $2 \times \$121 = \242.00). If the figure shown on line 26 is less than \$1,000,000.00, the tax is prorated (e.g. tax on \$500,000.00 is \$60.50); $(\$500,000 \div \$1,000,000 = .50000 \times \$121.00 = \$60.50)$ _____ \$ _____
28. Total franchise tax due (Line 19 plus line 27) _____ \$ _____

2. Inactive Corporations (Tax shall not be reduced below \$20.00)

A corporation which has not engaged in any of the business activities for which it was granted a certificate of incorporation for all or any part of the tax year is entitled to reduce its franchise tax for that portion of the year by one-half. To obtain this reduction, the corporation must set forth below the period of inactivity:

This corporation was not engaged, either within or without the State of Delaware, in any of the business activities for which it was granted a certificate of incorporation during the following portion of the tax year January 1, December 31, 1976:

PARTIAL YEAR ☐ _____, 19____ through _____, 19____
ENTIRE YEAR ☐

IF THE corporation was inactive for only a portion of the tax year, the tax is to be computed as follows: (1) compute the tax for the entire year in accordance with whichever method results in the lesser tax; (2) multiply the result obtained in step (1) by a fraction, the numerator of which is the number of days in the tax year during which the corporation was active and the denominator of which is 365; the result is the tax due for the active portion of the year; (3) multiply the result obtained in step (1) by a fraction the numerator of which is the number of days in the tax year during which the corporation was inactive and denominator of which is 365; multiply this figure by one-half; the result is the tax due for the inactive portion of the year. The sum of the amounts obtained in (2) and (3) is the franchise tax due and must be set forth in No. _____ (A) under REMITTANCE DUE WITH THIS FORM.

3. Regulated Investment Companies

Corporations which are Regulated Investment Companies, as defined by Section 851 of the Federal Internal Revenue Code, are eligible to base their tax, in addition to the methods outlined above, on average gross assets. "Average gross assets" is taken to be the mean of the gross assets on January 1 and December 31. The rate for such companies is \$181.50 per annum for each \$1,000,000.00 or fraction thereof in excess of \$1,000,000.00 of the average gross assets during the taxable year.

The maximum tax imposed on Regulated Investment Companies is \$55,000.00.

(Proration and inactivity not applicable)

Average Gross Assets:	
January 1	\$ _____
December 31	\$ _____
Mean	\$ _____

4. New Corporations (Renewals Use Same Method)

Corporations incorporated on or after December 31, 1976 and before January 1, 1977 are required to file this annual franchise tax report and remit the \$10.00 filing fee, but are not required to pay the franchise tax for the year 1976. Corporations incorporated during 1976, but before December 31, 1976, must compute their tax in accordance

with the instructions contained therein, and the result of that computation is then to be multiplied by a fraction, the numerator of which is to be the number of days during which the corporation was incorporated during 1976, and the denominator of which is to be 365, the total number of days in the tax year. (e.g. inc. July 30, 134 days $365 \text{ days} = 479181$). Tax shall not be reduced below \$20.00, if incorporated before December 31, 1976.

5. Corporations Which Have Changed The Number of Authorized Shares During The Year

A corporation which has changed the number of its authorized shares during the tax year may also compute its tax in accordance with whichever of the alternative methods set forth above results in the lesser tax. However, whichever method is used, the tax must be computed separately for each period of the tax year during which a different number of shares, or different par value, was authorized. The tax resulting from each computation is to be multiplied by a fraction, the numerator of which is to be the number of days of the tax year during which that number of shares was authorized,

and the denominator of which is to be 365, the total number of days in the tax year. The sum of the products of each multiplication is the franchise tax due, and this amount must be set forth above on the line provided.

If a corporation which has changed the number of its authorized shares during the tax year elects to compute its tax by the assumed par value capital method set forth above, it must set forth on page 1 of this return under "Capital Stated," and use in its computation, the number of its issued shares and its total assets each as of a date within 30 days of each such change.

6. Professional Service Corporations

Professional Service Corporations subject to Section 1, Title 8, Chapter 6, compute their

tax according to the alternative methods set forth above. However, they are required to submit a list of all shareholders of the corporation together with this form and remittance.

Use same figures reported in item No. 2 on front



ANACONDA SALES COMPANY
ANNOUNCES THE RELOCATION OF ITS OFFICE
TO
FOUR LANDMARK SQUARE
STAMFORD, CONNECTICUT 06901
EFFECTIVE MARCH 6, 1978

TELEPHONE 203/324-6933

TWX 710-474-2171

ASC 00052

A Sales G - 3/2/78

W.C. of TAC -

elect a new / PSB
B/D < CHK
DDG

WC of B/D -

elect officers -

McN	Pres
CHK	VP-T
PSB	VP-S
RBR	A T - ?
LTH	AS

ANACONDA SALES COMPANY

BALANCE SHEET

	September 30	
	<u>1977</u>	<u>1976</u>
ASSETS		
Current assets:		
Cash	\$ 750,800	\$ 558,700
Receivables - trade	7,377,300	13,489,500
- from The Anaconda Company	974,400	
- other	91,400	553,400
Inventories	17,500	
Prepaid expenses	364,200	1,400
Total current assets	<u>9,575,600</u>	<u>14,603,000</u>
Investments - cost basis:		
Anaconda Verkaufsgesellschaft m.b.H.	31,600	31,600
The British American Metals Co., Ltd.	22,200	22,200
	<u>53,800</u>	<u>53,800</u>
Property, plant and equipment:		
Buildings, machinery and equipment	42,800	44,900
Less accumulated depreciation	31,300	29,600
	<u>11,500</u>	<u>15,300</u>
Other assets		5,000
	<u>\$9,640,900</u>	<u>\$14,677,100</u>
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses	\$ 75,500	\$ 142,800
Payable to - The Anaconda Company		8,403,800
- other affiliates	3,893,600	1,035,200
Accrued taxes	407,600	82,500
Total current liabilities	<u>4,376,700</u>	<u>9,664,300</u>
Other liabilities and deferred credits	52,500	53,400
	<u>4,429,200</u>	<u>9,717,700</u>
SHAREHOLDER'S EQUITY		
Capital stock:		
Authorized - 64,200 shares - \$75 par value		
Outstanding- 27,280 shares	2,046,000	2,046,000
Capital surplus	682,000	682,000
Retained earnings	2,483,700	2,231,400
Total shareholder's equity	<u>5,211,700</u>	<u>4,959,400</u>
	<u>\$9,640,900</u>	<u>\$14,677,100</u>

ANACONDA SALES COMPANY

STATEMENT OF INCOME

	Nine Months Ended September 30	
	<u>1977</u>	<u>1976</u>
Sales and other operating revenue	\$638,500	\$4,637,000
Interest income	<u>12,400</u>	<u>79,500</u>
	<u>650,900</u>	<u>4,716,500</u>
Operating costs	11,100	3,874,600
Selling expense	461,900	549,900
Depreciation	<u>2,700</u>	<u>3,200</u>
	<u>475,700</u>	<u>4,427,700</u>
Income before income taxes	175,200	288,800
Provision for income taxes - current	<u>89,500</u>	<u>141,700</u>
NET INCOME	<u>\$ 85,700</u>	<u>\$ 147,100</u>

STATEMENT OF RETAINED EARNINGS

	Nine Months Ended September 30	
	<u>1977</u>	<u>1976</u>
Retained earnings at beginning of period	\$2,398,000	\$2,084,300
Net income	<u>85,700</u>	<u>147,100</u>
Retained earnings at end of period	<u>\$2,483,700</u>	<u>\$2,231,400</u>

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Outstanding- 27,280 shares	2,046,000	2,046,000
Capital surplus	682,000	682,000
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Total shareholder's equity	<u>5,211,700</u>	<u>4,959,400</u>
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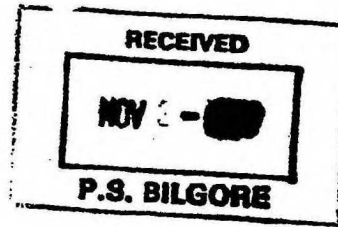
ANACONDA SALES COMPANY

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Net income	<u>85,700</u>	<u>147,100</u>
Retained earnings at end of period	<u>\$2,483,700</u>	<u>\$2,231,400</u>



November 2, 1977

Mr. P. S. Bilgore:

Re: Anaconda Sales Company

I spoke to Dick Roper in Denver a couple of days ago and he advised me that they are planning to hold annual and organizational meetings of Anaconda Sales Company shortly. The papers have been prepared and they are just waiting to get a quorum together.

In connection with his appointment as Ass't. Secretary and Ass't. Treasurer by J. L. McNulty, he sent me a copy of blanket resolution (copy attached) adopted on March 3, 1959 giving authority to the President or Vice President of Anaconda Sales to appoint subordinate officers (see attached copy of excerpt from by-laws, Article IV, Section 4, Item (6), giving Board authority to adopt such a resolution).

Norma Ranieri

atts.

cc: Messrs. L. T. Houser - w/atts.
J. E. G. Bischof- w/atta.

ASC 00062

Minutes of the regular monthly meeting of the Board of Directors of ANACONDA SALES COMPANY held at No. 25 Broadway, New York 4, N. Y., on the 3d of March, 1959, at 10:30 o'clock in the forenoon:

Present: Messrs. C. E. Weed
C. M. Brinckerhoff
E. S. McGlone
T. A. Campbell

Absent: Messrs. Herbert M. Weed
W. E. Kennedy
Clarence Glass

constituting a quorum.

Mr. T. A. Campbell occupied the chair.

The minutes of the organization meeting of the Board of Directors held on November 10, 1958, were read and approved.

The Chairman presented letters of resignations, effective December 31, 1958, from Messrs. W. E. Kennedy and Clarence Glass as directors.

On motion, duly made and seconded, these resignations were accepted.

The Chairman then stated that it was now necessary to fill one of the vacancies created by the resignations of Messrs. Kennedy and Glass.

Thereupon, Mr. Clyde E. Weed nominated Mr. C. Jay Parkinson.

There being no further nominations, on motion duly made, seconded, and unanimously adopted, Mr. Parkinson was elected a director of this Company to serve until the next annual meeting of stockholders.

Mr. Parkinson then attended the meeting.

On motion duly made, seconded and carried, the following resolutions were adopted:

RESOLVED, that the following persons be and they hereby are appointed to the offices enumerated:

W. E. Quigley, Comptroller

David R. Nelson, Assistant Comptroller

RESOLVED, that the President or Vice President of this Company be and each of them is hereby authorized and empowered to appoint subordinate officers and agents including assistant officers and managers and assistant managers of any departments of this Company and to determine the duties of any such appointee, and to authorize such individuals so appointed to sign instruments binding the Company.

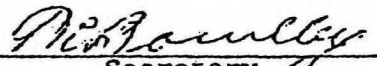
RESOLVED, that the action of the officers of the Company in distributing to the salaried employees of the Company at its New York office the usual Christmas bonus for the year 1958, be and the same hereby is ratified, approved and confirmed.

A statement of Outstanding Bank Acceptances as of February 1, 1959, in the amount of \$2,862,712 was presented, approved and ordered filed.

The Estimated Balance Sheet of the Company as of January 1, 1959, and Statement of Income Account for the month of January 1959 were presented and approved, and the Secretary was directed to file the same with the records of the Company.

There was presented to the meeting a statement showing the position of the Company and the amounts due from and to the debtors and creditors of the Company as of March 2, 1959. The statement was discussed and ordered filed.

There being no further business to transact, the meeting, on motion, adjourned.


Secretary.

EXCERPT FROM
BY-LAWS OF ANACONDA
SALES COMPANY
ARTICLE IV, SECTION
4. - DIRECTORS

Section 4. Without prej iuce to the
general powers conferred by the last preceding
clause, and the other powers conferred by statute,
by the certificate of incorporation and by these
by-laws, it is hereby expressly declared that the
board of directors shall have the following powers,
that is to say:

- (1) From time to time to make and change
rules and regulations, not inconsis-
tent with these by-laws, for the
managemzent of the corporation's busi-
ness and affairs.

- (2) To purchase, or otherwise acquire for the corporation any property, rights or privileges which the corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit.
- (3) At their discretion to pay for any property or rights acquired by the corporation either wholly or partly in money, stock, bonds, debentures or other securities of the corporation.
- (4) To create, make and issue mortgages, hypothecs, pledges, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same.
- (5) To appoint and at their discretion remove or suspend such subordinate officers, agents or servants, permanently or temporarily, as they think fit, and to determine their duties, and fix, and from time to time change their salaries or emoluments, and to require security in such instances and in such amounts as they think fit.
- (6) To confer by resolution upon any appointed officer of the corporation the power to choose, remove or suspend such subordinate officers, agents or servants.
- (7) To appoint any person or corporation to accept and hold in trust for the corporation any property belonging to the corporation, or in which it is interested, or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.

ANACONDA

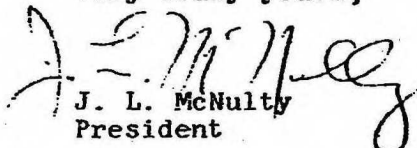
October 14, 1977

Mr. Richard Roper
The Anaconda Company
660 Bannock Street
Denver, Colorado 80204

Dear Dick:

Under the authority granted me under the by-laws of the Anaconda Sales Company, you are hereby appointed Assistant Treasurer and Assistant Secretary of the Anaconda Sales Company.

Very truly yours,


J. L. McNulty
President

JLMcN/mp

cc: H. M. Weed

ANACONDA

March 1, 1977

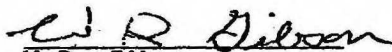
MAR 7 1977

Mr. D.D. Geary, Jr.
The Anaconda Company
1271 Avenue of the Americas
New York, NY 10020

Dear Mr. Geary:

There will be an organization meeting of the
Board of Directors of The Anaconda Sales Company on
Tuesday, March 15, 1977 at 3:00 p.m. in the office
of the Secretary - Hennessy Building, Butte, Montana.

Yours very truly,


W.R. Gibson
Secretary

WRG/slp

<u>CORPORATE NAME</u>	ANACONDA SALES COMPANY	
<u>INCORPORATED</u>	June 9, 1922, State of Delaware.	
<u>CAPITAL STOCK</u>	Authorized: 64,000 shares of \$75 par value each; issued: 27,280 shares.	
<u>ANNUAL MEETING</u>	Fourth Tuesday in October.	
<u>DIRECTORS</u>	D. D. Geary, Jr. D. L. Holland R. L. Knight J. L. McNulty J. J. O'Brien L. C. Powell H. M. Weed	New York, N. Y. Butte, Montana Tucson, Arizona Tucson, Arizona Butte, Montana Butte, Montana Englewood, Colo.
<u>OFFICERS</u>	President Secretary and Treasurer Comptroller Assistant Secretary Assistant Secretary Assistant Secretary Assistant Secretary Assistant Treasurer Assistant Treasurer	J. L. McNulty W. R. Gibson J. J. O'Brien J. A. Latham H. J. Lynch D. R. Eamon L. T. Houser C. H. Kraft J. N. Zervoulakos
<u>STOCKHOLDER(S)</u>	The Anaconda Company	27,280 shares
<u>STOCK CERTIFICATE(S)</u>	Chase Manhattan Bank vault, New York, N. Y.	
<u>OFFICES</u>	Corporate Office:	The Corporation Trust Company 100 West Tenth Street Wilmington, Delaware 19899
	Executive Office:	25 Broadway New York, New York 10004
<u>AUTHORIZED OR LICENSED TO DO BUSINESS</u>	Delaware, New York	

March 11, 1976
(Previous date issued August 28, 1975)
LR-135

Minutes of the regular monthly meeting of the Board of Directors of ANACONDA SALES COMPANY held at No. 25 Broadway, New York 4, N. Y., on the 3d of March, 1959, at 10:30 o'clock in the forenoon:

Present: Messrs. C. E. Weed
C. M. Brinckerhoff
E. S. McGlone
T. A. Campbell

Absent: Messrs. Herbert M. Weed
W. E. Kennedy
Clarence Glass

constituting a quorum.

Mr. T. A. Campbell occupied the chair.

The minutes of the organization meeting of the Board of Directors held on November 10, 1958, were read and approved.

The Chairman presented letters of resignations, effective December 31, 1958, from Messrs. W. E. Kennedy and Clarence Glass as directors.

On motion, duly made and seconded, these resignations were accepted.

The Chairman then stated that it was now necessary to fill one of the vacancies created by the resignations of Messrs. Kennedy and Glass.

Thereupon, Mr. Clyde E. Weed nominated Mr. C. Jay Parkinson.

There being no further nominations, on motion duly made, seconded, and unanimously adopted, Mr. Parkinson was elected a director of this Company to serve until the next annual meeting of stockholders.

Mr. Parkinson then attended the meeting.

On motion duly made, seconded and carried, the following resolutions were adopted:

RESOLVED, that the following persons be and they hereby are appointed to the offices enumerated:

W. E. Quigley, Comptroller

David R. Nelson, Assistant Comptroller

RESOLVED, that the President or Vice President of this Company be and each of them is hereby authorized and empowered to appoint subordinate officers and agents including assistant officers and managers and assistant managers of any departments of this Company and to determine the duties of any such appointee, and to authorize such individuals so appointed to sign instruments binding the Company.

RESOLVED, that the action of the officers of the Company in distributing to the salaried employees of the Company at its New York office the usual Christmas bonus for the year 1958, be and the same hereby is ratified, approved and confirmed.

A statement of Outstanding Bank Acceptances as of February 13, 1959, in the amount of \$2,862,712 was presented, approved and ordered filed.

The Estimated Balance Sheet of the Company as of January 31, 1959, and Statement of Income Account for the month of January 1959, were presented and approved, and the Secretary was directed to file the same with the records of the Company.

There was presented to the meeting a statement showing the Cash Position of the Company and the amounts due from and to the principal debtors and creditors of the Company as of March 2, 1959. The statement was discussed and ordered filed.

There being no further business to transact, the meeting, on motion, adjourned.

Richard J. Family
Secretary.

EXCERPT FROM
BY-LAWS OF ANACONDA
SALES COMPANY
ARTICLE IV, SECTION
4. - DIRECTORS

Section 4. Without prejudice to the general powers conferred by the last preceding clause, and the other powers conferred by statute, by the certificate of incorporation and by these by-laws, it is hereby expressly declared that the board of directors shall have the following powers, that is to say:

- (1) From time to time to make and change rules and regulations, not inconsistent with these by-laws, for the management of the corporation's business and affairs.

November 2, 1977

RECEIVED

NOV 5 7

Mr. P. S. Bilgore:

L. J. HOUSER

Re: Anaconda Sales Company

I spoke to Dick Roper in Denver a couple of days ago and he advised me that they are planning to hold annual and organizational meetings of Anaconda Sales Company shortly. The papers have been prepared and they are just waiting to get a quorum together.

In connection with his appointment as Ass't. Secretary and Ass't. Treasurer by J. L. McNulty, he sent me a copy of blanket resolution (copy attached) adopted on March 3, 1959 giving authority to the President or Vice President of Anaconda Sales to appoint subordinate officers (see attached copy of excerpt from by-laws, Article IV, Section 4, Item (6). giving Board authority to adopt such a resolution).

Norma Ranieri

atts.

cc: Messrs. L. T. Houser - w/atts.
J. E. G. Bischof- w/atts.

ASC 00073

- (2) To purchase, or otherwise acquire for the corporation any property, rights or privileges which the corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit.
- (3) At their discretion to pay for any property or rights acquired by the corporation either wholly or partly in money, stock, bonds, debentures or other securities of the corporation.
- (4) To create, make and issue mortgages, hypothecs, pledges, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same.
- (5) To appoint and at their discretion remove or suspend such subordinate officers, agents or servants, permanently or temporarily, as they think fit, and to determine their duties, and fix, and from time to time change their salaries or emoluments, and to require security in such instances and in such amounts as they think fit.
- (6) To confer by resolution upon any appointed officer of the corporation the power to choose, remove or suspend such subordinate officers, agents or servants.
- (7) To appoint any person or corporation to accept and hold in trust for the corporation any property belonging to the corporation, or in which it is interested, or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.

CORPORATE NAME

ANACONDA SALES COMPANY

INCORPORATED

June 9, 1922, State of Delaware.

CAPITAL STOCK

Authorized: 64,000 shares of \$75 par value each;
issued: 27,280 shares.

ANNUAL MEETING

Fourth Tuesday in October.

DIRECTORS

D. D. Geary, Jr.	New York, N. Y.
D. L. Holland	Butte, Montana
R. L. Knight	Tucson, Arizona
J. L. McNulty	Tucson, Arizona
J. J. O'Brien	Butte, Montana
L. C. Powell	Butte, Montana
H. M. Need	Englewood, Colo.

OFFICERS

President	J. L. McNulty
Secretary and Treasurer	W. R. Gibson
Comptroller	J. J. O'Brien
Assistant Secretary	J. A. Latham
Assistant Secretary	H. J. Lynch
Assistant Secretary	D. R. Eamon
Assistant Secretary	L. T. Houser
Assistant Treasurer	C. H. Kraft
Assistant Treasurer	J. N. Zervoulakos

STOCKHOLDER(S)

The Anaconda Company 27,280 shares

STOCK CERTIFICATE(S)

Chase Manhattan Bank vault, New York, N. Y.

OFFICES

Corporate Office: The Corporation Trust Company
100 West Tenth Street
Wilmington, Delaware 19899

Executive Office: 25 Broadway
New York, New York 10004

AUTHORIZED OR

LICENSED TO DO BUSINESS Delaware, New York

March 11, 1976
(Previous date issued August 28, 1975)
LR-135

Purpose

FEI#

13-77-5675

ANACONDA

Executive Secretary

November 14, 1977

Mr. R. B. Roper
Mineral Resources Group
The Anaconda Company
660 Bannock Street
Denver, Colorado 80204

Dear Dick:

Attached are corporate data sheets for the companies listed below which I would appreciate your updating with current information in order that new pages may be prepared for the Corporate Data Book.

Anaconda Sales Company
West Mayflower Mining Company
Mayflower Mining Company
Patten Mining Company

Thank you for your assistance in this matter.

Sincerely,



L. Thomas Houser

njr
att.

ASC 00076

OWNED BY The Anaconda Company

[illegible]

<u>CORPORATE NAME</u>	THE BRITISH AMERICAN METALS COMPANY, LIMITED	
<u>INCORPORATED</u>	January 14, 1920, United Kingdom.	
<u>PURPOSE</u>	Purchase and sale of primary metals	
<u>DIRECTORS</u>	L. A. Helps B. R. Tedham H. M. Weed	
<u>OFFICERS</u>	Managing Director Secretary	B. R. Tedham J. M. Harvey
<u>CAPITALIZATION</u>	(Par Value £1) Authorized: 10,000 shares Issued: 10,000 shares	
<u>STOCKHOLDER(S)</u>	Anaconda Sales Company Bedford Roland Tedham	9,999 shares <u>1</u> share 10,000 shares
<u>STOCK CERTIFICATE(S)</u>	Chase Manhattan Bank vault, New York, N.Y.	
<u>MEETINGS</u>	Stockholder - April 15	
<u>OFFICE</u>	French Railways House 178-179 Piccadilly London, W1V 0QH	

August 2, 1977
(Previous date issued October 25, 1974)
LR-476

☐ PRINCIPAL OF DEBT

OWNED BY Anaconda Sales Company

[illegible]

THE CORPORATION TRUST COMPANY



Associated with C T Corporation System

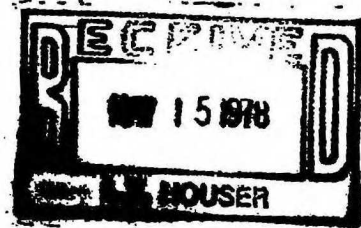
100 WEST TENTH ST., WILMINGTON, DEL. 19801 - (302) 658-7581

MAIL ADDRESS: P O BOX 631, WILMINGTON, DEL. 19899

May 9, 1978

RE: ANACONDA SALES COMPANY

RICHARD B. STEINMETZ, JR., GENERAL
COUNSEL
ATT: L. THOMAS HOUSER, ATTORNEY
THE ANACONDA COMPANY
1271 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10020



Dear Mr. Houser:

For the permanent records of this corporation,
we enclose the recorded copy of its Certificate of Dissolution
which has just been released by the Recorder of Deeds.

Very truly yours,

THE CORPORATION TRUST COMPANY

A. Dana Atwell
A. Dana Atwell
Assistant Secretary

Enclosure

ADA:jal

ASC 00080

CERTIFICATE OF DISSOLUTION
OF
ANACONDA SALES COMPANY
BY CONSENT OF STOCKHOLDER

THE UNDERSIGNED SUBSCRIBER, being the record owner and holder of all the outstanding stock entitled to vote of ANACONDA SALES COMPANY, a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY GIVE ITS CONSENT in writing to the dissolution of ANACONDA SALES COMPANY pursuant to Section 275 of the General Corporation Law of the State of Delaware, and does sign this consent to the end that it may be filed in the office of the Secretary of State of Delaware.

Dated this 27th day of March, 1978.

CORPORATE SEAL

THE ANACONDA COMPANY

By


Vice President

Attest:


Assistant Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

REC N126 PAGE 234

L. Thomas Houser, being duly sworn, deposes and says that he is the Assistant Secretary of ANACONDA SALES COMPANY and says that:

FIRST: The foregoing consent to the dissolution of the corporation has been signed by or on behalf of all the stockholders having voting power; and

SECOND: That the names and residences of the directors and officers of ANACONDA SALES COMPANY are as follows:

D I R E C T O R S

NAMES

RESIDENCES

Paul S. Bilgore

322 West 71st Street
New York, New York 10023

Donald D. Geary, Jr.

91 Carleon Avenue
Larchmont, New York 10538

Charles H. Kraft

1 Fielding Road
Short Hills, New Jersey 07078

O F F I C E R S

REC N126 PAGE 235

NAMES

RESIDENCES

James P. McNulty
President

30 Blue Spruce Circle
Weston, Connecticut 06880

Paul S. Bilgore
Vice President
and Secretary

322 West 71st Street
New York, New York 10023

Charles H. Kraft
Vice President
and Treasurer

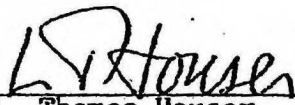
1 Fielding Road
Short Hills, New Jersey 07078

Richard B. Roper
Assistant Treasurer

4060 South Ivy Lane
Englewood, Colorado 80110

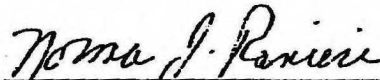
L. Thomas Houser
Assistant Secretary

16 Bradley Road
Scarsdale, New York 10583



L. Thomas Houser
Assistant Secretary
ANACONDA SALES COMPANY

Subscribed and sworn to
before me this 27th day
of March, 1978.



Notary Public

NORMA J. RANIERI
Notary Public, State of New York
No. 24-4604640
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1978

NOTARIAL SEAL



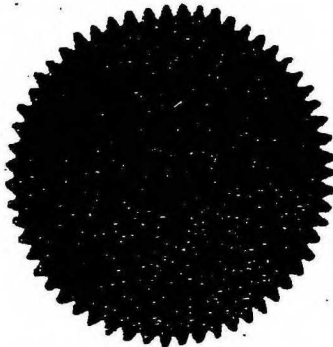
REC N126 PAGE 236

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Dissolution of the "ANACONDA SALES COMPANY", as received and filed in
this office the thirty-first day of March, A.D. 1978, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this thirty-first *day*
of March *in the year of our Lord*
one thousand nine hundred and seventy-eight.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Leo J. Dugan, Jr.

Assistant Secretary of State

FORM 121

MAR 31 1978
REC'D FOR RECORD

LEO J. DUGAN, Jr. Record

ASC 00084

THE CORPORATION TRUST COMPANY

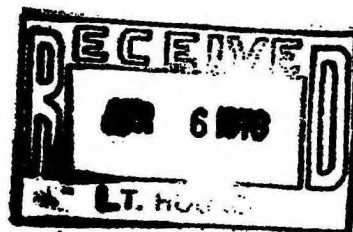


Associated with CT Corporation System
100 WEST TENTH ST., WILMINGTON, DEL. 19801 • (302) 658-7581
MAIL ADDRESS: P.O. BOX 631, WILMINGTON, DEL. 19899

March 31, 1978

RE: ANACONDA SALES COMPANY

Richard B. Steinmetz, Jr., General Counsel
Att: L. Thomas Houser, Attorney
The Anaconda Company
1271 Avenue of the Americas
New York, New York 10020



Dear Mr. Houser:

Pursuant to instructions received through our New York office, the Certificate of Dissolution for the above corporation was filed with the Secretary of State of Delaware at 10 a.m. and a certified copy thereof was recorded in the office of the Recorder of Deeds, New Castle County, Wilmington, Delaware today. This copy will be forwarded to you upon release by the Recorder in approximately two months.

We enclose one copy of the Certificate of Dissolution which has been certified by the Secretary of State.

Very truly yours,

THE CORPORATION TRUST COMPANY

Kathleen L. Husfelt

Kathleen L. Husfelt
Service Division

KLH:vak
Enc.

ASC 00085

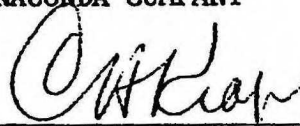
CERTIFICATE OF DISSOLUTION
OF
ANACONDA SALES COMPANY
BY CONSENT OF STOCKHOLDER

THE UNDERSIGNED SUBSCRIBER, being the record owner and holder of all the outstanding stock entitled to vote of ANACONDA SALES COMPANY, a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY GIVE ITS CONSENT in writing to the dissolution of ANACONDA SALES COMPANY pursuant to Section 275 of the General Corporation Law of the State of Delaware, and does sign this consent to the end that it may be filed in the office of the Secretary of State of Delaware.

Dated this 27th day of March, 1978.

THE ANACONDA COMPANY

By


Vice President

Attest:


Assistant Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

L. Thomas Houser, being duly sworn, deposes and says that he is the Assistant Secretary of ANACONDA SALES COMPANY and says that:

FIRST: The foregoing consent to the dissolution of the corporation has been signed by or on behalf of all the stockholders having voting power; and

SECOND: That the names and residences of the directors and officers of ANACONDA SALES COMPANY are as follows:

D I R E C T O R S

<u>NAMES</u>	<u>RESIDENCES</u>
Paul S. Bilgore	322 West 71st Street New York, New York 10023
Donald D. Geary, Jr.	91 Carleon Avenue Larchmont, New York 10538
Charles H. Kraft	1 Fielding Road Short Hills, New Jersey 07078

OFFICERS

NAMES

James P. McNulty
President

Paul S. Bilgore
Vice President
and Secretary

Charles H. Kraft
Vice President
and Treasurer

Richard B. Roper
Assistant Treasurer

L. Thomas Houser
Assistant Secretary

RESIDENCES

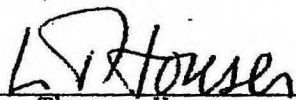
30 Blue Spruce Circle
Weston, Connecticut 06880

322 West 71st Street
New York, New York 10023

1 Fielding Road
Short Hills, New Jersey 07078

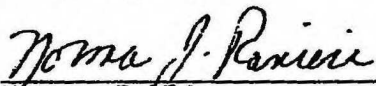
4060 South Ivy Lane
Englewood, Colorado 80110

16 Bradley Road
Scarsdale, New York 10583



L. Thomas Houser
Assistant Secretary
ANACONDA SALES COMPANY

Subscribed and sworn to
before me this 27th day
of March, 1978.



Notary Public

NORMA J. RANIERI
Notary Public, State of New York
No. 24-4604840
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 19 79

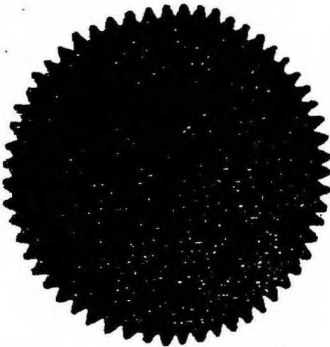


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Dissolution of the "ANACONDA SALES COMPANY", as received and filed in
this office the thirty-first day of March, A.D. 1978, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this thirty-first *day*
of March *in the year of our Lord*
one thousand nine hundred and seventy-eight.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

John D. [Signature]

Assistant Secretary of State

Record Center Box Number: G89-19

AMERICAN SALES Co. - REORGANIZATION

909-22 Investment Elim for Anna Sales Co. only

delete from
9092

5100	289	Cap. Strk.	2,046,000.00
5310	294	R/E	2,398,035.15
5200	291	Cap Surplus	<1,716,035.15>
2110	138	Investment	<2,728,000.00>

3410
5441
ADJUST ment to Div Intest

Sales Co.

Non Curr/Liab
Def Taxes -
Current Accruals
NY 3830 - NY Tax

5100 + 5200 → 5920
5350 @ 3/31 → 5320
5310 leave alone
3400 → 5941

Anna Sales Co. <Book entries Unit 811>

Booked by
Jim Roche

<u>4/c</u>		
5100	Cap. Stk.	2,046,000.00
5200	Cap. Surplus	682,000.00
5920	DIV. G/L BEG. - ADJUST.	<2728,100.00>
—H—		
3400	a/p Cons Sub	8,588,223.38
5944	Cur 4/c Cap.	<8,588,223.38>

5350	Net Inc	27,499.80
5320	ADJ	<27,499.80>
(to Seaportgate NI @ 3/21/78 - T&T Returns etc.)		

at 12/7/78

5310	2,469,285.??
	<u>27,499.80</u>

5941

Joan Ok
has
copy

THE ANACONDA COMPANY

Mineral Resources Group

660 BANNOCK STREET
DENVER, COLORADO 80204

INTER-COMPANY CORRESPONDENCE

To: A. L. Bartallota

Date: May 5, 1978

From: R. H. Picard

Subject: Dissolution of Anaconda
Sales Company

The dissolution of the Corporate structure of Anaconda Sales Company and the subsequent setting up of your sales office as a department of Anaconda requires us to make certain entries in our records. Also, as a department of Anaconda you will not have to continue the agency commission charges; but, you will be able to record transactions that you originate, primarily sales and freights.

Following is a list of the changes as I perceive them. If there is anything omitted, or if you are not in agreement, please advise me, otherwise we will make these changes in May accounts.

Dissolution of Sales Co.

To close out capital accounts and to open your department control account:

DR 5100 Capital Stock	\$2,046,000.00	
DR 5200 Capital Surplus	682,000.00	
CR 5941 MRG Control		\$2,728,000.00

To close out your subsidiary accounts payable to MRG:

DR 3400 Payable to MRG	\$8,588,223.38	
CR 5941 MRG Control		\$8,588,223.38

To close out your retained earnings as of March 31, 1978:

DR 5310 Retained Earnings 1-1-77	\$2,469,288.33	
DR 5320 Retained Earnings Adj.*	27,499.80	
CR 5941 MRG Control		\$2,496,788.13

- * Profit and loss for three months ended 3/31/78. At year end 1978 close out the three month profit to A/C 5320 retained earnings adjustment and the balance of your profit and loss to A/C 5941.

RHPicard-ALBartallota
May 5, 1978
Page 2

Discontinuance of Sales Commissions

For Division Product Line Accounting, Anaconda Sales Company results for three months ended March 31, 1978 will continue to be reported in the miscellaneous subsidiary category. However, from that time on we will report the expenses of the Sales Department in the marketing line of our copper profit. Presently, the \$4.00 per ton commission paid to Sales Co. is included in that line.

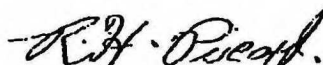
This will necessitate your reversal of commissions from April 1st.

Recording of Your Originating Entries

It is now possible for the Sales Department to record transactions which it originates and for which it is responsible. This should afford us greater control than the previous system of account transfers. Specifically, you can record metal sales invoiced to customers, freight charges, cathode allowances and B & M premiums; allowances to toll customers for cathode return and probably some others. So that we can have all copper sales on one set of books, I suggest you also book local sales from the Great Falls Refinery.

The above will require a reversal of transfers made for the first four months of 1978. Joan Okesson will prepare a comprehensive list of accounts and balances to be booked in May accounts.

This procedure should save us both substantial amounts of time in not having all these unnecessary account transfers and the subsequent reconciliations.


R. H. PICARD
Accounting Manager

RHP/ak

cc: J.J. O'Brien
H.M. Weed
J.L. McNulty
J.A. Rahilly
J.F. Carroll
J.B. Okesson