ANACONDA LEAD PRODUCTS COMPANY

Minutes of Special Meeting of Stockholders.

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

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

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

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

Proxies having been called for and presented and the

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

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

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

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

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

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

and further

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

and further

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

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

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

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

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

Secretary.