Philadelphia, Pa.
November 28, 1949

A special meeting of the Stockholders of John T. Lewis and Brothers Company was held this day at 2607 East Cumberland Street, Philadelphia, Pennsylvania at 3:45 P.M. pursuant to notice duly given.

There were present, either by proxy or in person, the following shareholders owning all of the outstanding shares of the capital stock of said corporation, namely:

National Lead Company	(proxy)	6,960 shares
Leonard T. Beale	(proxy)	5 shares
J. W. Gardiner, Jr.	(in person)	5 shares
J. A. Martine	(proxy)	5 shares
A. E. McGarren	(in person)	5 shares
Morris H. Merritt	(in person)	5 shares
Walter Morris	(in person)	5 shares
G. A. Watts	(in person)	5 shares
A. M. Wilson	(in person)	5 shares

Mr. J. W. Gardiner, Jr., President of the corporation, was chosen Chairman of the meeting, and Mr. Morris H. Merritt, Secretary of the corporation was chosen Secretary thereof.

The Chairman presented to the meeting the proxy held by Messrs. Gardiner and Merritt covering the shares of stock held by National Lead Company and Mr. J. A. Martine.

The Chairman stated that the purpose of the meeting was to take action upon the Plan of Liquidation of JOHN T. LEWIS AND BROTHERS COMPANY and the agreement evidencing said Plan of Liquidation approved by the Board of Directors of this corporation at its meeting duly called and held the 21st day of November 1949. The Minutes of which said meeting were duly read. Thereupon, the following resolutions were duly offered:

> RESOLVED, that the action of the Board of Directors of this corporation taken at its meeting held on the 21st day of November 1949, as evidenced by the Minutes of said meeting, providing, inter alia, for the liquidation of this corporation on the terms outlined in the Plan of Liquidation and agreement evidencing the same, be and the same is in all respects hereby ratified, confirmed and approved; and
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> FURTHER RESOLVED, that the Board of Directors of this corporation, as well as its corporation officers, be and they hereby are authorized, directed and empowered to take all steps and to do all acts and things that may be appropriate, expedient or necessary to effectuate the intents and purposes of the resolutions adopted by the Board of Directors at said meeting and of this resolution.

A vote of the shareholders entitled to vote was then taken on the foregoing resolutions. All the shareholders having voted, the Secretary canvassed the vote and reported that the total number of shares entitled to vote was 7,000; that the number of shares voting in the affirmative was 7,000, and that the number of shares voting the negative was zero.

The Chairman reported that the said resolutions had received the affirmative votes of all the shareholders of the outstanding shares entitled to vote in respect thereof, and that accordingly the resolutions had been carried.

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

Morris H. Merritt

Morris H. Merritt, Secretary