Minutes of Regular Meeting of Board of Directors of National Lead Comp held at No 100 William Street, New York, on Thursday, April 16, 1903 at 11 A M.

Present: Messrs. Wm. Cole, R. C. Carpenter, F. W. Cook
Jos. Stevens, H. W. Peckham, C. F. Wells
R. R. Colgate, E. C. Gorham, Walter Cutler
R. P. Rowe, A. P. Thompson

The minutes of meeting held March 19, 1903, were read and duly approved.

On separate motions, the following resolutions were adopted unanimously, the roll being called in each case:

Resolved, That the following actions of the Executive Committee be and are hereby approved and confirmed:

Appropriating $13,500. for estimated cost of Machinery and Office Building to be constructed at the Cleveland Branch.

Instructing Secretary to mail opinion to John T. Lewis & Bros Co. that their Oxide Building and machinery in same should be renewed, the estimated cost being $43583.50.

Resolved, That the Officers of this Company be and are hereby authorized and instructed to execute the following agreement with Gerard B. Smith and W. W. Lawrence, of Pittsburgh, Pennsylvania:

Memorandum of Agreement made the 20th day of April, 1903, between Gerard B. Smith and W. W. Lawrence, of Pittsburgh, Pennsylvania, parties of the first part, and National Lead Company, a corporation of the State of New Jersey, party of the second part, Witnesseth:

Whereas, the parties of the first part claim to own or control the entire capital stock of the Sterling White Lead Company, a corporation of the State of Pennsylvania, and the party of the second part desires to acquire said stock on the terms hereinafter set forth;

Now Therefore, in consideration of the premises and of one dollar by each to the other in hand paid, the receipt whereof is hereby acknowledged, the parties hereby covenant and agree as follows:

I. The parties of the first part will forthwith sell and deliver to the party of the second part the entire capital stock of said Sterling White Lead Company, being 5000 shares of the par value of $100. per share, and will forthwith deliver to the party of the second part certificates therefor duly endorsed in blank for transfer, and will cause said stock to be transferred upon the books of said Sterling White Lead Company to the second party, or its nominees.

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of the present officers and directors of the said Sterling White Lead Company, and the election in their places of such persons as shall be designated by the party of the second part.

III. The considerations to be paid by the party of the second part shall be as follows:

(a) The party of the second part will pay and deliver to the parties of the first part $700.000. in par value of its debenture bonds, which debenture bonds shall be dated May first 1903, and shall be payable twenty years after said date, and shall bear interest at five per cent. per annum, payable semi-annually on the first days of May and November in each year, and shall contain a provision for the creation of an adequate sinking fund, and a provision authorizing the party of the second part at its option to redeem said debentures at any time at par and accrued interest, and a provision that no mortgage shall be placed on any of the properties owned by the National Lead Company without providing for the payment and redemption of said debentures as aforesaid.

(b) The party of the second part will advance to said Sterling White Lead Company the sum of $300.000.00/100 being the amount of all the debts, obligations and incumbrances of said company or its properties, existing on the 20th day of April, 1903, as certified by the parties of the first part, which sum shall forthwith be applied to cancel and discharge said debts, obligations and incumbrances.

(c) The party of the second part will pay to the parties of the first part the sum of Thirty two thousand eight hundred and fifty five 95/100 dollars, being an amount equal to the inventoried value of the stock in trade of said Sterling White Lead Company, less the amount of said company's aforesaid indebtedness.

(d) As and when the accounts and bills receivable of said Sterling White Lead Company, existing on the 20th day of April, 1903, shall be collected, the party of the second part will pay or cause to be paid to the parties of the first part an amount or amounts equal to the amount collected, less the cost, if any, of collection.

IV. The parties of the first part hereby warrant and guarantee to the party of the second part that the indebtedness of the said Sterling White Lead Company on the 20th day of April, 1903, does not exceed the sum of $325.000.00/100 dollars in amount, and shall be cancelled and discharged out of the moneys advanced by the party of the second part to said Sterling White Lead Company as aforesaid, and

and its properties are free and clear of any lien, encumbrance or liability of any sort, and the parties of the first part further jointly and severally agree that if any other indebtedness, encumbrance or liability of said Sterling White Lead Company or its properties shall hereafter be found to have existed on said 20th day of April, 1903, they will pay and discharge the same and indemnify and save harmless the party of the second part and said Sterling White Lead Company from and against the same.

V. The parties of the first part agree that they will not, (except as clerks, officers or employees of the party of the second part or said Sterling White Lead Company, or with the assent in writing of the party of the second part) engage or become interested, directly or indirectly, in the business of manufacturing white lead, or any of the products of pig lead, or in any business which could compete with the business carried on by the party of the second part or said Sterling White Lead Company, for the period of fifteen years from the date of this agreement, in any part of the United States north of the thirty third parallel of North Latitude.

And the parties of the first part undertake and agree to procure the execution and delivery to the party of the second part of a like agreement by the other officers and directors of said Sterling White Lead Company.

In Witness Whereof, the parties of the first part have hereunto set their hands and seals, and the party of the second part has caused its corporate seal to be hereto affixed and these presents to be signed by its President the day and year first above written.

On motion, duly Seconded, Mr. W. W. Lawrence was elected a Director, to fill the vacancy caused by the resignation of Mr. Shipman, and subsequently was elected Treasurer, to date from May 1, 1903.

On motion, the meeting then adjourned.

Charles Davison
Secretary

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