200347

March 22, 1999

BY OVERNIGHT MAIL

Mr. Muthu Sundram
Office of Regional Counsel
New Jersey Superfund Branch
U. S. Environmental Protection Agency
290 Broadway, 17th Floor
New York, NY 10007-1866

Re: LCP Chemicals, Inc. Superfund Site
Linden, Union County, New Jersey

Dear Mr. Sundram:

Pursuant to my letter of March 5, 1999, transmitting E. I. du Pont de Nemours and Company's ("DuPont") response to the Request for Information for the LCP Chemicals, Inc. Superfund Site in Linden, New Jersey (the "Site"), I am writing to provide additional information regarding DuPont's alleged ownership and operation of the Site.

On December 1, 1928, the Grasselli Chemical Company (Ohio) ("Grasselli Ohio") sold a majority of its assets to DuPont. At the same time, Grasselli Ohio reserved certain assets for transfer to the Grasselli Dyestuffs Corporation ("Grasselli Dyestuffs"), which was both a joint venture of Grasselli Ohio and the Bayer Company and a subsidiary of Germany's I.G. Farbenindustrie ("I. G. Farben"). In this manner, DuPont acquired title to two sections of land partially underlying the Site (the "Western Property" and the "Eastern Property"), and I. G. Farben, which assumed sole ownership of Grasselli Dyestuffs, came to own much of the remainder of the Site's land.

After obtaining title from Grasselli Ohio, DuPont immediately transferred the Western Property and the Eastern Property, as well as the other Grasselli Ohio assets, to its wholly owned subsidiary, The Grasselli Chemical Company (Delaware). However, DuPont's Grasselli subsidiary apparently did not conduct any operations on either the Western Property or the Eastern Property and dissolved in 1936. At that time, the Grasselli Chemicals Department of

DuPont assumed ownership of the Grasselli subsidiary's assets, and thus, on October 31, 1936, DuPont reacquired title to the Western Property and the Eastern Property.

No evidence exists to suggest that DuPont operated on any portion of the Site following the 1936 transfer. Indeed, relevant documents, photographs, and site maps indicate that no operations and no disposal took place on either the Western Property or the Eastern Property during the period of DuPont's ownership.

The Western Property

An April 1, 1949, DuPont memorandum refers to the Western Property as a "long narrow strip of land of irregular shape, approximately 150 feet wide and containing approximately 12.8 acres, lying between the General Aniline[1] property and the railroad yards of the Central Railroad of New Jersey"; it is outlined in blue and designated as "Parcel, DuPont to G.A.F., 9-15-49, D.B. 1776 Pg. 7" on Exhibit A. As also shown on Exhibit A, that portion of the Western Property within the red-outlined lots is within the boundaries of the Site. However, the evidence suggests that no operations and no disposal took place on any part of the Western Property prior to DuPont's sale of that parcel to General Aniline & Film Corporation ("GAF") on September 15, 1949. That evidence includes:

- The April 1, 1949, DuPont memorandum mentioned above, which states that the Western Property was intended "for the establishment of a railroad classification yard" that "was never established";
- an April 6, 1949, resolution of the DuPont Executive Committee, which describes the Western Property as "idle land";
- the aerial photography attached as Exhibit B, which shows no development in the area of the Western Property in 1944;
- USEPA Region II's own August 12, 1996, Removal Site Evaluation for the Site, which states that "GAF had produced chlorine and sodium hydroxide at this location since 1952," three years after DuPont sold the Western Property; and
- LCP Transportation, Inc.'s September 30, 1988, ECRA Applicability/Nonapplicability Affidavit to NJDEP, which describes theSite as a "22 acre facility, which was constructed by GAF *in the mid to late 1950's"* and thus, again, after DuPont's ownership of the Western Property.

The Eastern Property

The Eastern Property is outlined in blue on the Exhibit A and marked as "36.307 ac. DuPont to G.A.F., 7-9-63, D.B. 2648 Pg. 319, Grasselli to DuPont, 10-31-36 D.B. 1330 Pg. 321." As with the Western Property that portion of the parcel that falls within Exhibit A's red outline lies within the boundaries of the Site. Again, however, the evidence suggests that no

[1] I. G. Farben had changed the name of Grasselli Dyestuffs to General Aniline Works, Inc. ("General Aniline") in 1929.

operations and no disposal took place on the Eastern Property prior to DuPont's sale of that parcel to GAF on July 9, 1963.

The portion of the Arthur Kill, N.Y.-N.J. USGS Quadrangle map that is marked in black on Exhibit C shows no development on the Eastern Property as of 1966, three years after DuPont sold that parcel. Moreover, the revisions to the same USGS map shown in magenta demonstrates that, as of 1981, still no operations were taking place on that portion of the Eastern Property that underlies the Site.

Thus, the evidence indicates that no operations or disposal occurred on either the Western Property or the Eastern Property during DuPont's ownership of those parcels. Accordingly, DuPont is not a "person who at the time of disposal of any hazardous substance owned or operated [the Site]," and it did not "arrange[d] for disposal or treatment...of hazardous substances [at the Site]." 42 U.S.C. Section 9607 (a)(2),(3). Therefore, DuPont respectfully declines to enter into any Administrative Consent Order to perform the Site's RI/FS.

We would be pleased to meet with you regarding this information at your request.

Very truly yours,

Barbara U. Gravely

Barbara U. Gravely

Attachments

cc: Ms. Patricia Simmons (w/o attachments)
Emergency and Remedial Response Division
U. S. Environmental Protection Agency
290 Broadway, 20th Floor
New York, NY 10007-1866

Revised 3/22/99

E. I. DU PONT DE NEMOURS AND COMPANY
RESPONSE TO REQUEST FOR INFORMATION
LCP CHEMICALS, INC. SUPERFUND SITE
LINDEN, NEW JERSEY

1. a. State the legal name of your business.

E. I. du Pont de Nemours and Company

b. State the name and address of the president or the chairman of the board, or other presiding officers of your business.

Charles O. Holliday, Jr.
Chairman, CEO and President
1007 Market Street
Wilmington, DE 19898

c. Identify the state of incorporation of your business and your business agent for service of process in the state of incorporation and in New Jersey.

Incorporated in the State of Delaware in September 1915. For Delaware, E. I. du Pont de Nemours and Company serves as its own registered agent located at 1007 Market Street, DuPont Bldg. 8048, Wilmington, DE 19898, Attention: Corporate Secretary or Assistant Secretary

The registered agent for New Jersey is CT Corporation System, 820 Bear Tavern Road, West Trenton, NJ 08628

d. Provide a copy of your business "Certificate of Incorporation" and any amendments thereto.

Attached.

e. If your business is a subsidiary or affiliate of another company, or has subsidiaries or is a successor to another company, identify these related companies. For each related company, describe the relationship to your business and indicate the date and manner in which each relationship was established.

The DuPont Company is not a subsidiary or affiliate of another company. It is a Fortune 500 company that has been in business nearly 200 years. During

the time, DuPont has been affiliated with many other entities through acquisition or merger; it has also subsequently divested itself of entities. DuPont will be pleased to supply information on any specific entity upon request.

2. Does the business entity identified in Question 1 above have a permit or permits issued pursuant to the Resource Conservation and Recovery Act, 42 U.S.C. Section 6901 *et seq*? Also, if any of the business entities identified in Question 1 above has/had an EPA Identification Number, state it in your answer to this Question.

The DuPont Company currently operates at over 60 locations throughout the United States; historically the number is much larger. It would be very onerous to answer this question and also not relevant to the concerns addressed in this Information Request.

The EPA Identification Number for the Grasselli Plant in Linden is NJD002185965.

If the Agency is interest in the number for any other plant location, it will be given upon request.

3. Do you currently own, operate, lease, or maintain, or have in the past owned, operated, leased, or maintained any real property at the LCP Chemicals, Inc. Site? Provide all relevant documentation, including leases, deeds, or other materials which relate to such premises.

DuPont does not currently own or operate any real property at the LCP Chemicals, Inc. Superfund Site (the "LCP Site" or the "Site"). In the past, however, DuPont owned part of the Site. DuPont acquired title to a portion of the LCP Site on December 1, 1928, when it purchased the assets of The Grasselli Chemical Company (Ohio). Although DuPont immediately transferred the Grasselli (Ohio) assets to its wholly owned subsidiary, The Grasselli Chemical Company (Delaware), it reacquired title to the same portion of the Site on October 31, 1936, when the Grasselli (Delaware) subsidiary dissolved and the Grasselli Chemicals Department of DuPont assumed ownership of its assets. On September 15, 1949, DuPont then sold its portion of the LCP Site to General Aniline & Film Corporation ("GAF").

Throughout DuPont's 1928 through 1949 period of ownership, no operations took place on the LCP Site. Indeed, the evidence suggests that GAF did not construct the first of two chlorine plants at the Site until at least 1952. That evidence includes USEPA Region II's own August 12, 1996 Removal Site Evaluation for the LCP Site. In the evaluation, USEPA states that "GAF had produced chlorine and sodium hydroxide at this location since 1952." An April 6, 1949 resolution of the DuPont Executive Committee confirms USEPA's conclusion. The resolution describes the parcel to be sold to GAF on September 15, 1949 as "idle land." LCP Transportation, Inc.'s September 30, 1988 ECRA Applicability/Nonapplicability

Affidavit to NJDEP also describes the LCP Site as a "22 acre facility, which was constructed by GAF in the mid to late 1950's." Thus, GAF did not build its chlorine production facilities and no operations occurred at the Site until, at the earliest, 1952, three years after DuPont sold its portion of the Site on September 15, 1949.

4. Identify the business entity and provide the exact lot and block numbers of all of the business entity's past and present operations at the Site in Linden, New Jersey. Provide a map identifying the location of these properties. Provide the date(s) of each of the business entity's operations at the above-referenced lot and block numbers.

   DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

5. Provide a full description of all past and present operations of each business entity identified in Question 4 above. Your description shall include, but not be limited to, all manufacturing, research and development, processing, maintenance, and/or handling activities. For each type of operation described in the answer to this Question, provide the name(s), and job description(s) of the person or persons responsible for the management of that particular operations. If such person(s) are no longer employed by the company, provide their last known addresses.

   DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

6. Has the business entity identified in Question 4 above generated, purchased, used and/or handled in any manner any hazardous substance in any of its operations or maintenance? Is that business entity currently engaged in such practice?

   a. In what years did the business entity generate, purchase, use and/or handle any chemicals, halogenated or non-halogenated.

   b. For what purpose were any halogenated or non-halogenated chemicals generated, purchased, used and/or handled by the business entity.

   c. What was the volume of the halongenated or non-halogenated chemicals chemicals generated, purchased, used and/or handled by the business entity or an annual or any other durational basis?

   Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

7. Describe <u>all</u> storage and disposal practices employed by your company with respect to all hazardous substances, hazardous wastes and/or "CERCLA waste material" including, but not limited to, mixtures, solvents and degreasers, paints and paint-thinners handled in any way in the operation of the business entity identified in Question 4 above from the time

operations commenced until the present. Include all on-site and off-site storage and disposal activities.

Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

8. Indicate whether the business entity identified in Question 4 above used lagoons, impoundments and/or storage tanks to treat, store and/or dispose of hazardous materials, hazardous waste or "CERCLA waste material". If such units were used, please indicate the following:

   a. The installation date of said unit(s);

   b. The use of said unit(s);

   c. Whether hazardous substances, hazardous wastes and/or CERCLA waste material were stored/disposed of in said unit(s); and

   d. The disposition of said unit(s).

Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

9. Provide a copy of each document which relates to the generation, purchase, use, handling, hauling, and/or disposal of all hazardous substances, hazardous wastes and/or "CERCLA waste material" identified in response to question 6, 7, and 8 above.

Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

10. Provide the date of any release of hazardous substances, hazardous wastes and/or "CERCLA waste material" including halogenated or non-halogenated organic chemicals at the business entity identified in Question 4 above and/or property. Provide details of the ultimate disposal of contaminated materials.

Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

11. Identify each person (including company, individual, partnership, etc.) having knowledge of the facts relating to the generation and/or disposal of hazardous substances, hazardous waste and/or "CERCLA waste material" identified in response to Questions 6, 7, and 8 above. For each person identified, provide the name, address and telephone number of that person and basis of your belief that he or she has such knowledge.

Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

12. Submit a copy of any lease, contract, permit or other written agreement relating to the generation, handling, transport and/or disposal of all hazardous substances, hazardous wastes and/or "CERCLA waste material" at the business entity identified in Question 4 above's facility in Linden, New Jersey. If the documents are unavailable, refer to Question 11, above, for the specific information required.

    Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

13. State whether any agreements or contracts (other than an insurance policy) exist which may indemnify the business entity identified in Question 4 above, present owners of shares in the company or past owners of shares in the company, for any liability that may result under CERCLA for any release or threatened release of a hazardous substance at the Site. If such agreements or contracts exist, please provide a copy of the agreement or contract. Identify any agreement or contract that you are unable to locate or obtain. If the documents are unavailable, refer to Question 11, above, for the specific information required.

    Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

14. State whether an insurance policy has ever been in effect which may indemnify the business entity identified in Question 4 above against any liability which the business entity may have under CERCLA for any release or threatened release of a hazardous substance that may have occurred at the Site. If so, please provide a copy of the policy. Identify any policy that you cannot locate or obtain by the name of the carrier, years in effect, nature and extent of coverage, and any other information you have.

    Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

15. State whether any of the business entities identified in Question 4 above filed for bankruptcy and, if so, provide the following information to the extent available to you.....

    Not applicable. DuPont has never had any operations on the Site. Refer to the response to Question 3 above.

16. Please supply any additional information which may help EPA to identify sources who disposed of hazardous substances, hazardous wastes and/or "CERCLA waste material" at the Site.

Upon information and belief, the United States Government assumed ownership of a large portion of the LCP Site in 1942 when the Alien Property Custodian seized ownership and control of GAF. Indeed, on February 16, 1942, Secretary of Treasury Henry Morganthau seized 97% of the GAF's stock under the authority of the Trading with the Enemy Act and with the approval of President Roosevelt. GAF's property, which included 100 acres of land at the Site, was then transferred to the office of the Alien Property Custodian and Leo T. Crowley was appointed to run the company.

After it's seizure, GAF began manufacturing carbonyl iron powder for use by the United States in World War II. The company also held government contracts on dyes for military uniforms and produced photographic and moving picture film. However, no evidence exists to suggest that GAF produced chlorine, for the United States Government or otherwise, in the 1940s.

Still under the control of the Alien Property Custodian, GAF apparently constructed a chlorine facility on the LCP Site in the early 1950s. That facility had a 50 million pound capacity, but construction on a second facility adjacent to the original plant began in 1961. The second facility started up in 1963 with a capacity of 180 million pounds. The original chlorine plant was slated to reopen in 1964, and, by 1965, the second, newer facility was itself producing 200 million pounds annually.

In the 1960s, GAF also continued to manufacture dyes to produce photographic and film products under United States control. The dyes included Azos, Vats, Azoics, Synthetics, Brighteners, Pigments, Organic Intermediates and Reactive Dyes, and other products manufactured by GAF included surfactants and detergents, bulk chemicals (principally chlorine, caustic soda, ethylene oxide, and ethylene glycols), and reproduction equipment.

A description of GAF's Linden facilities in 1964 indicated the presence of forty manufacturing buildings producing pigments, dyestuffs, surfactants, organic intermediates and heavy chemicals. The surfactant, pigment and organic intermediate facilities were "not particularly modern," and the dyestuffs operations, estimated to date back in the 1920s, were "typically unimpressive." The second chlorine plant and the 60 million pound capacity ethylene oxide plant built in 1958 were "modern," had "an excellent appearance," and "operate[d] continuously."

17. Please supply any and all other documents that indicate or show a business relationship(s) between various business entities that had any kind of connection to the LCP Chemicals, Inc. Site, whatsoever it may be.

DuPont does not have any documents responsive to this question, other than those received form USEPA in response to a FOIA request.

18. State the name(s), addresses(s), telephone numbers(s), titles(s) and occupations(s) of the person(s) answering this "Request for Information" and state whether such person(s) has personal knowledge of the answers.

The following people contributed to answering this "Request for Information".

Dr. John L. Riddle
DuPont Corporate Remediation Group
Barley Mill Plaza #27/2212
Rts. 141 & 48
Wilmington, DE 19805

John McGahren, Esq.
Pitney, Hardin, Kipp, & Szuch
P.O. Box 1945
Morristown, NJ 07962

Bernard J. Reilly, Esq.
DuPont Legal, D-7082
1007 Market Street
Wilmington, DE 19898

Barbara U. Gravely
DuPont Legal, D-7083
1007 Market Street
Wilmington, DE 19898

19. Identify each person who assisted in any manner in responding to the "Request for Information" and specify the question for which each person provided assistance in responding.

Chain of Title obtained from: Network Title Services, Inc., Bridgewater, New Jersey

Surveying maps obtained from: Harry Berger, Berger & Company, Charleston, West Virginia

CHARTER

OF

E. I. du Pont de Nemours and Company

Incorporated Under The Laws of Delaware

CHARTER

OF

E. I. du Pont de Nemours and Company

INCORPORATED UNDER THE LAWS OF DELAWARE

Authorized Capital

Preferred Stock ..... 23,000,000 Shares No Par Value
Common Stock ..... 900,000,000 Shares $.60 Par Value

Original Certificate	Filed September 4, 1915
Certificate of Amendment	Filed December 4, 1922
Certificate of Amendment	Filed June 19, 1925
Certificate of Amendment	Filed October 27, 1926
Certificate of Amendment	Filed January 19, 1929
Certificate of Amendment	Filed April 23, 1934
Certificate of Amendment	Filed June 18, 1937
Certificate of Amendment	Filed September 29, 1939
Certificate of Amendment	Filed March 15, 1940
Certificate of Amendment	Filed March 10, 1942
Certificate of Change of Resident Agent	Filed April 23, 1946
Certificate of Amendment	Filed April 25, 1947
Certificate of Change of Resident Agent	Filed May 23, 1947
Certificate of Amendment	Filed June 15, 1949
Certificate of Amendment	Filed July 6, 1955
Certificate of Change of Resident Agent	Filed July 6, 1955
Certificate of Amendment	Filed November 13, 1957
Certificate of Change of Resident Agent	Filed June 19, 1963
Certificate of Change of Resident Agent	Filed September 21, 1966
Certificate of Amendment	Filed April 8, 1968
Certificate of Amendment	Filed April 13, 1970
Certificate of Amendment	Filed April 8, 1974
Agreement of Merger Amending Certificate of Incorporation	Filed October 17, 1977
Certificate of Amendment	Filed April 16, 1979
Certificate of Amendment	Filed April 21, 1980
Certificate of Amendment	Filed August 17, 1981
Certificate of Amendment	Filed May 4, 1987
Certificate of Amendment	Filed December 21, 1989
Restated Certificate	Filed December 22, 1989

E. I. DU PONT DE NEMOURS AND COMPANY

RESTATED CERTIFICATE OF INCORPORATION

E. I. du Pont de Nemours and Company, a corporation organized and existing under the Laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is E. I. du Pont de Nemours and Company. The date of filing its original Certificate of Incorporation with the Secretary of State was September 4, 1915.

2. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of this corporation as heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is hereby restated without further amendments or changes to read as herein set forth in full.

First: — The name of the corporation is

E. I. DU PONT DE NEMOURS AND COMPANY

Second: — The principal office of the corporation is to be located at No. 1007 Market Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its resident agent is E. I. du Pont de Nemours and Company, whose address is Room 8042, Du Pont Building, No. 1007 Market Street, in the City of Wilmington, County of New Castle, State of Delaware 19898.

Third: — The nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

(*a*) To manufacture, produce, prepare, experiment with, purchase, and otherwise acquire, import, export, sell, distribute, and otherwise dispose of, and generally to trade and deal in, in any manner whatsoever, (1) chemicals of every description, organic or inorganic, natural or

synthetic, in the form of raw materials, intermediates, or finished products, and chemicals which may be used in the manufacture of any and all products of every kind whatsoever; and (2) chemical products of every kind and description.

(*b*) To engage in research, exploration, laboratory and development work relating to any substance, compound or mixture, now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally deal in any such substance, compound or mixture.

(*c*) To purchase or otherwise acquire, hold, own, occupy, develop, improve, sell, dispose of and convey real property and any and every interest therein either within or without the State of Delaware and anywhere in the world; to extract, remove, produce or prepare from any such property any animal, vegetable, mineral or other product or material therein or thereon, either by agricultural pursuits, mining, quarrying, or by any other method or means now known or that may hereafter be discovered or invented, and to avail itself in every manner of each and every resource of such property by reducing it to proper form and by use, sale or other disposition thereof.

(*d*) To erect, purchase, sell, lease, manage, occupy and improve buildings and to do and perform all things needful and lawful for the holding, development and improvement of the same for residence, trade and business purposes; to buy, own, operate, improve, lease and occupy, lands and buildings for hotels, apartment houses, dwelling houses, and business structures of all kinds, for the accommodation of the public and of individuals; to manage, operate, conduct, and carry on, hotels, apartment houses, dwelling houses, office buildings, restaurants, cafes, pharmacies, drug stores, theaters, and other places for the accommodation of the public and of individuals.

(*e*) To manufacture, acquire, own, sell or otherwise dispose of all kinds of goods, merchandise and personal property of every nature whatsoever either within or without the State of Delaware and anywhere in the world.

(*f*) To engage in all kinds of business, including the following but without excluding others: All manufacturing, milling, mining, quarrying, building, construction and industrial works and operations; development and utilization of every kind of power; the acquirement, construction, use, operation, sale and other disposition of all kinds of machinery, plants, factories, warehouses, elevators, buildings and other structures, bridges, wharves, docks, slips, dams, power works, water works, boats, ships, engines, cars, equipment and appliances, whether in connection with said business or otherwise, and generally the utilization of all instrumentalities, methods, processes and appliances, in all ways and by all means now known or which may hereafter be discovered or invented.

(*g*) To apply for, obtain, register, purchase, lease or otherwise to acquire, and to hold, use, own, operate and introduce, and to sell, assign or otherwise to dispose of any trademarks, trade names, brands, copyrights, concessions, patents, inventions, formulae, improvements and processes used in connection with or secured under letters patent of the United States, or any other country, or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trademarks, copyrights, concessions, patents, licenses, processes and the like, or any such property or rights.

(*h*) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, or otherwise, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights,

assets and property of any and every kind whatsoever, or any part thereof of itself or any other corporation or corporations, stock companies, association or associations, now or hereafter existing, and whether created by or under the laws of the State of Delaware, or of any other state, district, territory or colony of the United States, or any other country or otherwise, and to use, operate, manage and control such properties or any of them, either in the name of such other corporation or corporations, stock company or association, or in the name of this corporation, and while owners of any of said shares of capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(*i*) To endorse, guarantee and secure the payment and satisfaction of the bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, and shares of the capital stock of other corporations, and also to guarantee and secure the payment or satisfaction of dividends on shares of the capital stock of other corporations; also to undertake the whole or any part of the assets and liabilities, existing or prospective, of any person, firm or association, also to procure any other person or corporation to assume any such obligation or obligations.

(*j*) Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to do all the things hereinbefore enumerated, and also to issue or exchange stock, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business; to borrow money without limit; to mortgage or pledge its franchises, real or personal property, income and profits accruing to

it, any stocks, bonds or other obligations, or any property which may be acquired by it; to secure any bonds or other obligations by it issued or incurred; to guarantee any dividends, or bonds, or contracts, or other obligations; to make and perform contracts of any kind and description, and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law in any part of the world.

(*k*) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its property; and it is the purpose of the corporation from time to time to do any one or more of the acts and things herein set forth; and it may conduct its business in other states, in the territories, the District of Columbia, the colonies and dependencies and in foreign countries and places; it may have one office or more than one office and keep the books of the company outside the State of Delaware, except as otherwise provided by law.

Fourth: — The total authorized stock of the corporation is as follows:

The total number of shares of all classes of stock which the corporation shall have authority to issue shall be Nine Hundred Twenty-Three Million (923,000,000), of which Twenty-Three Million (23,000,000) shares shall be Preferred Stock without par value and Nine Hundred Million (900,000,000) shares shall be Common Stock having a par value of Sixty Cents ($0.60) each.

I. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such

designation, preferences and relative, optional or other rights, and qualifications, limitations or restrictions thereof, as are stated and expressed herein, or in a resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.

II. (*a*) The 1,688,850 shares of the corporation's Preferred Stock issued and outstanding on April 25, 1947, shall constitute a series of Preferred Stock, designated as "Preferred Stock—$4.50 Series" (hereinafter sometimes called the "$4.50 Series Stock"). The Board of Directors may from time to time authorize the issuance of additional shares of Preferred Stock as $4.50 Series Stock.

(*b*) The shares of $4.50 Series Stock shall bear dividends at the rate of Four Dollars and Fifty Cents ($4.50) per annum from and after April 25, 1947, provided, however, that any shares of said Series issued after April 25, 1947 shall bear dividends from and after such date or dates as the Board of Directors from time to time may determine.

(*c*) In the event of any liquidation or dissolution or winding-up of the corporation, whether voluntary or involuntary, the Preferred Stock—$4.50 Series shall entitle the holders thereof to be paid, in the event of any involuntary liquidation or dissolution or winding-up of the corporation, One Hundred Dollars ($100.00) per share with all unpaid accumulated dividends thereon to the date of such payment or, in the event of any voluntary liquidation or dissolution or winding-up of the corporation, One Hundred Fifteen Dollars ($115.00) per share with all

unpaid accumulated dividends thereon to the date of such payment.

(*d*) The Preferred Stock—$4.50 Series shall be subject to redemption on or before April 25, 1952 at One Hundred Twenty-five Dollars ($125.00) per share and accumulated dividends thereon to the date of redemption, and thereafter at One Hundred Twenty Dollars ($120.00) per share and accumulated dividends thereon to the date of redemption, upon the terms and in the manner as hereinafter provided.

III. Authority is hereby expressly granted to the Board of Directors of the corporation, subject to the provisions of this Article FOURTH, to authorize the issue of one or more series of Preferred Stock in addition to the $4.50 Series and with respect to each such series to fix by resolution or resolutions providing for the issue of such series:

(*a*) The number of shares to constitute such series and the distinctive designation thereof;

(*b*) The dividend rate on the shares of such series and the date or dates from which dividends shall accumulate;

(*c*) The amount per share over and above any accumulated dividends thereon which the shares of such series shall be entitled to receive upon redemption;

(*d*) The amount per share over and above accumulated dividends which such series shall be entitled to receive (1) upon involuntary liquidation or dissolution or winding-up of the corporation, which amount shall not exceed $100.00 a share, and (2) upon voluntary liquidation or dissolution or winding-up of the corporation; and

(*e*) The rights, if any, which the shares of such series may have for conversion into shares of any other class or classes or any other series of the same or any other class or classes of stock of the corporation.

All shares of any one series of Preferred Stock shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which the initial dividends thereon shall accumulate; and all series shall rank equally and be identical in all respects, except as permitted in the foregoing provisions of this Section III.

IV. The Preferred Stock shall entitle the holders thereof to receive, when and as declared from the surplus or net earnings of the corporation, cumulative dividends, payable quarterly on such dates as the Board of Directors may determine, at the rates fixed herein or fixed by the Board of Directors for the respective series, as herein provided, and no more, which dividends shall be paid or set apart before any dividend shall be set apart or paid on the Common Stock. The dividend payment dates for all series of Preferred Stock shall be the same and no dividends shall be declared on any series in respect of any quarterly dividend payment unless there shall likewise be or have been declared on all shares of Preferred Stock of each other series at the time outstanding like proportionate dividends ratably in proportion to the respective annual dividend rates fixed therefor.

V. In the event of any liquidation or dissolution or winding-up of the corporation, whether voluntary or involuntary, the Preferred Stock shall entitle the holders thereof to be paid the amounts fixed herein or fixed by the Board of Directors for the respective series as herein provided, including all unpaid accumulated dividends thereon to the date of such payment, before any amount

shall be paid to the holders of the Common Stock of the corporation.

Such payments to the holders of the Preferred Stock shall be made without preference or priority of one series over any other series and shall be made before any amount shall be paid to the holders of the Common Stock. If the assets of the corporation distributable upon any such liquidation or dissolution or winding-up of the corporation shall be insufficient to permit the payments to the holders of the Preferred Stock of the full amounts above provided for, including an amount equivalent to all unpaid accumulated dividends as aforesaid, the said assets shall be allocated to the respective series of Preferred Stock in the ratios that such aggregate liquidation value of the issued shares of each series bears to the aggregate liquidation value of the issued shares of all series of Preferred Stock as fixed for the respective series of Preferred Stock in the Certificate of Incorporation or in the resolution or resolutions of the Board of Directors providing for the issuance of the respective series, and shall be distributed among the holders of the respective series of Preferred Stock according to their respective shares.

VI. The Preferred Stock of any series shall be subject to redemption at any time in whole or in part at the amount fixed herein, or fixed by the Board of Directors as herein provided, for the redemption of such series including an amount equivalent to all unpaid accumulated dividends thereon, upon not less than sixty days' notice addressed to the respective holders of record of the stock to be redeemed at their addresses as the same shall appear on the stock transfer records of the corporation in such manner as the Board of Directors shall determine.

VII. The holders of the Preferred Stock shall have no voting power on any questions whatsoever except as otherwise provided by law, and except that in the event

that the corporation shall fail to pay any dividend on the Preferred Stock when it regularly becomes due and such default shall continue for the period of six (6) months, then until but not after such time as accumulated and unpaid dividends on all outstanding Preferred Stock of all series shall have been paid, the holders of the outstanding Preferred Stock shall have the exclusive right, voting separately and as a class, to elect two directors or, if the total number of directors of the corporation be only three, then only one director, at each meeting of the stockholders of the corporation held for the purpose of electing directors. At all meetings of stockholders held for the purpose of electing directors at which the holders of Preferred Stock shall have the exclusive right, voting separately and as a class, to elect any directors as aforesaid, the presence in person or by proxy of the holders of a majority of the oustanding shares of Preferred Stock shall be required to constitute a quorum of such class for the election of any directors by holders of Preferred Stock, as a class, provided, however, that the absence of a quorum of the holders of Preferred Stock shall not prevent the election at any such meeting or adjournment thereof of the remaining directors for whose election a class vote of the holders of Preferred Stock is not required, if the necessary quorum of the stockholders entitled to vote in the election of such remaining directors is present in person or by proxy in accordance with the by-laws of the corporation; and provided further, that in the absence of a quorum of the holders of Preferred Stock, a majority of those holders of such Preferred Stock who are present in person or by proxy shall have power to adjourn the election of those directors to be elected by their class from time to time without notice other than announcement at the meeting until the requisite amount of holders of Preferred Stock shall be present in person or by proxy.

The holders of Common Stock shall have the right to

vote on all questions to the exclusion of all other stockholders except as hereinbefore specifically stated.

VIII. Whenever, at any time, full accumulated dividends as aforesaid for all past dividend periods and for the current dividend period shall have been paid, or declared and set apart for payment, on the then outstanding Preferred Stock, the Board of Directors may declare dividends on the Common Stock of the corporation.

IX. Upon any liquidation or dissolution or winding-up of the corporation, whether voluntary or involuntary, the assets and funds of the corporation remaining, after the payments have been made to the holders of the Preferred Stock, as provided in Section V hereof, shall be divided and paid to the holders of the Common Stock according to their respective shares.

X. From time to time the Preferred Stock or the Common Stock may be increased according to law.

XI. From time to time the Preferred Stock and the Common Stock may be issued in such amounts and proportions and for such consideration as may be fixed by the Board of Directors, or, in the case of Common Stock issued upon the exercise of the options referred to in Section XIII hereof, as provided in such Section.

XII. No stockholder of the corporation, of whatever class or series, shall have any preemptive or preferential right of subscription to any shares of any series of the Preferred Stock of the corporation, authorized hereunder or under any amendment hereof, or to any obligations convertible into said Preferred Stock of any series of the corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of the corporation in its discretion from time to time may determine, and the Board of Directors may issue said Preferred Stock of any series of the corporation, or

obligations convertible into said Preferred Stock of any series, without offering said Preferred Stock, or said obligations, either in whole or in part, to any stockholders of the corporation.

No holder of any shares of the Preferred Stock of any series of the corporation shall have any preemptive or preferential right of subscription to any shares of stock of any class of the corporation, or to any obligations convertible into shares of stock of any class of the corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of the corporation in its discretion from time to time may determine.

XIII. The Board of Directors may create and issue to employees (including officers and directors) of this corporation, or of any corporation in which this corporation shall directly or indirectly own fifty per cent or more of the voting stock, options to purchase the corporation's Common Stock in accordance with the terms of any duly adopted compensation plan. The shares of stock so optioned may be unissued, or issued and reacquired shares of Common Stock of the corporation, as shall be determined by the Board of Directors, and the Board shall have power to take all action necessary and appropriate in connection with any such issuance or sale of shares. The options shall be evidenced by such instruments as shall be approved by the Board of Directors. The terms upon which, the time or times at or within which, and the consideration for which such options may be issued, and for which any shares of stock may be issued or sold by the corporation upon the exercise of such options, shall be such as shall be stated in the resolution or resolutions adopted by the Board of Directors providing for the creation and issuance of such options and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing

such options. The judgment of the Board of Directors as to the consideration and sufficiency thereof for the issuance of such options and for the issuance or sale of stock pursuant to the exercise thereof shall be conclusive.

Any standing committee duly designated by resolution passed by a majority of the whole Board of Directors and consisting of two or more of the directors, shall have and may exercise any or all of the rights, powers and functions of the Board of Directors specified in this Section XIII, or otherwise pertaining to any duly adopted compensation plan, to the extent provided in a resolution passed by a majority of the whole Board or in the By-Laws of the corporation.

XIV. The amount of capital stock with which this corporation will commence business is Seventy-five Hundred Dollars ($7500).

Fifth:—The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

Name	*Residence*	*Number of Shares*
Pierre S. du Pont	Christiana Hundred, Delaware,	25
John J. Raskob	Brandywine Hundred, Delaware,	25
John P. Laffey	Wilmington, Delaware,	25

Sixth:—The corporation is to have perpetual existence.

Seventh:—The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Eighth:—The number of the directors of the corporation shall be fixed from time to time by the by-laws and the number may be increased or decreased as therein provided.

In case of any increase in the number of directors the additional directors shall be elected as provided by the By-laws by the directors or by the stockholders at an annual or special meeting.

In case of any vacancy in the Board of Directors for any cause the remaining Directors by affirmative vote of a majority of the whole Board of Directors may elect a successor to hold office for the unexpired term of the Director whose place is vacant and until the election of his successor.

In furtherance, but not in limitation of the powers conferred by law, the Board of Directors are expressly authorized:

(*a*) To hold their meetings outside of the State of Delaware at such places as from time to time may be designated by the By-laws or by resolution of the Board. The By-laws may prescribe the number of directors necessary to constitute a quorum of the Board of Directors, which number may be less than a majority of the whole number of directors.

(*b*) To appoint the regular officers of the corporation, and such other officers as they may deem necessary for the proper conduct of the business of the Company.

(*c*) To remove at any time any officer elected or appointed by the Board of Directors but only by the affirmative vote of a majority of the whole Board of Directors.

(*d*) To remove any other officer or employe of the corporation or to confer such power on any committee or superior officer of the corporation, unless such removals are otherwise regulated by the By-laws.

(*e*) To appoint standing committees by the affirmative vote of a majority of the whole Board, and such standing committees shall have and may exercise such powers as shall be conferred or authorized by the By-Laws.

(*f*) To issue the stock of every class in such amounts and proportions as they may determine up to the total amount of the authorized capital stock or any increase thereof, subject, however, to the provisions of this certificate.

(*g*) From time to time to fix and determine and to vary the sum to be reserved over and above its capital stock paid in as working capital before declaring any dividends among its stockholders; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in; to fix the time of declaring and paying any dividend, and, unless otherwise provided in the By-laws, to determine the amount of any dividend. All sums reserved as working capital or otherwise may be applied from time to time to the acquisition or purchase of its bonds or other obligations or shares of its own capital stock or other property to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient, and neither the stock, bonds or other property so aequired shall be regarded as accumulated profits for the purpose of declaring or paying dividends unless otherwise determined by the Board of Directors, but shares of such capital stock so purchased or acquired may be resold, unless such shares shall have been retired for the purpose of decreasing the Company's capital stock as provided by law.

(*h*) From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations the accounts and books of the

corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right to inspect any account or book or document of the corporation, except as conferred by statute or authorized by the Board of Directors or by a resolution of the stockholders.

(*i*) Subject always to By-laws made by the stockholders, to make By-laws; and, from time to time, to alter, amend or repeal any By-laws; but any By-laws made by the Board of Directors may be altered or repealed by the stockholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration or repeal be included in the notice of the meeting.

(*j*) With the written assent, without a meeting of the holders of two-thirds of its stock, or pursuant to the affirmative vote, in person or by proxy, at any meeting called as provided in the By-laws, of the holders of two-thirds of its stock, issued and outstanding, the Board of Directors may sell, convey, assign, transfer or otherwise dispose of, the property, assets, rights and privileges of the corporation as an entirety, for such consideration and on such terms as they may determine.

Ninth: — A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of Delaware is amended after approval by the stockholders

of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the full extent permitted by the General Corporation Law of Delaware, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

4. This Restated Certificate of Incorporation was duly adopted by the Board of Directors in accordance with Section 245 of the General Corporation Law of the State of Delaware.

5. This Restated Certificate of Incorporation shall be effective at 5:00 p.m. Eastern Standard Time on December 22, 1989.

IN WITNESS WHEREOF, said E. I. du Pont de Nemours and Company has caused this certificate to be signed by John F. Schmutz, its Senior Vice President and General Counsel, and attested by Roger W. Arrington, its Secretary, this 21st day of December, 1989.

E. I. DU PONT DE NEMOURS AND COMPANY

By: JOHN F. SCHMUTZ

Senior Vice President and General Counsel

ATTEST:

By: R. W. ARRINGTON

Secretary

I hereby certify that the within and foregoing is a true and correct copy of the Restated Certificate of Incorporation of E. I. du Pont de Nemours and Company.

Witness my hand and the corporate seal of the Company this day of 19 .

Secretary

PREFERRED STOCK—$3.50 SERIES

Certificate Authorizing the Issue of Preferred Stock—$3.50 Series	Filed April 30, 1947
Certificate Decreasing the Number of Authorized Shares of Preferred Stock—$3.50 Series	Filed July 6, 1955

CERTIFICATE SETTING FORTH COPY OF RESOLUTION OF THE BOARD OF DIRECTORS OF E. I. DU PONT DE NEMOURS AND COMPANY ESTABLISHING AND AUTHORIZING THE ISSUE OF A NEW SERIES OF PREFERRED STOCK DESIGNATED "PREFERRED STOCK — $3.50 SERIES".

(Pursuant to Section 13 of the General Corporation Law of the State of Delaware and of the Certificate of Incorporation, as amended, of E. I. du Pont de Nemours and Company)

We, W. J. Beadle, a Vice-President, and W. F. Raskob, Secretary, of E. I. du Pont de Nemours and Company, a corporation of the State of Delaware, do hereby certify under the seal of said Corporation as follows:

That at a special meeting of the Board of Directors of the Corporation duly called for the consideration of the resolutions hereinafter set forth and on notice thereof duly given in accordance with the By-Laws of the Corporation and with the laws of the State of Delaware, and held on April 29, 1947, and pursuant to power and authority expressly vested in the Board of Directors by the provisions of the General Corporation Law of the State of Delaware and Article FOURTH of the Certificate of Incorporation, as amended, of E. I. du Pont de Nemours and Company, the Board of Directors duly adopted the following resolutions:

"RESOLVED that the Board of Directors hereby establishes and authorizes the issue of a new series of Preferred Stock without par value of the corporation and hereby fixes the designation, the number of shares to be issued, the dividend rate, the redemption price and the amount payable upon liquidation or dissolution or winding-up of the corporation with respect to such new series of Preferred Stock without par value

as follows, such attributes to be in addition to the other provisions set forth in Article Fourth of the Certificate of Incorporation as amended, which are applicable to all shares of Preferred Stock without par value irrespective of any variations between the shares of Preferred Stock without par value of the different series:

(*a*) The new series of Preferred Stock without par value established by this resolution is hereby designated Preferred Stock—$3.50 Series;

(*b*) Preferred Stock—$3.50 Series be and hereby is authorized to be issued in the amount of 1,000,000 shares;

(*c*) The dividend rate on the Preferred Stock—$3.50 Series shall be $3.50 per share per annum and no more, and dividends on the 1,000,000 shares of Preferred Stock—$3.50 Series herein authorized to be issued shall accumulate from and after April 25, 1947;

(*d*) The amount per share over and above any accumulated dividends thereon which the shares of Preferred Stock—$3.50 Series shall be entitled to receive upon redemption is as follows: if redeemed on or before April 25, 1952, $107.00 a share; thereafter on or before April 25, 1955, $106.00 a share; thereafter on or before April 25, 1958, $105.00 a share; thereafter on or before April 25, 1961, $104.00 a share; thereafter on or before April 25, 1964, $103.00 a share; and thereafter, $102.00 a share; and

(*e*) The amount per share over and above accumulated dividends which the shares of Preferred Stock—$3.50 Series shall be entitled to receive upon involuntary liquidation or dissolution or winding-up of the corporation is

$100.00 a share, and upon voluntary liquidation or dissolution or winding-up of the corporation is $107.00 a share.

FURTHER RESOLVED that a certificate setting forth a copy of the foregoing resolution providing for the establishment and issue of 1,000,000 shares of Preferred Stock—$3.50 Series shall be made under the seal of the corporation, signed by the President or a Vice-President and by the Secretary or an Assistant Secretary of the corporation, acknowledged by such President or Vice-President before an officer authorized by the laws of Delaware to take acknowledgments of deeds, and shall be filed and a copy thereof shall be recorded pursuant to and in the manner provided pursuant to and in the manner provided by Section 13 of the Delaware Corporation Law."

IN WITNESS WHEREOF, we have hereunto signed this certificate and have caused the corporate seal of the Corporation to be hereunto affixed this 29th day of April, A. D. 1947.

E. I. DU PONT DE NEMOURS AND COMPANY

By: W. J. BEADLE
Vice-President

Attest:
W. F. RASKOB
Secretary

E. I. DU PONT DE NEMOURS AND CO.
FOUNDED 1802
SEAL
DELAWARE

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } SS

BE IT REMEMBERED, that on this 29th day of April, A. D. 1947, before the subscriber, a Notary Public in and for the State and County aforesaid, authorized by the laws of Delaware to take acknowledgments of deeds, personally appeared W. J. BEADLE, Vice-President of E. I. du Pont de Nemours and Company, the Corporation mentioned in and which executed the foregoing Certificate, known to me personally to be such, and he, the said W. J. BEADLE, as such Vice-President, acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation, and that the seal thereto affixed is the common and corporate seal of said Corporation duly affixed by its authority, and that his act of executing, acknowledging and delivering said Certificate was duly authorized by the Board of Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this Certificate above written.

J. H. CASSIDY
Notary Public
Appointed July 3, 1946
For Two Years
Delaware

J. H. CASSIDY
Notary Public

CERTIFICATE SETTING FORTH COPY OF RESOLUTION OF THE BOARD OF DIRECTORS OF E. I. DUPONT DE NEMOURS AND COMPANY DECREASING THE AUTHORIZED NUMBER OF SHARES OF PREFERRED STOCK—$3.50 SERIES FROM ONE MILLION SHARES TO SEVEN HUNDRED THOUSAND SHARES.

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware and the Certificate of Incorporation, as amended, of E. I. du Pont de Nemours and Company)

WE, L. du P. Copeland, a Vice-President, and F. G. Hess, Assistant Secretary, of E. I. du Pont de Nemours and Company, a corporation of the State of Delaware, DO HEREBY CERTIFY under the seal of said Corporation as follows:

That at a meeting of the Board of Directors of the Corporation duly called, and held on the 20th day of June, 1955, in accordance with the By-Laws of the Corporation and with the laws of the State of Delaware, and pursuant to power and authority expressly vested in the Board of Directors by the provisions of the General Corporation Law of the State of Delaware and Article Fourth of the Certificate of Incorporation, as amended, of E. I. du Pont de Nemours and Company, the Board of Directors duly adopted the following resolution:

"RESOLVED, by the Board of Directors of this Company that pursuant to authority expressly vested in it by the provisions of this Company's Certificate of Incorporation, as amended, the Series of 1,000,000 shares of Preferred Stock, without par value, designated 'Preferred Stock— 3.50 Series' (provided for in a resolution of the Board of Directors of this Company adopted April 29, 1947 and a certificate therefor duly

filed and a copy thereof duly recorded) shall be and stand decreased by 300,000 shares of said 'Preferred Stock—$3.50 Series', that have been duly retired and are not now outstanding, to 700,000 shares thereof by a certificate hereby authorized and directed to be made, signed, acknowledged and filed, and a copy thereof recorded in accordance with the provisions of Title 8, Section 151 of the Revised Code of Delaware of 1953, setting forth a statement that a decrease in said Series of 1,000,000 shares of 'Preferred Stock—$3.50 Series' by 300,000 shares thereof not now outstanding, to 700,000 shares of said 'Preferred Stock—$3.50 Series' without par value, had been authorized and directed by a resolution duly adopted by the Board of Directors of this Company on the 20th day of June, 1955."

IN WITNESS WHEREOF, we have hereunto signed this certificate and have caused the corporate seal of the Corporation to be hereunto affixed this 20th day of June, A. D. 1955.

E. I. DU PONT DE NEMOURS AND COMPANY

By: L. DU P. COPELAND
Vice-President

Attest:
F. G. HESS
Asst. Secretary

E. I. DU PONT DE NEMOURS AND CO.
FOUNDED 1802
SEAL
DELAWARE

STATE OF DELAWARE
COUNTY OF NEW CASTLE } SS.

BE IT REMEMBERED, that on this 20th day of June, A.D. 1955, before the subscriber, a Notary Public in and for the State and County aforesaid, authorized by the laws of Delaware to take acknowledgments of deeds, personally appeared L. DU P. COPELAND, Vice-President of E. I. du Pont de Nemours and Company, the Corporation mentioned in and which executed the foregoing Certificate, known to me personally to be such, and he, the said L. DU P. COPELAND, as such Vice-President, acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation, and that the seal thereto affixed is the common and corporate seal of said Corporation duly affixed by its authority, and that his act of executing, acknowledging and delivering said Certificate was duly authorized by the Board of Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this Certificate above written.

RICHARD H. TALLANT
Notary Public
Appointed October 5, 1953
For Two Years
Delaware

RICHARD H. TALLANT
Notary Public