Philadelphia, Pa.
January 16, 1939.

The Annual Meeting of the Stockholders of John T. Lewis & Bros. Co. was held this day at the offices of the company.

Mr. Morris H. Merritt acted as Secretary of the meeting.

On motion, the reading of the minutes of the previous meeting was dispensed with.

The votes cast were:

Edward F. Beale................	5 shares
S. French Reeves...............	5 shares
J. W. Gardiner, Jr.............	5 shares
Morris H. Merritt..............	5 shares
Leonard T. Beale...............	5 shares
By proxy-National Lead Co............	6965 shares
Total.......................	6990 shares

The following gentlemen were nominated to serve as Directors for the ensuing year:

Edward F. Beale
Leonard T. Beale
J. W. Gardiner, Jr.
Morris H. Merritt
S. French Reeves
Fletcher W. Rockwell
Harold Rowe

On motion the nominations were closed and Mr. H. Evans Rhell, qualifying before a Notary as Judge of Election, counted the votes cast and announced that the above named gentlemen had been unanimously elected.

The new by-laws as adopted at the Directors' meeting on April 25, 1938 were approved.

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

Morris H. Merritt
Secretary

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