

A S S I G N M E N T

NOW, this 24th day of November, 1965, THE CANADA METAL COMPANY LIMITED, incorporated in Ontario, Canada and having a place of business at 721 Eastern Avenue, Toronto, Ontario, Canada for the sum of One Dollar to it in hand paid by NATIONAL LEAD COMPANY, and other good and valuable consideration, the receipt of which is hereby acknowledged, hereby assigns, transfers and sets over unto NATIONAL LEAD COMPANY, a corporation of the state of New Jersey, United States of America, having offices at 111 Broadway, New York, New York, U.S.A., its successors and assigns, the entire interest of THE CANADA METAL COMPANY LIMITED together with its rights and obligations in and to that certain document entitled Memorandum of Agreement made in triplicate as of the 31st day of August, 1949, and amendments thereto by and between THE SHERWIN-WILLIAMS COMPANY OF CANADA LIMITED, THE CANADA METAL COMPANY LIMITED, and THE CARTER WHITE LEAD COMPANY OF CANADA LIMITED.

IN TESTIMONY WHEREOF, THE CANADA METAL COMPANY LIMITED has caused these presents to be signed by its President thereunto duly authorized and its corporate seal to be hereunto affixed and Attested by its Secretary

THE CANADA METAL COMPANY LIMITED

BY: *Barclay Smith*

(Title)

PRESIDENT --

ATTEST:

BY: *A. D. Haddon*

(Title) SECRETARY

This assignment has been agreed to and accepted by NATIONAL LEAD COMPANY which has caused these presents to be signed by its VICE PRESIDENT thereunto duly authorized and its corporate seal to be hereunto affixed and Attested by its SECRETARY, this 2nd day of December, 1965.

NATIONAL LEAD COMPANY

BY: *Clarence M. McNeill*

VICE PRESIDENT

ATTEST:

BY: *J. J. Semur*

SECRETARY

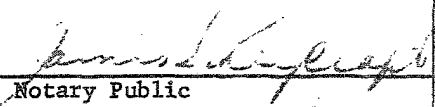
A F F I D A V I T

I, Carleton H. Smith, President of The Canada Metal Company Limited, whose full post office address is 25 Blair Athol Crescent, Islington, Ontario, Canada, make oath and say:

That the seal affixed to the attached assignment is the seal of the said company and has been properly affixed in accordance with the constitution and by-laws of the said company, and has been verified in accordance therewith under the hands of the directors or officers whose signatures appear on the assignment in verification thereof.



Sworn before me at the City of Toronto
this 29th day of November, 1965.


Notary Public

NL 000041721

N 27415.01

A F F I D A V I T

I, Claude M. Merrell, Vice President
of NATIONAL LEAD COMPANY, whose full post office address is
166 East 63rd Street, New York, New York,
make oath and say:

That the seal affixed to the attached assignment is
the seal of the said company and has been properly affixed in
accordance with the constitution and by-laws of the said company,
and has been verified in accordance therewith under the hands
of the directors or officers whose signatures appear on the
assignment in verification thereof.

Claude M. Merrell

Sworn before me at New York, New York
this 2nd day of December, 1965.

John I. Lawlor
Notary Public

JOHN I. LAWLOR
Notary Public, State of New York
No. 83-7449800
Qualified in Bronx County
Cert. Filed in New York County
Commission expires March 30, 1968

NL 000041722

N 27415.02