

FILE NAME: Owens Illinois (OWILL)

DATE: 1943

DOC#: OWILL017

DOCUMENT DESCRIPTION: OWILL Entry in Moody's Manual of Investments

SINKING FUND—Aug. 2, 1940 and annually thereafter, cash and/or preferred (credited at par plus August dividends plus premium of 5%) in amount equal to the sum of (1) 2% of maximum par value of preferred theretofore issued prior to Jan. 1 of the then current year, (2) amount equal to dividends thereon from Aug. 1 to Aug. 31, (3) a premium of 5% of such par value. Cash shall be applied to sinking fund tenders at not exceeding 105; any balance unexpended on Sept. 1 shall be expended as directors determine. Sinking fund preferred shall be retired.

TRANSFER AGENT—Irving Trust Co., New York.

REGISTRAR—City Bank Farmers Trust Co., New York.

ISSUED—In accordance with recapitalization (see below).

PRICE RANGE— 1942 1941 1940
Preferred 110-105 117-107 122-104

2. Melville Shoe Corp. common; par \$1:
AUTHORIZED—1,300,000 shares; issued 927,072 shares; outstanding, 927,162 shares; reserved for conversion of preferred, 276,813 shares; par \$1 (changed from no par in accordance with recapitalization—see below).

Dividend Record (in \$)			
(Old \$100 par shares)			
1915...	Nil	1916...	5.00
1918...	7.50	1919...	7.50
(No par shares)			
1920-25	2.00	1926...	3.00
1928...	3.00	1927...	3.00
(On no par shares after 4 for 1 stock split)			
1928...	0.25	1929...	1.40
1932...	1.50	1933...	1.20
1935...	2.57 1/4	1936-37	5.00
1939...	4.00	1938...	3.00
(Present \$1 par shares)			
1940...	2.25	1941...	2.25
1942...	2.00	1943...	1.00

Plus \$2.50 in preferred stock.
Plus \$10 in preferred stock.
Plus \$0.70 1/4 per share in 6% first preferred and \$1.41 per share in 6% second preferred (both issues since retired). All payments made prior to capital change.

To May 2.

Dividends payable quarterly February 1, etc. to stock of record about January 19, etc.

VOTING RIGHTS—One vote per share.

PREEMPTIVE RIGHTS—Has preemptive rights in any issue for cash (except 20,000

shares which may be sold to employees) of common, preferred or other stock entitled to voting rights in ordinary circumstances, or in any securities convertible into or evidencing a right to purchase such stock.

LISTED—New York Stock Exchange.
TRANSFER AGENT—Irving Trust Co., New York.

REGISTRAR—City Bank Farmers Trust Co., New York.

PRICE RANGE— 1942 1941 1940

Common 32-20 1/4 33 1/4-2 1/4 34 1/4-24 1/4

Subscription Rights: Holders of common stock of record April 6, 1936 had the right to subscribe, at \$104 per share, for 4 1/4% preferred stock on the basis of 6 shares for each 100 shares held. Rights expired April 27, 1936.

Recapitalization: On December 15, 1939 stockholders voted to exchange each share of old \$5 par 6% preferred for 11/20 of a share of the above \$5 convertible preferred and to exchange each share of the old no par common for 1/10 share of the above 5% convertible preferred, plus 2 shares of new \$1 par common. At the same meeting the exchanges with respect to the stocks of the J. F. McElwain Co. set forth under "History" above were voted.

OWENS-ILLINOIS GLASS COMPANY

CAPITAL STRUCTURE

FUNDED DEBT

1. Sinking fund deb. 2 3/4%, 1952.....

CAPITAL STOCK

Issue

1. Common.....

\$12.50 par common—after 2 for 1 split-up in 1937.

HISTORY

Incorporated in Ohio, Dec. 13, 1907 as The Owens Bottle Machine Corp., successor to a New Jersey corporation of the same name, incorporated Sept. 3, 1903. Charter is perpetual. Name changed to The Owens Bottle Co. May 1, 1919 and to Owens-Illinois Glass Co. Apr. 17, 1929.

During 1912 acquired assets of The Owens West Virginia Bottle Co. and Northwestern Ohio Bottle Co., and on Jan. 1, 1915, assets of The Owens Eastern Bottle Co., wholly-owned subsidiaries. In 1916 acquired control of American Bottle Co. and Graham Glass Co. In 1917 acquired Kanawha Manufacturers' Glass Co. During 1918 acquired assets of subsidiary Whitney Glass Works. In 1919 acquired control of Charles Boldt Glass Co., manufacturing bottles, cartons, etc. During 1923 acquired control of Closure Service Co. On Jan. 1, 1926 took over assets and control of Charles Boldt Glass Co. In May, 1929 merged assets of Illinois Glass Co. (Ill. 1923) and Chicago Heights Bottle Co., including stock of Carlyle Paper Co., Tavern Rock Sand Co. and Madison Warehouse Co. In Apr., 1929 absorbed assets of subsidiaries, American Bottle Co. and Graham Glass Co.

On Jan. 1, 1930 acquired assets except certain natural gas properties of Barney-Bond Glass Co. In Nov., 1930 acquired principal assets of Atlantic Bottle Co.

As of Nov. 30, 1931 purchased assets of Illinois Pacific Coast Co.; properties were transferred June 1, 1932. Owens-Illinois Pacific Coast Co. being organized to operate them.

In Oct., 1932 purchased, as of July 31, 1932, Root Glass Co. of Terre Haute, Ind. In 1932 absorbed business of subsidiary Carlyle Paper Co.

As of Jan. 31, 1933 acquired substantially entire assets and business of O'Neill Machine Co., developing automatic bottle blowing machinery, using the vacuum process. As of Mar. 31, 1933 acquired Hemingray Glass Co., specializing in glass insulators. In Apr., 1933 exercised option on 16,000 shares of Container Corp. of America (see general index) 7% cumulative preferred, subsequently receiving through recapitalization 50,000 common shares for part of this holding. In May, 1933 purchased entire assets of Illinois Glass Co. During 1933 organized in Ohio Owens-Illinois Distributors, Inc., engaged in warehousing and sale of certain products.

On Dec. 31, 1935 purchased entire assets of Libbey Glass Mfg. Co., Toledo (founded in 1888), transferring properties to new subsidiary, Libbey Glass Co. (Ohio 1935).

In Feb., 1936 acquired Enterprise Can Co., McKees Rocks, Pa., through exchange of stock, and assets of Tin Decorating Co. of Baltimore (subsidiary of American Tobacco Co.) for cash, forming, to operate these properties, Owens-Illinois Can Co., which bought for cash assets of St. Louis Can Co.

In Aug., 1936 sold entire stock of Tavern Rock Sand Co. for 15,300 common shares of Pennsylvania Glass Sand Corp., etc. Subsequently company bought sand requirements from outside interests.

In 1936 the name of Closure Service Co. was changed to Owens-Illinois Closure Co.

In Apr., 1937 acquired Lauterbach Corp. On Nov. 1, 1938 company transferred substantially all of its assets for development and production of glass fiber products to Owens-Corning Fiberglass Corp. for 49.77% of latter's common and 17,586 preferred shares.

During 1939 sold Chicago Heights, Ill. fac-

PRINCIPAL PLANTS & PROPERTIES

Glass factories are located as follows:

Rating	Amount	Charges Earned	Interest	Call	Price Range
Outstanding	Outstanding	1942 1941	Dates	Price	1942 1932-42
2,500,000	\$2,500,000	127.79 58.89	F & A 1	Not stated	③... ②.....
Par Value	Amount	Earned per Sh.	Divs. per Sh.	Call	Price Range
Outstanding	Outstanding	1942 1941	1942 1941	Price	1942 1932-42
\$12.50	2,661,204 shs.	\$3.46 \$3.40	\$2.00 \$2.50	---	57 3/4-43 1/4 ①103 3/4-38 3/4

Before income taxes and after depreciation, depletion and amortization. ③Privately placed.

All of the above active plants except Muncie are used for manufacture of glass containers, and contain automatic machinery and other equipment for this purpose. The Muncie plant is used for products of the Insulux Division. Plant of the Libbey Glass Co. is located at Toledo, O., where company also manufactures caps and closures for glass containers. Metal bottle cap manufacture is conducted at the Glassboro plant.

Owens-Illinois Can Co. has plants at Baltimore, Md., Clearing, Ill. and McKees Rocks, Pa.

Madison Warehouse Co. operates warehouse in Boston, Mass. Branch warehouses are located in Cincinnati and St. Paul. Lauterbach Corp. operates plant at Toledo, O.

Jointly with Libbey-Owens-Ford Glass Co. (see general index), company owns gas properties in West Virginia and Kentucky, supplying fuel to the Charleston plants of both companies. On Dec. 31, 1942 total territory so owned or held under lease comprised 147,984 acres, on which there were 525 producing wells (book value was \$979,275). Company has other natural gas fields in Clarion, Pa. and Fairmont, W. Va., supplying fuel as a service to bottle manufacturing plants at those points. Clarion field comprises 14,384 acres and 136 producing wells; Fairmont field comprises 3,655 acres and 85 producing wells; book value of the two on Dec. 31, 1942 was \$319,078.

MANAGEMENT

Officers

W. E. Lewis, Chairman
J. P. Lewis, President
C. B. Belknap, Vice-Chairman of Board
R. H. Barnard, Executive Vice-President
F. J. Solon, Vice-President
F. T. Nesbitt, Vice-President
C. R. Megowen, Vice-President & Compt.
C. G. Bensinger, Vice-President
G. Lufkin, Vice-Pres. & Gen. Mgr., Glass Container Division
S. L. Rairdon, Vice-Pres. & Gen. Sales Mgr., Glass Container Div.
J. H. McNeerney, Secretary & Treasurer
E. F. Martin, Asst. Sec. & Asst. Treasurer
F. G. Morfoot, Asst. Sec. & Asst. Treasurer
A. J. Riedmayer, Asst. Sec. & Asst. Treas.
C. B. Rairdon, Assistant Treasurer.

Directors

R. H. Barnard, Toledo
C. B. Belknap, Toledo
Harold Boeschstein, Toledo
W. H. Bohart, Miami Beach, Fla.
H. E. Collin, Toledo
G. P. Greenhalgh, Barryville, Va.
W. W. Knight, Toledo
J. P. Lewis, Toledo
W. E. Lewis, Toledo
F. H. McAdoo, New York
C. J. Root, Terre Haute, Ind.
F. W. Sohwenck, Cincinnati
C. J. Wilcox, Toledo

General Counsel: Williams, Eversman & Morgan.

Annual Meeting: Third Wednesday in April at Toledo, O.

Number of Employees: Dec. 31, 1942, approximately 19,500.

General Office: Ohio Bldg., Toledo, O.

Management Profit-Sharing: Executives and department heads receive additional compensation under plan adopted Jan. 20, 1930, as determined by the company's president out of a fund representing up to 8% of earnings in excess of 10% of capital and surplus at the beginning of the year. Total of the participating salaries shall not exceed 10% of the excess earnings for each year. Total bonus to any participant in any year shall not exceed his salary for that year.

Payments made under the plan follow:

	Nil		Nil
1933.....	\$220,220	1938.....	---
1934.....	223,000	1939.....	\$188,750
1935.....	348,910	1940.....	48,644
1936.....	526,958	1941.....	628,250
1937.....	342,192	1942.....	579,000

SUBSIDIARIES

Company is primarily an operating company.

On Dec. 31, 1942, held 100% voting power in the following subsidiaries:

Name, place of incorporation and business:
Owens-Illinois Pacific Coast Co. (Del.)—Pacific Coast manufacturing and sales
Owens-Illinois Can Co. (Del.)—Metal containers, etc.
Libbey Glass Co. (Ohio)—Glass tumblers, etc.
Madison Warehouse Co. (Mass.)—Warehouse
Owens-Illinois Distributors, Inc. (Ohio)—Warehousing and sales
Lauterbach Corp. (Del.)—Plastic molding machinery

Company owns 50% of capital stock of the Owens Stapletted Brush Co. and 49.77% of common and 11,331 preferred shares of Owens-Corning Fiberglass Corp. (see below).

Owens-Corning Fiberglass Corp.: Incorporated under Delaware laws Oct. 31, 1933, and acquired all the assets of Owens-Illinois Glass Co. and Corning Glass Works which had been devoted to production and development of glass in fibrous forms. Engaged in production of "Fiberglas" materials for a wide variety of applications, including insulation, dust-stop air filters, and decorative and industrial service fabrics. Plants at Newark, O., Ashton, R. I. and Corning, N. Y. During 1942 additional plant facilities were started in Ohio. Capital stock all owned by Owens-Illinois Glass Co. and Corning Glass Works.

BUSINESS AND PRODUCTS

Directly and through subsidiaries manufactures, warehouses and sells a general line of bottles and other containers for medicinal, toilet, pharmaceutical and proprietary preparations; for products of manufacturing chemists; and for foods, condiments and beverages (including "Stubby" and "Steinle" bottles); also for other purposes. Company shipments in 1937 were 38.03% of U. S. glass container industry shipments. Also manufactures and sells glass insulators used in electrical and telephone wiring, and Insulux glass blocks for industrial and residential construction. A subsidiary manufactures, warehouses and sells thin blown (paste mold) tumblers (Libbey Safedge and Libbey No-Nik), used as drinking glasses and as jars for packing food products; stemware; glassware for hotels, restaurants, cafes, clubs, bars and soda fountains; and cut and engraved glassware. A subsidiary manufacture, warehouse and sells tin cans and related metal products. Another subsidiary manufactures caps and closures for glass containers. Company engages in fabrication of strawboard into corrugated cartons for shipping glass articles, and also makes wood packaging. Company also manufactures plastics.

Company is engaged in the manufacture of war materials.

Owens interests in natural gas properties which supply some of the plants with fuel. Glass sand requirements are purchased from outside interests. Company owns a substan-

tial interest (book value \$3,191,786 on Dec. 31, 1942) in Owens-Corning Fiberglas Corp., interested in glass fibers for air filters, insulation and other purposes.

Business is handled through 5 operating units, consisting of 2 divisions of Owens-

Illinois Glass Co.—Glass Container Division and Insulux Products Division—and 3 wholly-owned subsidiaries, Owens-Illinois Pacific Coast Co., Libbey Glass Co. and Owens-Illinois Can Co.

INCOME ACCOUNTS

COMPARATIVE CONSOLIDATED INCOME ACCOUNT, YEARS ENDED DEC. 31

	1942	1941	1940	1939	1938	1937	1936
Net sales, royalties & other op. rev.	\$152,230,527	\$125,555,157	\$89,297,206	\$82,025,093	\$75,106,756	\$81,581,004	\$78,714,823
Cost of sales, royalties paid, etc.	111,435,602	85,231,868	70,629,458	62,915,867	59,655,604	72,290,682	60,409,065
Selling, general & adm. expenses	10,087,709	9,381,017	8,282,790	7,525,983	6,874,536	7,613,153	6,341,782
Operating profit	30,707,215	30,942,272	10,384,958	11,583,137	8,576,616	11,677,169	11,963,981
Dividends received	139,086	153,873	212,175	50,576	22,852	89,141	138,025
Interest received	88,609	77,507	81,249	81,348	81,359	79,563	85,749
Discount & commissions	414,083	473,766	300,039	253,864	187,867	382,068	254,163
Miscellaneous other income	43,023	5,946	dr 40,328	66,673	64,996	8,590,849	387,917
Total	31,392,016	31,653,363	10,938,093	12,035,598	8,933,669	12,818,790	12,829,835
Provision for management bonus	579,000	628,250	48,644	188,750	---	342,192	526,958
Discount on sales	1,375,072	1,096,624	789,697	723,471	637,136	957,272	703,540
Provision for bad debts	26,754	195,271	146,107	78,660	195,777	---	---
Interest on bonds, debentures, etc.	217,851	306,569	308,837	432,277	540,284	234,271	---
Premium, debentures retired	77,854	---	---	---	---	---	---
Sundry expenses & losses (net)	94,435	326,576	87,748	332,285	146,301	129,954	181,155
Balance	29,021,279	19,100,072	9,557,060	10,280,156	7,414,211	11,155,102	11,448,181
Cash from sale of patent rights, etc.	---	37,500	49,000	37,500	303,219	1,055,972	1,057,500
Balance	29,021,279	19,137,572	9,606,060	10,317,656	7,717,431	12,211,074	12,505,681
Employees' annuities	1,400,000	1,389,127	---	---	---	---	---
Total income before taxes	27,621,279	17,748,445	9,606,060	10,317,656	7,717,431	12,211,074	12,505,681
Social security tax	Not stated	---	---	Not stated	---	---	---
Capital stock tax	---	---	---	---	---	---	---
Provision for Federal income tax	4,158,600	4,094,300	2,360,400	1,853,565	1,301,365	1,760,155	2,193,314
Federal excess profits tax	14,220,270	4,595,000	---	---	---	---	---
Surplus on undistributed profits	---	---	---	---	---	100,057	213,236
State & foreign income taxes	47,861	18,996	22,626	29,176	---	---	---
Net income to surplus	9,194,548	9,040,149	7,223,034	8,434,915	5,383,805	9,351,627	10,099,131
Earned surplus beginning of year	27,899,424	25,512,286	23,611,660	20,499,153	19,107,155	18,430,943	16,102,974
Common dividends	5,322,408	6,653,010	5,322,408	5,322,408	3,991,806	8,648,913	7,771,162
Other surplus debits	---	---	---	---	---	26,503	---
Earned surplus, end of year	\$31,771,564	\$27,899,424	\$25,512,286	\$23,611,660	\$20,499,153	\$19,107,155	\$18,430,943
SUPPLEMENTARY P & L DATA							
Deprec., depl. & amortization	\$4,008,161	\$3,824,308	\$3,749,741	\$3,744,687	\$3,672,649	\$2,923,500	\$2,603,588
Molds charged to expense	1,491,809	1,801,248	2,051,766	2,061,024	2,102,392	2,028,898	Not stated
Maintenance & repairs	3,071,736	3,115,897	2,394,592	1,933,817	1,973,916	2,876,964	2,052,452
Taxes (other than income)	2,389,274	2,238,732	1,818,601	1,784,857	1,552,214	1,293,467	482,259
Rents	328,544	299,117	281,422	314,375	271,453	251,156	251,118
Royalties	1,310,419	1,213,562	805,737	748,270	739,447	962,783	846,286
Parent company's net income	\$8,987,321	\$8,158,031	Not stated	\$7,366,823	\$5,060,164	\$9,990,625	Not stated

1939: Includes damages paid re breach of contracts, \$299,771.

1942: After deducting \$1,529,400 credit for debt retirements and \$50,630 for post-war tax refund.

Depreciation Policy: The policy of company and subsidiaries consolidated with respect to provision for depreciation, depletion and amortization of physical properties is as follows:

Depreciation is computed on straight-line method at rates based upon expected life of individual groups of property.

Depletion of gas properties is computed on straight-line method on cost over the estimated gas content of leased or owned properties.

Amortization of leased machinery is computed at 8% per annum on initial full payment, it being anticipated that all leases expiring prior to termination of estimated useful life of machinery will be renewed.

No depreciation is provided on molds (see footnote 1 under Consolidated Income Account).

General Notes
(a) Consolidated statements include all subsidiaries and such subsidiaries are wholly-owned.

(b) Investment in consolidated subsidiaries is less than company's equity in their net assets as shown in books of latter, by \$3,948,565 (as of Dec. 31, 1942). This amount represents mostly net earnings less dividends and plus contributions on account of losses since acquisition or organization and is included in consolidated earned surplus.

(c) Company is subject to possible renegotiation of war contracts. No reserve has been provided for any such adjustments. On basis of negotiations pending with Treasury Department, it is estimated that maximum additional liability of company for Federal income and excess profits taxes for years 1929 to 1941, inclusive, not provided for, will not exceed \$900,000, which, with accrued interest, may amount to approximately \$1,200,000. When final settlement has been made, additional tax and accrued interest will be charged against surplus account and, correspondingly, surplus account will have restored to it the excess depreciation taken, being in large measure the basis of additional tax. After these adjustments have been given effect to, there will result a net addition to surplus account.

(e) Accounts certified by Arthur Young & Co.

BALANCE SHEETS

COMPARATIVE CONSOLIDATED BALANCE SHEET, AS OF DEC. 31

	1942	1941	1940	1939	1938	1937	1936
ASSETS							
Cash on hand & demand deposits	\$11,216,067	\$7,470,899	\$9,884,208	\$9,940,939	\$6,276,525	\$4,174,953	\$9,513,735
Time dep. with bks. & insurance cos.	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,550,000
U. S. Treasury tax notes	5,110,000	2,000,000	---	---	---	---	---
Other U. S. Govt. securities	5,119,846	1,549,950	---	---	---	---	---
Marketable securities (cost)	511,807	511,807	511,807	511,807	511,807	513,680	512,500
Notes & accounts receivable (net)	10,346,468	10,619,394	7,788,808	6,835,519	6,194,884	7,307,726	8,205,763
Raw material inventory	5,937,456	5,793,462	2,707,133	2,535,872	2,542,993	4,687,613	2,377,809
Work in process & fin. goods	10,601,638	13,091,930	12,111,000	11,309,120	10,439,503	12,128,229	9,481,131
Mfg. sup. & repair parts	---	---	---	---	1,703,568	2,259,419	2,108,100
Total current assets	\$49,843,283	\$42,037,441	\$34,002,956	\$32,133,256	\$28,669,214	\$32,071,622	\$33,728,836
Other security investments	\$3,905,933	\$4,054,751	\$4,142,378	\$4,078,901	\$3,971,627	\$626,723	\$756,346
Life insurance cash surrender value	---	---	---	---	---	---	173,270
Mutual insurance & other deposits	368,841	361,071	328,963	320,000	329,384	366,307	359,880
Post-war refund—excess profit tax	50,630	---	---	---	---	---	---
Sundry loans, notes & accounts rec.	268,651	330,040	326,492	275,682	397,213	403,109	679,565
Invested in natural gas property	979,275	1,006,415	797,382	785,455	828,097	937,385	888,705
Property, plant & equipment	84,091,486	81,061,549	78,859,579	77,270,444	78,423,835	78,782,366	63,833,524
Less: Deprec., depl. & amortization	38,489,016	35,375,181	33,086,015	31,009,971	29,613,979	28,247,379	28,484,664
Net property account	45,602,470	45,686,368	45,773,564	46,260,473	48,809,856	50,534,988	34,348,860
Leases & patent rights (net)	841,195	729,568	842,290	940,714	1,036,536	1,496,115	1,234,482
Patents & goodwill	1	1	1	1	1	1	1
Rep. rent & imp. to leased property	---	---	49,548	321,890	392,901	463,140	468,675
Expired insurance	252,582	143,920	161,390	171,335	171,329	191,815	173,849
Repaid taxes, advertising, etc.	434,637	601,363	282,147	329,759	364,807	269,045	164,541
Mfg. sup. & repair parts	3,155,247	3,081,546	1,812,443	1,719,978	---	---	---
Total	\$105,502,744	\$98,032,486	\$88,518,553	\$87,337,453	\$85,057,974	\$87,562,251	\$72,975,512
LIABILITIES							
Accounts payable	\$4,240,978	\$5,017,507	\$3,045,235	\$2,395,738	\$1,756,676	\$3,393,068	\$3,962,888
Customers' credit balances	274,066	266,899	180,042	92,159	170,435	504,649	83,719
Accrued wages	1,100,429	1,184,299	789,062	757,573	622,292	650,985	735,838
Accrued general taxes	411,464	339,610	363,241	329,467	273,679	258,006	232,047
Accrued management bonus	---	314,125	48,644	188,750	---	342,192	526,958
Accrued estimated Federal taxes	19,695,745	9,398,785	2,851,951	2,280,726	1,723,939	2,289,191	2,354,768