

MINUTES OF MEETING  
LEGAL ADVISORY COMMITTEE  
Conference Room of Wilmer, Cutler & Pickering  
1666 K Street, N.W., Washington, D. C.  
April 8, 1975

PRESENT

Brian D. Forrow, Chairman  
Bruce M. Barackman, Secretary  
Reginald C. Burroughs  
Albert A. Eustis  
J. H. Hanes  
Frank R. Lyon, Jr.  
Iver C. Macdougall  
Charles S. Maddock  
Neil R. Mitchell  
E. J. Mooney  
Douglas M. More  
Russell J. Parsons  
Edwin J. Putzell, Jr.  
Donald P. Walsh  
Charles E. Welch  
James I. Wyer

Allied Chemical Corporation  
Manufacturing Chemists Association  
Olin Corporation  
W. R. Grace & Co.  
Dow Chemical U.S.A.  
Union Carbide Corporation  
Stauffer Chemical Company  
Hercules Incorporated  
Velsicol Chemical Corporation  
Nalco Chemical Company  
Airco, Inc.  
Borg-Warner Corporation  
Monsanto Company  
Shell Oil Company  
E. I. du Pont de Nemours & Company  
American Cyanamid Company

Lloyd N. Cutler  
John H. Pickering  
C. Boyden Gray\*

Outside Counsel  
Outside Counsel  
Outside Counsel

\*(Present beginning with the  
discussion of Item 5)

ABSENT

Robert A. Longman  
Arloe W. Mayne

Celanese Corporation  
Ashland Oil Company

The meeting convened at 10:00 a.m. with Brian Forrow, Chairman, presiding.

1. Proposed Rules of Organization and Procedure Consideration of the Rules of Organization and Procedure was postponed until the next meeting of the Legal Advisory Committee (LAC). The Secretary was requested to provide each LAC member with a copy of the MCA Directory, latest MCA Annual Report, and the MCA Antitrust Guide. It was recommended meanwhile the Antitrust Guide be revised and updated by Outside Counsel.

CMA 086412

2. Memorandum from Wilmer, Cutler & Pickering re "Advocacy Before Governmental Bodies by the Manufacturing Chemists Association"  
Mr. Cutler and Mr. Pickering supplied the background leading up to the preparation of the memo on advocacy; concluded that MCA can do more in this area, but such activity must be under the guidance of counsel; and emphasized that the critical area was the impact of jointly obtained information on competition as opposed to its impact on proposed legislation or regulations.

The memorandum, a thorough and professional legal treatment of advocacy, had been previously received as a communication to the LAC. There was general agreement with its recommendations and conclusions. Outside Counsel was requested to condense it to a four to five page recommendation of the role MCA can and should play, and include a reference to lobbying (registering requirements). This will be circulated to the LAC for comment, then sent to the Executive Committee as a communication from the LAC and Outside Counsel.

3. Proposal for Chemical Industry Response to Alleged Ozone Depletion Under existing legislative proposals Congress may be headed toward adoption of a regulatory theory of banning certain existing products allegedly a threat to public health pending proof that those products are safe. This theory, if implemented, would have far reaching effects on the entire chemical industry and must be dealt with in principle. It is already present in the ozone depletion controversy as well as the toxic substances control bill, and can be expected to appear as other environmental issues arise.

Mr. Welch will prepare a draft setting forth MCA's role and positions which can be taken by MCA in regard to these "burden of proof" and related questions. The draft will be circulated to the LAC for comment before being forwarded to the Executive Committee for consideration.

4. Arnstein Suit Mr. Pickering brought the LAC up to date on the status of this action in Philadelphia federal court against MCA and others and stated that information packets were available for each member containing the complaint, MCA's motion to dismiss for lack of jurisdiction and failure to state a claim, and plaintiff's opposition to that motion.

5. Toxic Substances Control Bill, S. 776 Mr. Cutler and Mr. Gray reported on the status of this legislation and MCA's efforts to secure changes on points of major interest. Those points and the changes being advocated were discussed in terms of the most recent MCA mark-up of March 24. The LAC members will be supplied with copies of that mark-up and a list of relative priorities. The need was noted for prompt reactions to various alternatives and suggestions as the legislation moves through mark-up. It was agreed that Outside Counsel would keep the LAC members generally informed, and that they would coordinate with their executives and would seek to provide quick response capability. It was noted that Outside Counsel should be given copies of all member company statements on the legislation.

6. Antitrust Compliance There was no discussion of the Hart-Scott bill, S. 1284, which had been sent to LAC members in advance of the meeting. The general matter of antitrust compliance was covered in the discussion of Item 1 and 2 above.

7. "Burden of Proof" Provision in Environmental Legislation  
This matter was covered in the discussion of Item 3 above.

The meeting adjourned at 12:45 p.m.



Bruce M. Barackman  
Secretary

Minutes subject to approval  
April 16, 1975  
BMB:gr