

JOHN T. LEWIS AND BROTHERS COMPANY

WRITTEN CONSENT OF SOLE STOCKHOLDER

The undersigned, being the sole stockholder of JOHN T. LEWIS AND BROTHERS COMPANY, a Pennsylvania corporation, hereby consents to the following actions taken by the corporation pursuant to Section 513 of the Pennsylvania Business Corporation Law:

RESOLVED, that JOHN T. LEWIS AND BROTHERS COMPANY hereby approves and adopts the following plan of merger:

PLAN OF MERGER

1. NATIONAL LEAD COMPANY hereby merges JOHN T. LEWIS AND BROTHERS COMPANY into itself and JOHN T. LEWIS AND BROTHERS COMPANY hereby merges into NATIONAL LEAD COMPANY, which shall be the surviving corporation;
2. The Certificate of Incorporation and the By-Laws of the surviving corporation, in effect on the effective date of the merger, shall continue to be and remain the Certificate of Incorporation and the By-Laws of the surviving corporation;
3. The directors and officers of the surviving corporation, in office on the effective date of the merger, shall continue to be and remain the directors and officers of the surviving corporation;
4. On the effective date of the merger all of the issued and outstanding shares of JOHN T. LEWIS AND BROTHERS COMPANY, all of which are owned by the surviving corporation, shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor; further

RESOLVED, that the appropriate officers of the corporation be, and each of them hereby is, authorized and directed to take all such action, including the preparation, execution, acknowledgment, delivery and filing of applications, certificates, undertakings, notices and other agreements and documents, including any and all amendments to documents and agreements, with appropriate persons, including governmental authorities and including the appearance before officials of any federal, state or local governmental agencies, authorities, commissions or other similar bodies, in such manner as they or any of them may deem necessary or desirable in order to carry out and effectuate the intent of the foregoing resolution; further

RESOLVED, that all actions heretofore taken by any officer or director of the corporation in connection with the merger are hereby approved and ratified in all respects.

Dated: September 1 , 1976

NATIONAL LEAD COMPANY

By *V.R. McLean*
Vincent R. McLean
Vice President

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