FILE NAME: Allied Signal Bendix (ASB)

DATE: 1973

DOC#: ASB038

DOCUMENT DESCRIPTION: Moody's Entry

Other Debt: Outstanding, Dec. 31, 1972 (excluding current portion), $82,024,000 as follows: (1) $11,868,000 7½% Italian Lira note, due 1976; (2) $18,492,000 8¼% Dutch Guilder notes, due 1975; (3) $15,624,000 5½% Swiss Franc bonds, due 1983; (4) $13,020,000 6½% Swiss Franc note, due 1974; (5) $13,020,000 6⅞% Swiss Franc bank loan, due 1976; (6) $10,000,000 7¾% U. S. dollar notes, due 1976.

Capital Stock: General Electric Overseas Capital Corp. common; no par:
Auth. and outstg., 1,000 shs.; no par. All owned by General Electric Co. Has one vote per sh.

GENERAL MOTORS CORPORATION

CAPITAL STRUCTURE

LONG TERM DEBT

Issue	Rating	Amount Outstanding	Times Charges Earned 1972	Times Charges Earned 1971	Interest Dates	Call Price	Price Range 1972	Price Range 1971
1. Debenture 3¼s, 1979	Aaa	$31,562,000	57.33	64.18	J & J 1	[1]100.20	84⅛- 79	83 - 75
2. Mortgage debt	----	86,389,140			--------	-----	-------	-------
3. Subsidiary debt	----	696,292,400			--------	-----	-------	-------

CAPITAL STOCK

Issue	Par Value	Amount Outstanding	Earned per Sh. 1972	Earned per Sh. 1971	Divs. per Sh. 1972	Divs. per Sh. 1971	Call Price	Price Range 1972	Price Range 1971
1. $5 series cumulative preferred	No par	1,835,644 shs.	$762.72	$682.63	$5.00	$5.00	120	82½- 74½	84 - 73⅝
2. $3.75 series cumulative preferred	No par	1,000,000 shs.			3.75	3.75	[1]100	61¾- 54⅝	62½- 53⅝
3. Common	$1⅔	[2]285,922,900 shs.	[3]7.51	[3]6.72	4.45	3.40	-----	84¾- 71¼	91⅛- 73⅜

[1]Subject to change, see text. [2]Excludes 1,693,625 shares in treasury for bonus and option plans. Average shares outstanding, 286,099,648 shares. [3]Based on average number of shares outstanding.

HISTORY

Incorporated in Delaware, October 13, 1916, to acquire stock of the General Motors Company (a New Jersey corporation) on the basis of 1 1/3 shares of its 6% preferred for each share of General Motors Company 7% preferred and 5 shares of its common for each share of General Motors Co. common. As of August 1, 1917, acquired assets of General Motors Co. which was dissolved as of the same date. Numerous other acquisitions were made in subsequent years of which the more important are here referred to.

May 2, 1918, acquired assets and business of Chevrolet Motor Co. (Del.) for a consideration of 282,684 shares of common stock.

Dec. 31, 1918, acquired assets and business of United Motors Corp. for a consideration of 298,692 shares of debenture stock and 99,564 shares of common; also cash equal to accrued dividends on each.

In 1919, acquired a majority interest in Fisher Body Corp. at a cost of $27,600,000.

In 1925, acquired for cash all ordinary shares of Vauxhall Motors, Ltd., of England remaining interest acquired in Dec. 1969.

In Sept., 1925, sold its truck division (known as General Motors Truck Co.) to Yellow Truck & Coach Manufacturing Co. for 800,000 shares (entire outstanding issue) of the latter's common stock.

On June 30, 1926, acquired assets and business of Fisher Body Corp. on the basis of one share of common for one and a half shares of Fisher Body Corp. stock.

In March, 1929, acquired an 80% stock interest in Adam Opel A. G. at a cost of around $26,000,000 and in 1931 acquired the remaining minority interest.

In April, 1929, purchased 500,000 shares of Bendix Aviation Corp. (a 25% interest) for $15,000,000 cash, assets of Delco Aviation Corp. and licenses to various patents. Holdings reduced to 399,990 shares by sales in 1939 and 1940. Remaining interest sold in 1948.

In May, 1929, acquired entire interest in Allison Engineering Co.

In 1929, purchased a 40% interest in stock of Fokker Aircraft Corp. of America, a manufacturer of airplanes, whose name was changed to General Aviation Corp. in 1930. In 1933, most of General Aviation Corp. assets were transferred to North American Aviation, Inc., in exchange for stock in the latter. General Motors Corp. received part of these shares when General Aviation Corp. distributed them to its shareholders and voted to dissolve in 1934. In 1933 General Motors Corp. also purchased additional stock of North American Aviation, Inc. in the amount of 300,311 shares. In 1935, company received stock in Transcontinental & Western Air, Inc. (which it subsequently sold) as a dividend on its holdings in North American Aviation. North American Aviation holdings were sold in 1948. For further historical details concerning General Motors interest in aviation enterprises, see Moody's 1939 Industrial Manual.

In October, 1929, purchased assets and business of North East Electric Co. for 40,000 shares of 7% preferred and 106,667 shares of common stock.

In June, 1930, acquired stock of Winton Engine Co. for 126,667 shares of common and reorganized company in 1937 as Cleveland Diesel Engine Division.

April 1, 1933, purchased the assets and business of Sunlight Electrical Manufacturing Co., Warren, O., for $665,000. The latter's business was making small electric motors.

In 1935, organized as a subsidiary the Electro-Motive Corp. for the purpose of developing a Diesel electric locomotive business.

In 1940 company acquired the assets of Engineering Projects, Inc. of Dayton, O., engaged in the development of airplane propellers.

On Sept. 30, 1943, the assets of Yellow Truck & Coach Mfg. Co. were acquired by General Motors, and business formerly conducted by that organization is being carried on by the GMC Truck & Coach Division of the corporation. For details of merger see Moody's 1943 Industrial Manual.

In Dec., 1949 company sold 49% interest in Kinetic Chemicals, Inc. to E. I. du Pont de Nemours & Co., for $9,713,667.

On Aug. 31, 1953 sold interest in Hertz Drivurself companies, including Sterrett Operating Service, to Omnibus Corp.

On Sept. 30, 1953 acquired Euclid Road Machinery Co. which became the Euclid Division. Company issued 305,137 common shares to Euclid shareholders.

In Oct., 1956 company sold its one-third interest in International Freighting Corp. to E. I du Pont de Nemours Co.

In Nov. 1962 sold its 50% interest in Ethyl Corp. to Albemarle Paper Co. (now Ethyl Corp.).

In mid 1971, formed a new subsidiary General Motors Overseas Finance N.V.

In Sept. 1971, Company acquired a 34.2% interest in Isuzu Motors Ltd., a Japanese truck and auto manufacturer.

In late 1971, acquired business and facilities of Capital Motors Assembly Corp., Malaysia. Capital Motors, name changed to General Motors Malaysia Sendirian Berhad, has an assembly capacity of about 2,000 vehicles annually and employs about 180 persons. Company will continue assembly begun in 1968 of vehicles imported from West German manufacturing subsidiary, Adam Opel A.G.

In Nov. 1971, GM Zaire S.A.R.L. was established at Kinshasa Zaire to assemble passenger cars and commercial vehicles. Plans call for construction of an assembly plant covering an area of 128,000 sq. ft. with an annual capacity of 4,000 vehicles on one-shift operation and 8,000 vehicles on a two-shift basis. Production is expected to begin within approximately two years.

On Dec. 31, 1971, merged GM Shares Inc.

In 1972 acquired a 49% interest in Bangchan General Assembly Co. Ltd., Bangkok, Thailand. Bangchan assembles vehicles for distribution by wholly-owned subsidiary, General Motors Thailand Ltd.

ANTI-TRUST SUITS

Du Pont Case: On June 30, 1949, U. S. Government instituted in the U. S. District Court at Chicago, a civil suit against corporation, E. I. du Pont de Nemours & Co., U. S. Rubber Co. and others charging them with violations of the anti-trust laws.

After protracted litigation, a divestiture order was entered which became effective May 1, 1962. For details of order, see under E. I. du Pont de Nemours & Co. (see general index).

Bus Case: On July 6, 1956 the U. S. Government instituted a civil antitrust suit in the Federal District Court at Detroit, Mich., charging corporation with monopolizing manufacture and sale of transit and intercity buses.

In 1965, Justice Dept. and Co. filed a consent decree in Federal Court at Detroit which became effective Dec. 31, 1965, thus settling case.

The decree seeks to promote competition by requiring GM to sell its buses to all customers without discrimination; make available for sale to other bus makers all of its engines, transmissions, and bus parts; open its financing facilities to bus buyers even if those buyers use GM financing to buy competitors' buses; and permit other bus makers to use all of GM's bus patents owned at the time the decree was entered and without payment of royalties.

The decree will be in effect for 25 years from date of signing, except for a reopener provision and requirement that GM furnish bus parts other than engines, which run through 1975.

The patent clause requires GM to make available to competitors all new bus patents it develops over next 10 years; for 1st 5 of those 10 years, patents must be offered free of royalty.

Decree preserves for the Justice Dept. right to reopen case and seek divestiture of part of GM's bus operations "at such time as market conditions make divestiture more economically feasible than it would be in present very limited bus market" subject to ground rules in the decree. The reopener clause will become effective 3 years after Federal Judge formally signed the decree on Dec. 31, 1965 and will extend for 7 years, or through 1976.

Euclid Case: On Oct. 16, 1959, the U. S. Government commenced a civil antitrust suit in the U. S. District Court, New York charging that acquisition of stock of Euclid Road Machinery Co. in 1953 was an unlawful acquisition.

On Aug. 2, 1967, GM announced that an agreement in principle on consent decree settlement terms had been worked out with the Justice Dept. and that it was now reopening negotiations for proposed sale of certain assets. A formal purchase and sale agreement was signed effective as of Jan. 31, 1968 with White Motor Corp. and the transfer took place July 1, 1968.

GM sold two Euclid, Ohio, plants and certain equipment and assets which have been used in the manufacture of off-highway dump trucks. GM retained the Hudson, Ohio plant, in which it continues to manufacture crawlers, front-end loaders and scrapers.

GM also has agreed not to manufacture or sell for delivery in the U. S., off-highway dump trucks for a period of four years ending in the middle of 1972. It is GM's intention, however, to continue research, engineering and experimental work in this field with a view to offering new advanced and improved products.

White Motor Corp. has agreed initially to franchise off-highway dump trucks to Euclid Div. dealers in the U. S. Through its subsidiaries in Canada and Scotland, GM will continue to manufacture and sell rear dump trucks and other products in Canada and overseas. White will also be licensed under GM patents to produce those models of two-axle scrapers which are being produced by Euclid Div.

On July 18, 1968 Co. announced that the Euclid division was renamed the Earthmoving Equipment division. Renaming the division followed entry of consent judgment on July 1, 1968, which required Co. to sell to White Motor Corp. the name "Euclid" and certain equipment and assets used in manufacture of off-highway dump trucks. White Motor has announced it plans to operate, these facilities as a wholly owned subsidiary, Euclid, Inc. Assets were sold to White Motor Corp. for $13,964,965 cash. Effective July 1, 1970, Earthmoving Equipment division was renamed TEREX Division, which coincides with trade name for a number of Division's products.

The same general ground rules in the decree for contest between Govt. and GM if Govt. should at some later date decide to try to force GM to divest part of its bus-making operation.

If the bus market expands "substantially" during stated time period—after 3 years but within next 10—and no substantial additional competition has entered the business, or if a major competitor in field disappears and is not replaced, Govt. could then seek a court order requiring GM to sell, at a fair price, any separate bus-making plant it owns. If GM had only one bus-manufacturing plant at the time, court could order it to build a new plant and sell it.

GM could oppose such a divestiture move in court, according to decree, only on ground that after such new entry either new purchaser or any present bus manufacturer could not operate as viable competition, or that GM no longer had largest share of bus market.

If GM did sell a bus-manufacturing plant, in effect creating a competitor, it could still be required for such time as the court deems appropriate to abide by all other provisions of decree except for building or selling another plant.

Locomotive Case: In Apr., 1961, Federal grand jury in New York returned an indictment against company charging monopolization of production and sale of diesel railroad locomotives in violation of Section 2 of Sherman Act.

In 1964 Justice Dept. dropped its 1961 criminal anti-trust suit against company due to lack of evidence that company had ac-

INTEREST—F&A 1 at office of trustee and Morgan Guaranty Trust Co., New York.

TRUSTEE—Continental Illinois National Bank & Trust Co., Chicago.

DENOMINATION—Coupon, $1,000; registerable as to principal; fully registered $1,000 and approved multiples thereof. C & R interchangeable with charge of $2 per debenture.

CALLABLE—As a whole or in part at any time on at least 30 days' notice to each July 31, incl. as follows:

1972---	102.00	1973---	101.80	1974---	101.65
1975---	101.50	1976---	101.35	1977---	101.20
1978---	101.05	1979---	100.90	1980---	100.75
1981---	100.60	1982---	100.45	1983---	100.30
1984---	100.15	1987---	100.00		

However, not callable prior to Aug. 1, 1967 by refunding at interest cost less than 4.60%.

Also callable on like notice at 100 for sinking fund (which see).

SINKING FUND—Cash (or debentures) to retire at par $570,000 debentures each Aug. 1, beginning 1967, plus similar optional payments.

SECURITY—Not secured. Company or a restricted subsidiary may not create or permit to exist, except in favor of the company or a wholly-owned restricted subsidiary, any mortgage on property without equally and ratably securing the debentures, except for refunding and for purchase money mortgages up to 75% of cost of acquisition, construction and improvement of such property.

If on any consolidation or sale of substantially all properties, any property would become subject to a mortgage, debentures will be secured by direct prior lien thereon except for any existing lien thereon.

Indenture contains provisions (1) restricting company from selling indebtedness on stock issued by a restricted subsidiary; (2) prohibiting any restricted subsidiary, except Ekco Containers, Inc., from borrowing money from others than the company or a wholly-owned subsidiary; (3) prohibiting any restricted subsidiary from issuing preferred stock except to company or a wholly-owned restricted subsidiary and from issuing common stock if such restricted subsidiary would cease to be a subsidiary; (4) restricting sale by a restricted subsidiary of indebtedness or stock issued by another restricted subsidiary; (5) prohibiting company and restricted subsidiaries from making a sale and lease back of any manufacturing or warehousing property owned on Aug. 1, 1962 except to company or a wholly-owned restricted subsidiary.

... ings and subordinated debt (excluding for refunding debt secured by type of lien permitted in provision summarized above, unless thereafter consolidated net tangible assets equal at least 200% of consolidated funded debt.

DIVIDEND RESTRICTION—Company may not pay cash dividends, acquire capital stock or make any investment in or advance to any non-restricted subsidiary, in excess of consolidated net income after Dec. 31, 1961 plus $6,000,000 and proceeds of stock sold after Aug. 1, 1962. At Dec. 31, 1971, such restrictions were not significant.

RIGHTS ON DEFAULT—Trustee or 25% of debentures may declare principal due and payable (30 days' grace for interest payment).

INDENTURE MODIFICATION—Indenture may be modified, except as provided, with consent of 66⅔% of debentures.

LEGAL—For savings banks in N. J.

LISTED—On New York Stock Exchange.

PURPOSE—Proceeds to retire 3⅝% and 4% notes and short-term bank loans; balance for working capital.

OFFERED—($15,000,000) at 100 (proceeds to company, 98⅞) on Aug. 9, 1962 by Lehman Brothers, New York, and associates.

CAPITAL STOCK

1. American Home Products Corp. $2 convertible preferred; par $2.50:

Authorized all series, 5,000,000 shares; this series, 728,400 shares, outstanding this series, Dec. 31, 1972, 713,889 shares; par $2.50.

Has preference for assets and divs. Entitled to cum. divs. of $2 per sh. annually, payable quarterly, Jan. 1, etc. Co. may not pay cash divs. on or acquire com. stock in excess of consolidated net income after Dec. 31, 1961 plus $6,000,000 and net proceeds from sale of stock after Aug. 1, 1962.

Dividend Record: Initial dividend of $0.50 per share paid Apr. 1, 1966, regular quarterly dividends paid thereafter.

On liquidation, entitled to $52.50 a sh., if involuntary; if voluntary, $57.50 a sh.; plus divs. Callable as a whole or in part on at least 30 days' notice at $60 per sh., plus divs., provided that mkt. price of com. stock is at least $40 (adj.) a sh. (or equivalent thereof if any adjustments of conversion rate shall have occurred).

Convertible into com. at any time at rate of 1½ com. shs. for each pfd. sh. (adj. for Apr. 26, 1967 2-for-1 com. split). No adjustment made for divs on any class of shs. Conversion privilege dilution protected.

Has 1½ votes per sh. (adj. for Apr. 26, 1967 2-for-1 com. split) with right of cum. voting ...

Issued (2,755,220 shares) on Sept. [illegible] in exchange for Ekco Products Co. [illegible] of 1 sh. $2 conv. pfd. for each [illegible] outstg.

(912,528 shs.) May 20, 1966 in [illegible] E. J. Brach & Sons common.

Listed: On NYSE (Symbol: AHP [illegible]

2. American Home Products Corp. common stock; par $0.33⅓:

AUTHORIZED—210,000,000 shares; [illegible] Dec. 31, 1972, 52,276,856 shares, [illegible] 2,463,012 shares; reserved for [illegible] shares, reserved for conversion [illegible] 1,070,833 shares par $0.33⅓.

Par changed from no par to $1 [illegible] share for share; $1 par shares [illegible] Nov. 1, 1946; 2-for-1, Nov. 14, [illegible] Sept. 18, 1961, and 2-for-1, Apr. 26, [illegible] changed from $1 to $0.33⅓ May [illegible] 3-for-1 split.

Dividend Record (in $)

1926---	1.60	1927---	2.40	1928---	2.80
1929---	3.35	1930–32	4.20	1933---	3.25
1934–35	2.40	1936---	2.50	1937---	2.50
1938---	2.40	1939---	2.65	1940---	2.70
1941---	2.80	1942---	2.40	1943---	2.65
1944---	2.70	1945---	3.00	1946---	2.30
($1 par shares—after 3 for 1 split)					
1946---	0.25	1947---	1.20	1948---	1.45
1949---	1.70	1950–52	2.00	1953---	[illegible]
1954---	3.00	1955---	3.30	1956---	[illegible]
1957---	6.00				
($1 par shares—after 2 for 1 split)					
1958---	3.50	1959---	4.00	[illegible]---	4.20
1961---	3.30				
($1 par shares—after 3-for-1 split)					
1961---	0.34	1962---	1.54	1963---	1.60
1964---	1.70	1965---	1.90	1966---	2.10
1967---	0.50				
($1 par shares—after 2-for-1 split)					
1967---	0.90	1968---	1.25	1969---	1.40
1970---	1.55	1971---	1.70	1972---	1.68
[1]1973	0.907				

[1]To June 2.

Dividends payable quarterly Jan. 1, etc., to stock of record about Dec. 14, etc.

DIVIDEND RESTRICTIONS—See under debenture 4.60s, and pfd., above.

PREEMPTIVE RIGHTS—None.

LISTED—On NYSE (Symbol: AHP). Unlisted trading on PBW, Detroit, Boston and Midwest Stock Exchanges.

Transfer Agents: Manufacturers Hanover Trust Co., New York and Continental Illinois National Bank & Trust Co., Chicago.

Registrars: Chase Manhattan Bank, N. A., New York and First National Bank, Chicago.

BENDIX CORPORATION

CAPITAL STRUCTURE

LONG TERM DEBT

Issue	Rating	Amount Outstanding	Times Charges Earned 1972	Times Charges Earned 1971	Interest Dates	Call Price	Price Range 1972	Price Range 1971
1. Sinking fund deb. 6⅝s, 1992 --------	A	$125,000,000	5.81	4.11	J & D 1	[5]104¾	95 - 90¼	95 - 84½
2. Other long term debt --------------	----	4,700,000			--------	-----	-------	-------
3. Eurodollar credit loan ------------	----	11,500,000			--------	-----	-------	-------
4. Other subsidiary debt ------------	----	55,400,000			--------	-----	-------	-------
5. Bank credit agreement ------------	----	40,000,000			--------	-----	-------	-------
6. Eurodollar credit agreement -------	----	4,300,000			--------	-----	-------	-------

CAPITAL STOCK

Issue	Par Value	Amount Outstanding	[1]Earned per Sh. 1972	[1]Earned per Sh. 1971	Divs. per Sh. 1972	Divs. per Sh. 1971	Call Price	Price Range 1972	Price Range 1971
1. $3 cum. conv. pfd., ser. A ----------	No par	2,815,934 shs.	$21.02	$14.78	$3.00	$3.00	[5]70	79¼ - 62	66½ - 48¼
2. Common ---------------------------	$5	12,675,267 shs.	[2][4]$3.37	[3]$2.56	1.60	1.60	----	52⅜ - 40¾	44 - 25½

[1]Fiscal years ended Sept. 30. [2]Based on average shares as reported by company. [3]Before a special nonrecurring price adjustment on a multi-year fixed price contract benefitting earnings by $0.19 per share; also before extraordinary items, net of income taxes and other income adjustments, which resulted in a net extraordinary charge of $0.17 per share. [5]Subject to change; see text.

HISTORY

Incorporated in Delaware, Apr. 13, 1929 as Bendix Aviation Corp.; present name adopted June 1, 1960.

At inception acquired all stock of Bendix Corp. (organized in 1924) for 1,000,000 shares of common; acquired assets of Electric Auto-Lite of Delaware, Inc. for 140,000 shares of common and $2,750,000 cash, acquired assets of Stromberg Carburetor Company of America Inc. for 180,000 shares of common; acquired all outstanding stock of Scintilla Magneto Co., Inc. for 70,000 shares of common; acquired all outstanding stock of Delco Aviation Corporation and $15,000,000 cash for 500,000 shares of common.

For other acquisitions in 1929 and in subsequent years prior to 1950 see Moody's 1957 Industrial Manual.

For other acquisitions from 1950 to 1962 see Moody's 1968 Industrial Manual.

On Mar. 21, 1963 sold Computer Division to Control Data Corp. for cash and stock totaling under $10,000,000.

In fiscal 1964, Fostoria Machine & Tool Co. was merged into Sheffield Corp. and Micrometrical Mfg. Co. and Cleveland Instrument Co. were merged into company.

On July 1, 1964 acquired Scott-Testers, Inc. and its subsidiary Scott Testers (Southern) Inc. in exchange for 29,204 common shares.

On Sept. 1, 1964, acquired Dage Electric Co. in exchange for 45,000 common shares, and Pierce-West, Inc. for cash.

In May 1965 acquired United Geo[illegible] Corp., a worldwide organization [illegible] principally in providing geophysical [illegible] to petroleum companies, for 125,000 [illegible] shares.