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REYNOLDS METALS COMPANY

CAPITAL STRUCTURE

LONG TERM DEBT

Issue	Rating	Amount Outstanding	Times Charges Earned 1975	Times Charges Earned 1974	Interest Dates	Call Price	Price Range 1975	Price Range 1974
1. First s. f. 4⅜s, A, due June 1, 1980	----	$33,414,000			J&D 1	[2]	[3]	[3]
2. First s. f. 4¼s, B, due June 1, 1981	----	15,710,000			J&D 1	[2]	[3]	[3]
3. First s. f. 4¾s, C, due Dec. 1, 1981	----	30,428,000			J&D 1	[2]	[3]	[3]
4. First s. f. 5⅝s, D, due Dec. 1, 1987	----	30,000,000			J&D 1	[2]	[3]	[3]
5. First s. f. 5¼s, E, due June 1, 1990	----	67,052,000			J&D 1	[2]	[3]	[3]
1st 5¾s F, due June 1, 1993	----	142,500,000			J&D 1	-----	[3]	[3]
1st 9¼s, G, due Dec. 15, 1994	----	78,000,000			J&D 1	-----	[3]	[3]
1st 50.55s, AA, due June 1, 1960	----	41,549,000	2.26	3.49	J&D 1	-----	[3]	[3]
6. 1st 5.023s, BB, due June 1, 1990	----	16,397,000			J&D 1	-----	[3]	[3]
1st 5.137s, CC, due June 1, 1990	----	32,468,000			J&D 1	-----	[3]	[3]
7. Conv. subord. deb. 4½s, 1991	Ba	75,000,000			M&S 1	[4]102	59 - 51½	64¼ - 47
8. Bank notes payable	----	104,000,000			--------	-----	[3]	[3]
9. Other debt	----	76,376,000			--------	-----	-------	-------
10. Eurodollar conv. deb. 5s, 1988	----	50,000,000			J&D 1	-----	-------	-------
11. Other subsidary debt	----	139,801,000			--------	-----	-------	-------

CAPITAL STOCK Issue	Par Value	Amount Outstanding	Earned per Sh. 1975	Earned per Sh. 1974	Divs. per Sh. 1975	Divs. per Sh. 1974	Call Price	Price Range 1975	Price Range 1974
1. 4¾% preferred, A	$50	225,149 shs.	$266.57	$434.46	$2.375	$2.375	51.00	39 - 34⅝	40 - 34
2. 4½% conv. second preferred	100	601,016 shs.	98.92	189.01	4.50	4.50	100	59 - 44½	64 - 42½
3. Common	No Par	[1]17,274,084 shs.	[1]3.29	[1]6.41	1.00	1.00	-----	24¼ - 14⅝	26½ - 13⅛

[1]As reported by Co. based on avg. shs. outstg. [2]See text. [3]Sold privately. [4]Subject to change; see text.

HISTORY

Incorporated in Delaware July 18, 1928 with a perpetual charter, and acquired the foil business and operating assets of United States Foil Co. In Aug., 1928 purchased entire capital stock of Robertshaw Thermostat Co., incorporated 1914; also acquired control of Fulton Sylphon Co., incorporated 1926.

On Jan. 3, 1930 purchased and transferred to newly organized subsidiary Midland Foil Co., Inc. substantially all assets of Midland Metal Co. of Chicago. On May 29, 1930 acquired certain assets of Lehmaier, Schwartz & Co., Inc., New York, manufacturers of metal foils. On Aug. 8, 1930 purchased net assets of Embossed Metal Products Corp., New York. On Dec. 18, 1933 acquired net assets of Standard Art Works, Louisville, Ky. In 1935 acquired interest in Richmond Radiator Co. (latter merged with Rheem Mfg. Co. in 1956).

In Feb., 1936 acquired through Robertshaw Thermostat Co. entire stock of Grayson Heat Control, Ltd., Lynwood, Cal. In Mar., 1936 formed Bridgeport Thermostat Co., Inc. to acquire property and rights obtained from Bridgeport Brass Co. In Mar., 1938 acquired through Robertshaw Thermostat Co. entire common stock of American Thermometer Co.

On Oct. 9, 1940 company incorporated Bauxite Mining Corp. (Del.) to conduct bauxite exploration and mining activities; name changed to Reynolds Mining Corp., Aug. 9, 1941.

On Jan. 23, 1941, organized Reynolds Alloys Co. and Reynolds Ore Co.; former merged in 1955 and latter dissolved June 13, 1945. In Oct., 1943, purchased stock of Charter Oak Stove & Range Co.; name changed to Reynolds Sales Co. on May 18, 1951.

In 1945, organized Reynolds Internacional de Mexico, S. A. (now Reynolds Aluminio, S. A.) to operate an aluminum plant in Mexico. Also purchased plants, and other assets of Aluminum Products Co. of La Grange and Lemont, Illinois.

During 1947, Robertshaw Thermostat Co., Fulton Sylphon Co., and Bridgeport Thermostat Co., wholly-owned subsidiaries were merged into Fulton Sylphon Co. (name subsequently changed to Robertshaw Controls Co.). On Oct. 31, 1947 securities of latter were sold in the market and company received approximately $12,000,000 in cash and at the same time retained approximately 50% interest in the common stock of Robertshaw-Fulton Controls Co. (subsequently reduced).

In 1949 acquired outstanding capital stock of Reynolds Research Institute, Inc. (name changed to Reynolds Aluminum Service Corp. on June 17, 1954 and to Reynolds Aluminum Service Corp. of Virginia on Nov. 8, 1957 and to Reynolds Metals Development Co. on July 31, 1963).

During 1949, Reynolds Aluminum Co. acquired from U. S. Government six plants, formerly leased, for $57,581,958.

On July 18, 1949, organized Reynolds Jamaica Mines, Ltd., to develop and operate Jamaica ore properties. Company subscribed $1,910,500 for common stock and subsequently arranged with Mutual Security Agency (formerly ECA) for advance to subsidiary of $14,287,033 against agency's purchase of aluminum over 20-year period.

In June, 1950, company exercised its option to purchase controlling stock interest in Southern States Iron Roofing Co. (name changed to Reynolds Aluminum Supply Co. Nov. 1, 1957 and dissolved in 1965).

In Dec., 1952, purchased bauxite rights and assets of Berbice Co., Ltd., in British Guiana. Acquisition included mining leases and exclusive permissions covering some 490,000 acres, complete mining equipment, houses, washing plant, drying plant, service facilities, short railroad and barge line.

In 1953, organized Reynolds International, Inc. to consolidate and expand foreign operations.

In 1955 Reynolds Alloys Co., Reynolds Aluminum Co. and Reynolds Reduction Co. were merged into parent company.

In 1956 acquired Arrow Brands, Inc., Long Beach, Cal., and Security Chain Link Fence Co. Both later dissolved.

In Mar., 1958, acquired minority interest in Venesta Ltd., London, Eng., manufacturer of aluminum foil, etc., from Ekco Products Co.

Company and Tube Investments Ltd. (owners of Reynolds T. I. Aluminium Ltd.) acquired at various times (about 96%) of ordinary shares of The British Aluminium Co. Ltd. (see general index). Company owns 48% interest and Tube Investments Ltd., 48% interest in this stock.

In 1959 the foil business of Venesta was transferred to a new subsidiary, Venesta Foils, Limited, and sold to Reynolds T. I. Aluminium, Ltd.

On Apr. 10, 1961, merged United States Foil Co. Under the plan United States Foil Co. class A and B no par common was reclassified into single class of voting stock on basis of 3 shares for each class A share and one share for each class B share; new stock was subsequently exchanged for company stock on basis of 0.85 share for each United States Foil Co. new share.

On July 31, 1961 merged Tilo Roofing Co., Inc. providing for exchange of one share of $4.50 convertible second preferred for each 5¾ common shares of Tilo.

In Nov. 1961 Reynolds International, Inc., subsidiary acquired for cash Aluminum Extruders Ltd. from Kruger Organization Ltd.

In early 1965 Reynolds International Inc. subsidiary acquired all stock of Filter Lite All-Weather (Alum.) Ltd. in which it previously held 50% interest. Name changed to R. M. P. (Quebec) Ltd. May 10, 1965, and to Reynolds Cable Co. Ltd. Aug. 1, 1967.

On Jan. 1, 1968 acquired facilities and business of Foote-Burt Co., a machine tool manufacturing division of Curtis Noll Corp. (see general index).

In Aug. 1969, acquired Industrial Metals, Inc., Kansas City-based metals distributor, thru an exchange offer under which all but one shareholder of Industrial exchanged one Industrial capital sh. for 10.75 Company common shs. 18,367 common shs. were issued at this ratio. Remaining shareholder exchanged one Industrial sh. for 9.7561 Company common shs. and 19,912 common shs. were issued at this ratio. Up to 31,721 additional Company common shs. will be issued to this shareholder contingent upon future earnings (dissolved in Mar. 1973).

On July 31, 1970 merged Canadian British Aluminum Co. (see Moody's 1970 Industrial Manual) a subsidiary Co. also merged CRM Capital Ltd. Through merger co. formed a new subsidiary Canadian Reynolds Metals Co., Ltd.

In Aug. 1971 acquired assets (which were contributed to El Campo Aluminum Co., a new wholly owned subsidiary) of May Aluminum Co. for 51,226 common shares. During third quarter of 1974 these shares were repurchased by Co. Additional consideration was given for waiver of rights to receive an indeterminable number of additional shares of Reynolds common stock.

On Jan. 1, 1975 assets of Reynolds Guyana Mines, Ltd., were nationalized by Gov't of Guyana. Under an agreement between Company, Reynolds Guyana Mines, Ltd., Gov't of Guyana, and Overseas Private Investment Corp., a U. S. gov't agency. Company received payment of $10,000,000 on Feb. 20, 1975 for nationalized assets.

Sale of Mineral Properties: In late 1973 Co. transferred to Texaco, Inc. (see alphabetical index) a major portion of its interests in over 30,000 acres of land owned and held under contract, as well as associated coal and water rights and permits, located in Wyoming. Pursuant to transfer, Co. received initial payment of $15,282,000. Agreement also provides that Co. shall receive minimum advance royalties of $12,000,000 per year for next 10 years beginning in 1974 to apply against first 700 million tons of coal to be mined. Thereafter Co. is to receive a royalty of $0.20 per ton of coal mined, with provision for escalation. Co. has retained certain land, coal and water rights in Wyoming to provide for future manufacturing operations.

To Sell Certain Assets:

In Apr. 1975, Co. agreed to sell 51% of its Jamaican mining assets and operations and all of its land holdings and livestock on Caribbean Island to Govt. of Jamaica for approx. $24,200,000.

SUBSIDIARIES & ASSOCIATED COMPANIES

On Dec. 31, 1975, held 100% voting power (except as otherwise noted) in the following major subsidiaries:

Name and place of incorporation:

Reynolds Aluminiumwerke G.m.b.H. (W. Germany)
Reynolds Mining Corp. (Del.)
Reynolds Jamaica Mines, Ltd. (Del.)
Caribbean Steamship Co., S. A. (Panama)
Reynolds International, Inc. (Panama)
Reynolds Aluminium Europe, S. A. (Belgium)
Reynolds Aluminio, S. A. (Mexico) (53%)
Reynolds Aluminum Deutschland, Inc. (Del.)
Reynolds Philippine Corp. (Republic of Philippines) (51%)
Reynolds Metals European Capital Corp. (Delaware)
Reynolds Jamaica Alumina, Ltd. (Delaware)
Reynolds Metals Development Corp. (Virginia)
Reynolds Aluminum Co. of Canada Ltd. (64%) (alphabetical index).
Reynolds T. I. Aluminium Ltd., (U. K.) (49%)
Tilo Company Inc. (Delaware)
Reynolds Haitian Mines, Inc. (Delaware)
Eskimo Pie Corp. (Delaware) (76%) (see alphabetical index).
Caladian Reynolds Metals Co., Ltd. (Canada)
Reynolds Aluminium Credit Corp. (Del.)
Aluminium Oxid Stade GmbH (50%)
Jamaica Alumina Security Co., Ltd. (Del.) (37%)
Manicouagan Power Co. (Canada) (40%)
Societa Lavorazioni Industriali Metalli S.p.A. (Italy) (60%)
The British Aluminium Co., Ltd., (United Kingdom) (46%)
Reynolds Alumina Stade, Inc. (Del.)
Reynolds Cable Co. Ltd.
La Societe des Cables Reynolds Limitee (Canada)
Reynolds Extrusion Co. Ltd.
La Compagnie de Profiles Reynolds Limitee (Canada)
Aluminio Reynolds de Venezuela, S. A. (Venezuela)
Aluminio del Caroni, S. A. (Venezuela) (50%)
Industria Navarra del Aluminio, S.A. (Spain) (50%)
Reynolds Guyana Mines, Ltd.
Alumina Partners of Jamaica (Partnership) (Del.) (37%)

Note: Company has a 27% interest in Robertshaw Controls Co. (see alphabetical index).

Reynolds T. I. Aluminium Ltd. (R. T. I. A.) owns 5% of ordinary shares of The British Aluminium Co. Ltd. (see alphabetical index).

Surinam Joint Venture: Agreement signed Aug. 30, 1971 provided for joint venture of Reynolds Suriname Mines, Ltd., a wholly owned subsidiary with government of Surinam for development and use of bauxite reserves in Bukhucs area of Surinam. Another concession awarded Company by government was for the exploration, development and use of bauxite to produce alumina in the Coppename area. However under this agreement the government is granted optional rights to participate in production of alumina in this Coppename area. During fourth quarter of 1974, Reynolds agreed to relinquish its concessions and export rights in Surinam to gov't for $3,500,000 to be paid in 1975. Sufficient bauxite had not been discovered in company's concession area to

meet requirements for construction of an alumina plant there, as had been originally envisioned.

Joint Venture: Alumina plant opened in Jamaica in 1969 with initial capacity of 950,000 tons (1,300,000 tons by late 1972) is 36.5% owned by Reynolds Metals Co.; 27% by Anaconda Co. and 36.5% by Kaiser Aluminum & Chemical Corp.

BUSINESS & PRODUCTS

Company is a major producer of primary aluminum and fabricated aluminum products and is engaged in most phases of aluminum industry. Company manufactures aluminum products for a variety of industries including building and construction, transportation and automotive, electrical and communications, appliances and utensils, containers and packaging, machinery and equipment and chemicals.

Products include:

Ore & Chemicals: Aluminas, Bauxite, Cryolite, Fluorspar and Calcined Coke.

Primary Aluminum: Ingot, billet, molten.

Mill Products: Sheet (flat, coiled, coated, laminated, patterned and embossed), blanks, circles, impact slugs, plate (machined and sculptured), extruded and drawn shapes and tubes, tapered and welded tubes, pipe, wire rod, bar, forging stock, structurals, powders and pastes, foil and screw machine stock.

Electrical: Stranded and alloy conductors, wire and cable, rigid conduit, capacitor foil, strip conductors, bus conductors, substation structures and transmission towers ACSR and foil coils.

Building Products: Roofing, siding, rain carrying equipment, shingles, railing, columns, nails, fasteners, fittings, shutters, louvers, vents, flashing, windows, doors, soffits, tub and shower enclosures and insulated panels, acoustical systems, awning components, expanded metal products, commercial railing systems, mobile home components, painted extrusions and flooring.

Highway Products: Culvert sheets, signs and supports lighting poles, guard rails, posts and bridge expansion joints, sign blanks, bridge rail and pedestrian bridges and barrier rail systems.

Fabricated Products: Tubed sheet, nestable bulk containers, telephone booths, custom fabricating, welding, stamping, drawing and forming and finishing roll forming and integral finned tube, stadium seating, railing systems and textile pirns and bobbins, softball and baseball bats, tennis racket frame.

Packaging Products: Aluminum foil, overwraps and labels, foilboard cartons polyethylene-foil combinations, foil containers, lids and can ends, tapper containers, beverage cases and cartons and special packaging machinery, plain, coated and printed can sheet, flat and coiled and slugs for cans, collapsible tubes, etc.

Consumer Products: Reynolds Wrap foils and interleaved and interfolded sheets, do-it-yourself aluminum, Reynolds Food Service Film and Foil and Reynolds Containers and cooking bags.

Plastic Film Products: Polyvinyl chloride film, polyvinyl alcohol film and solutions, shrinkable film and disposable laundry bags.

Machinery: Can making machinery, drilling machines, lapping filet rolling and burnishing machines, double hinge drilling and tapping machines, automated transfer lines and surface broaching machines.

Reclamation Products: Ingot, deoxidizing products, granules and anodes.

Research & Marketing: Innovations pioneered by the company include rotogravure printing of aluminum foil for packaging, aluminum siding, first successful household aluminum foil, high-strength overhead electrical conductor, all-aluminum 12-oz. beverage can, alloy for all-aluminum engine block, nationwide aluminum recycling, all-aluminum auto bumpers. Company was first basic metals producer to move from product to market approach to sales, and in 1969 combined marketing and production responsibility for specific markets in various divisions under new organization.

PRINCIPAL PLANTS & PROPERTIES

Alumina plants: Hurricane Creek, Ark., Corpus Christi, Tex. and Nain, Jamaica, W. I.

Ingot plants: Arkadelphia, Ark., Corpus Christi, Tex., Listerhill, Ala., Longview, Wash., Massena, N. Y. Baie Comeau, Canada and Troutdale, Ore.

Mining Plants: Bauxite—Arkansas (6,700 acres), Haiti (34,000 acres) and Jamaica, W. I. (65,000 acres).

Fluorspar: Mexico, Colorado, Kentucky (mines), Texas (concentrating plant).

Limestone: Arkansas.

Calcined Coke: Louisiana.

Coal: Kentucky and Wyoming.

Principal Domestic Plants

Sheffield and Listerhill, Ala.: Sheet, wire, reclamation, rod & bar, redraw rod & wire and welded tubing.

Phoenix, Ariz.: (2 plants) Extruded shapes and tubing and structural fabrication.

Torrance, Calif.: (2 plants) Extruded shapes, tubing and cans.

Tampa, Fla.: Cans.

McCook, Ill.: Sheet and plate.

Louisville, Ky.: (4 plants) Foil products, powder and paste, extruded shapes and tubing.

Houston, Tex.: Aluminum cans.

Grand Rapids, Mich.: Extruded shapes and tubing.

St. Louis, Mo.: Printed products and foil processing.

Woodbridge, N. J.: Aluminum cans.

Chester, Pa.: Electric wire and cable products.

Malvern, Ark. and Longview, Wash.: Electric wire and cable products.

Chesterfield County, Va.: (3 plants) Extruded shapes and tubing, printed products and foil processing and reclamation.

Grottoes, Va.: Plastic film.

Hayward, Cal.: Cans.

Wallkill, N. Y.: Cans.

Bristol, Va.: Can ends.

Ashville, O.: Building products.

Richmond, Va.: (2 plants) foil and foil products.

Research Divisions located as follows: Alumina, Hurricane Creek, Ark.; Reduction, Listerhill, Ala.; Metallurgical, Packaging and Product Development, Experimental Center, Richmond, Va.

Domestic Subsidiary Plants

Reynolds Mining Corp.: Facilities in Arkansas to mine, treat and transport bauxite.

Reynolds Jamaica Mines, Ltd., Jamaica, W.I.; facilities to mine, treat and transport bauxite.

Tilo Co. Inc.: Plant at Stratford, Conn. with approx. 611,350 sq. ft. of floor space on 17 acres of land.

Reynolds Haitian Mines, Inc.; Facilities in Haiti to mine, treat and transport bauxite.

Southern Gravure Services, Inc. Manufactures engraved rotogravure printing cylinders.

SIRCO Systems Inc. Manufactures metal shipping containers.

El Campo Aluminum Co. Manufactures extruded shapes.

Manufacturing Abroad

Subsidiaries and Associated Companies

Belgium: Reynolds Aluminium Europe, S. A.: Extrusions, foil printed foil packaging, building products.

Canada: Canadian Reynolds Metals Co., Ltd.: Primary aluminum.

Reynolds Aluminum Co. of Canada Ltd.: Sheet, building products, foil, printed foil, packaging materials, foil equipment.

Reynolds Extrusion Co. Ltd.: Extrusions and fabricated products.

Reynolds Cable Co.: Redrawn rod & cable.

Colombia: Aluminio de Colombia, Reynolds, Santo Domingo, S. A.: Sheet, foil, extrusions, containers.

Italy: Societa per Azioni Fonderpress: aluminum die castings, dies.

S.L.I.M.—Societa Lavorazioni Industriali Metalli, S.p.A. (under construction): Sheet, foil extrusions.

Mexico: Reynolds Aluminio, S. A.: Sheet, foil, printed foil, extrusion.

Netherlands: Aluminium Extruders (Holland) N. V.: Extrusions.

Philippines: Reynolds Philippine Corporation: Sheet, foil, extrusions, utensils.

Spain: Industria Navarra del Aluminio, S. A.; Wire, cable, extrusions, with plans for other fabricating operations.

Venezuela: Aluminio Reynolds de Venezuela, S. A.: Sheet, foil, extrusions.

Aluminio del Caroni, S. A.: Primary aluminum and fabrication.

West Germany: Reynolds Aluminiumwerke GmbH; Aluminium Oxid Stade GmbH and Reynolds Aluminum Hamburg GmbH: Sheet, extrusions, alumina and primary aluminum.

United Kingdom: The British Aluminium Co., Ltd.; Integrated aluminium producer and fabricator.

Reynolds T.I. Aluminium Ltd.: Aluminium fabrication by subsidiary companies

Also operates plants in France, Guinea, India, Iran, Ireland and Norway.

MANAGEMENT

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J. F. McGillicuddy	R. I. Dawes
F. R. Edney	

Auditors: Ernst & Ernst.

Annual Meeting: First Wednesday after April 15th at Richmond, Va.

No. of Stockholders: Dec. 31, 1975: 4¾% pfd., 1,160; 4½% pfd., 3,968; com., 34,323.

No. of Employees: 1975 (avg.), 33,400.

Executive Office: Reynolds Metals Bldg., Richmond, Va. 23261.

New York Office: 19 East 47th St. 10017.

Primary Production (tons) year to Dec. 31:

1975	821,500	1971	938,762
1974	1,201,800	1970	1,094,000
1973	1,083,500	1969	1,026,982
1972	938,501		

COME ACCOUNTS

COMPARATIVE CONSOLIDATED INCOME ACCOUNT, YEARS ENDED DEC. 31

(taken from reports filed with Securities & Exchange Commission)

(in thousand $)

	1975	[3]1974	[3]1973	[3]1972	[3]1971	[3]1970	[3]1969
ales	$1,679,262	$1,993,189	$1,449,751	$1,162,183	$1,093,248	$1,035,166	$1,012,652
er revenues	43,295	52,663	36,874	16,835	13,203	17,974	16,943
alance	1,722,557	2,045,852	1,486,625	1,179,018	1,106,451	1,053,140	1,029,595
st of products sold	1,360,652	1,559,957	1,171,477	947,734	866,642	754,923	739,392
g, adv., res., admin. & gen. exp.	152,111	139,428	116,151	107,344	112,000	109,962	100,000
ciation, deplet. and amort.	72,612	76,808	74,374	74,021	69,825	69,815	63,564

INCOME ACCOUNTS (cont'd):	1975	[3]1974	[3]1973	[3]1972	[3]1971	[3]1970	[3]1969
Interest and debt expense	61,446	77,319	56,862	53,096	50,604	46,200	43,792
Other deductions	6,992	2,555	3,731	1,938	1,927	3,007	3,846
Inc. bef. taxes, unreal. fgn. curr. trans. gains and extraord. items	68,744	189,785	64,030	dr5,115	5,453	69,233	79,001
Taxes on income	17,615	78,653	18,891	cr5,325	cr101	22,131	23,021
Inc. bef. unreal. fgn. curr. transl. gains and extraord. items	51,129	111,132	45,139	210	5,554	47,102	55,980
Unrealized fgn. curr. transl. gains	8,888	3,111	dr6,470				
Income before extraord. items	60,017	114,243	38,669	210	5,554	47,102	55,980
Extraordinary items					dr6,190		
Net income	60,017	114,243	38,669	210	dr636	47,102	55,980
Retained earnings, begin. of year	586,585	492,700	464,264	475,203	493,808	468,611	432,047
Preferred dividends	565	639	715	788	878	3,630	3,709
2nd preferred dividends	2,705	2,705	2,705	2,705	2,705		
Common dividends—cash	16,962	17,014	6,813	7,656	14,386	18,275	15,707
[2]Retained earnings, end of year	$626,370	$586,585	$492,700	$464,264	$475,203	$493,808	$468,611
SUPPLEMENTARY P. & L. DATA							
Maintenance and repairs	$145,002	$159,265	$121,866	$99,833	$93,674	$93,156	$86,969
Depreciation and amortization	72,612	76,808	74,374	74,021	69,825	69,815	63,564
[4]Taxes other than income	92,842	[5]103,625	48,488	39,941	36,036	33,822	31,487
[1]Rents				17,482	16,827	11,157	9,475
Royalties						1,006	828
Advertising		12,200	10,995	13,289	15,036		
Research and development		13,700	11,200	11,200	13,489		

[1]Includes related portions of items shown under "Supplementary P. & L. Data" below statement.

[2]At Dec. 31, 1975, $64,000,000 was unrestricted as to cash dividends on common stock.

[3]Restated. See General Note (c) under Balance Sheets, below.

[4]Includes payroll tax (1975, $31,606,000).

[5]Restated. 1973 and prior years as originally reported.

[1]1971 and 1972 include charter hire.

Source & Disposition of Funds (in 000's):

Source of Funds:	1975	[1]1974
Net earnings	$60,017	$114,243
Depr., amort., etc.	72,612	76,808
Def. inc. taxes, etc.	5,204	20,974
Equity in undist., earn. unconsol. subs.	dr13,537	dr20,140
Proceeds of long-term debt	58,971	68,637
Reduct. in assets	40,141	
Other credits	1,015	10,622
Total	$224,423	$271,144
Disposition of Funds:		
Capital expend.	$109,483	$99,382
Dividends paid	20,232	20,358
L. t. debt retired	71,664	56,501
Incr. in inv.	13,739	cr5,014
Other	18,068	4,844
Total	$233,186	$176,071
Work. cap. incr.	d$8,763	$95,073

[1]Restated.

Record of Earnings, years ended Dec. 31 (in $):

Year	Net Sales	Cost and Expenses	Balance	Oth. Inc. & Ded. (Net)	Inc. Bef. Taxes	Income Taxes	Net Income	Common Dividends	Com. Shs. Outstand.	Earn. Per Com. Sh.
1956	405,206,005	312,542,167	92,663,838	d 8,877,484	83,786,354	42,546,452	41,239,902	6,531,911	10,054,858	3.93
1957	446,578,767	364,356,506	82,222,261	d 8,836,428	73,385,833	35,576,121	37,809,712	7,013,584	10,968,909	3.28
1958	445,548,862	362,371,238	83,177,624	d12,723,649	70,453,975	32,269,446	38,184,529	[1]7,187,718	11,188,215	3.25
1959	489,263,388	403,960,787	85,302,601	d10,440,687	74,861,914	30,100,638	44,761,276	6,319,702	16,920,003	2.42
1960	438,724,082	392,285,647	46,438,435	d9,019,708	37,418,727	11,758,066	25,660,661	8,502,742	17,038,195	1.26
1961	478,311,405	433,328,112	44,983,293	d 11,508,921	33,474,372	8,374,719	25,099,653	7,802,735	16,514,527	1.26
[2]1962	537,259,000	484,801,000	52,458,000	d 13,723,000	38,735,000	12,403,000	26,332,000	7,850,000	16,514,927	1.39
[2][3]1963	565,609,000	517,726,000	47,883,000	d 12,096,000	35,787,000	8,440,000	27,347,000	7,850,000	16,513,119	1.39
[2][3]1964	620,059,000	553,735,000	66,324,000	d 14,540,000	51,784,000	15,395,000	36,389,000	9,424,000	16,522,569	1.94
[2][3]1965	739,796,000	642,990,000	96,806,000	d 13,940,000	82,866,000	30,286,000	52,580,000	10,149,000	16,624,069	2.92
[2][3]1966	839,402,000	721,342,000	118,060,000	d 12,433,000	105,627,000	41,338,000	64,289,000	13,038,000	16,673,611	3.62
[2][3]1967	803,963,000	712,214,000	91,749,000	d 17,289,000	74,460,000	27,213,000	[4]47,247,000	14,895,000	16,681,460	[4]2.60
[2][3]1968	843,753,000	776,990,000	66,763,000	d 30,005,000	36,758,000	6,126,000	30,632,000	14,876,000	16,681,460	1.61
[5]1969	1,012,652,000	902,956,000	109,696,000	d 30,695,000	79,001,000	23,021,000	55,980,000	15,707,000	16,719,839	3.13

[1]Also paid stock dividends: 1958, $12,281,136.

[2]Restated to include equity in undistributed net income of additional associated companies.

[3]Restated to include provision for deferred taxes on undistributed net income of certain unconsolidated subsidiaries and associated companies.

[4]Before special items, after $52,146,000 and $2.89.

[5]Restated in 1975.

Note: Years 1956 to 1961, incl. are as originally reported.

BALANCE SHEETS

COMPARATIVE CONSOLIDATED BALANCE SHEETS, AS OF DEC. 31
(taken from reports filed with Securities & Exchange Commission)
(in thousand $)

ASSETS	1975	[4]1974	[4]1973	[4]1972	[4]1971	[4]1970	[4]1969
Current Assets:							
Cash	$65,622	$95,550	$56,842	$47,694	$70,350	$42,164	$51,662
Marketable securities		16,930					19,784
[1]Receivables	220,161	276,687	249,185	195,205	167,878	186,872	201,954
[2]Inventories	550,855	503,254	396,483	367,245	345,547	337,386	271,208
Prepaid expenses	8,281	9,757	14,952	13,373	12,504	12,611	11,044
Total current assets	844,919	902,178	717,462	623,517	596,279	579,033	555,652
Investments in unconsol. subs. and associated companies	275,477	248,201	233,075	229,035	222,291	203,001	181,931
Prop., plt. & equip.—at cost	1,936,444	1,998,595	1,939,588	1,856,867	1,778,631	1,677,186	1,596,571
[3]Less allow. for deprec., depl. & amort.	953,362	910,209	865,856	811,352	746,621	685,180	626,654
Net property account	983,082	1,088,386	1,073,732	1,045,515	1,032,010	992,006	969,917
Excess of cost of invest. in consol. over equity in related net assets	27,607	27,732	27,960	28,579	28,813	28,258	28,338
Deferred charges and other assets	73,053	79,900	83,762	66,718	66,069	67,286	63,527
Total	$2,204,138	$2,346,397	$2,135,991	$1,993,364	$1,945,462	$1,869,584	$1,799,365
LIABILITIES							
Current Liabilities:							
Accounts payable and accruals	$168,515	$198,630	$154,726	$111,997	$99,700	$94,458	$97,413
Long-term debt—current portion	65,532	52,077	48,746	53,282	50,396	40,353	30,843
Taxes on income	13,805	38,225	10,949	6,731	8,911	22,915	32,203
Other	43,696	51,112	35,980	28,387	28,790	20,369	17,440
Total current liabilities	291,548	340,044	250,401	200,397	187,797	178,095	177,899
Lg.-tm. debt (excl. conv. sub. debs.)	742,163	865,524	853,291	798,516	754,420	682,790	675,125
Deferred credits and other liabilities	214,828	223,704	207,438	196,935	193,527	184,722	154,634
Convertible subordinated debentures	125,000	125,000	125,000	125,000	125,000	125,000	125,000
Preferred stocks	71,359	73,189	74,474	76,079	77,813	79,448	80,149
[3]Common stock	132,870	132,351	132,687	132,173	131,702	125,721	117,947
Retained earnings	626,370	586,585	492,700	464,264	475,203	493,808	468,611
Total stockholders' equity	830,599	792,125	699,861	672,516	684,718	698,977	666,707
Total	$2,204,138	$2,346,397	$2,135,991	$1,993,364	$1,945,462	$1,869,584	$1,799,365
Net current assets	$553,371	$562,134	$467,061	$423,120	$408,482	$400,938	$377,753

NCE SHEETS (cont'd):

	1975	[4]1974	[4]1973	[4]1972	[4]1971	[4]1970	[4]1969
ERTY ACCT.—ANALYSIS							
itions at cost	Not stated	$101,728	$96,721	$78,009	$100,671	$84,280	$61,142
rements or sales	--------	44,611	$38,709	11,913	10,736	13,183	13,765
her additions—net	--------	--------	--------	---------	763	cr528	6,483
EC. RESERVE—ANALYSIS							
itions charged to income	$72,612	$76,808	$74,374	$74,021	$69,825	$69,815	$63,565
ire. renewals charged to res.	11,634	32,455	19,755	9,290	8,798	11,215	9,733
her additions	--------	--------	--------	---------	897	--------	2,510
r reductions	17,825	--------	115	--------	483	74	--------

fter reserves (1975, $5,100,000).

ventories are stated at the lower of cost rket. Cost of substantially all domestic tories of approximately $380,000,000 in nd $340,000,000 in 1974 is determined by ast-in, first-out method. Cost of other tories, principally in foreign subsidi- generally represents first-in, first-out f the latter method were applied to all tories, they would increase by approxi- y $209,000,000 and $135,000,000 at Dec. 31, nd 1974, respectively.

o par shares (after deducting treasury es 1975-69, 7,449): 1975, 17,247,667; 1974, 17,- t; 1973, 17,235,782; 1972, 17,228,405; 1971, 340; 1970, 17,024,266; 1969, 16,719,839.

estated. See General Note (c) below.

	Book Value	Deprec. Reserves
l improv. & min. rop.	$119,193,000	$50,521,000
& improv.	321,259,000	132,001,000
& equip.	1,393,215,000	770,840,000
t. in prog.	78,173,000	-------
gn. cash & secur.	24,604,000	-------
Total	$1,936,444,000	$953,362,000

General Notes

Accounts of Company and wholly ed subsidiaries are included in consolidated financial statements after elimination of significant intercompany transactions and profits and losses.

Investments in unconsolidated subsidiaries and associated (more than 20% owned) companies are carried at cost, adjusted for Company's equity in their undistributed net income. In opinion of Company's management, excess of cost of investment in subsidiaries and associated companies over equity in related net assets generally does not require amortization. Amounts included in the consolidated balance sheet at December 31, 1975 and 1974 for assets and liabilities of foreign branches, Western Hemisphere trade corporations and foreign consolidated subsidiaries and investments in foreign subsidiaries and associated companies are approximately $624,000,000 and $784,000,000 for assets and $216,000,000 and $397,000,000 for liabilities, respectively.

The carrying amount ($55,539,000 for unconsolidated subsidiaries and $219,938,000 for associated companies) of the Company's investments in and advances to such companies at December 31, 1975 exceeded its equity in the related net assets by $10,152,000, which represents the excess of investment cost over underlying equity at dates of acquisition.

(b) Depreciation of plant and equipment is provided by the straight-line method over their estimated useful lives. Improvements to leased properties are amortized on the basis of the shorter of the terms of the respective leases or the estimated useful lives of the related facilities. Depletion of mining facilities is computed on the basis of such percentage of the unrecovered cost of the mines as the quantity of minerals mined each year bears to the estimated reserves as of the beginning of the year.

Expenditures for mine exploration and development (including stripping) are charged to income as incurred.

(c) In 1975 the Company changed its method of translating noncurrent foreign currency receivables and payables to comply with a new standard established by the Financial Accounting Standards Board. Prior to 1975, such receivables and payables were generally translated at rates of exchange prevailing at December 31, 1970 or at the dates of subsequent transactions. The Company is now required to translate these amounts at rates of exchange in effect on the balance sheet dates. Changes have been made in the financial statements for prior years to conform to this policy.

ANCIAL & OPERATING DATA

tistical Record	1975	1974	1973	1972	1971	1970	1969
ed per share—4¾% preferred	$266.57	$436.46	$134.53	$0.65	$15.67	$121.73	$139.62
—4½% preferred	$98.92	$189.01	$63.14	Nil	$7.78	$72.33	$86.97
—common (actual)	$3.29	$6.43	$2.04	d$0.19	[1]d$0.24	$2.55	$3.12
—[2]on avg. shs.	$3.29	$6.41	$2.04	d$0.19	[1]d$0.24	$2.57	$3.13
—[2]fully diluted	$3.01	$5.60	$1.97	d$0.19	d$0.24	$2.41	$2.87
dends per share—4¾% preferred	$2.375	$2.375	$2.375	$2.375	$2.375	$2.375	$2.375
—4½% preferred	$4.50	$4.50	$4.50	$4.50	$4.50	$4.50	$4.50
—common	$1.00	$1.00	$0.40	$0.45	$0.85	$1.10	$0.95
e range—4¾% preferred	39-34⅝	40-34	40-38¼	39½-36	39-31⅞	34½-29⅜	38-34⅛
—4½% preferred	59-44½	64-42½	62¾-52¾	68½-55¼	80½-57	83¼-60	104¾-70
—common	24¼-14⅝	26½-13⅛	23¾-12	22¾-14	33¼-13¾	37-22½	45¼-28½
tangible assets per share—com.	$42.41	$40.08	$36.12	$32.85	$33.46	$34.74	$33.38
ed charges earned:							
Before income taxes	2.26	3.49	2.01	0.90	1.10	2.51	2.81
After income taxes	1.97	2.47	1.68	1.00	1.10	2.02	2.28
es charges & pfd. divs. earned	1.88	2.37	1.58	0.94	1.04	1.87	2.06
e range deb. 4½s, 1991	59-51½	64¼-47	64½-54½	69½-57½	79-59¼	76¾-60	95-66⅜
tangible assets $1,000 lg.-tm. debt	$2,082	$1,883	$1,787	$1,806	$1,869	$1,982	$1,948
curr. assets per $1,000 lg.-tm. debt	$746	$649	$547	$530	$542	$587	$560
mber of shares—4¾% preferred	225,149	261,749	287,436	319,536	354,236	386,936	400,936
—4½% preferred	601,016	601,016	601,016	601,016	601,016	601,016	601,016
—common (year end)	17,247,667	17,243,704	17,235,782	17,228,405	17,225,340	17,024,226	16,719,839
—[2]common (avg.)	17,274,084	17,296,984	17,314,663	17,314,670	17,261,105	16,930,791	16,696,260
—[2]fully diluted	20,832,423	20,855,323	20,873,002	20,873,009	20,819,444	20,489,130	20,195,707

nancial And Operating Ratios

rrent assets & current liabilities	2.90	2.65	2.87	3.11	3.18	3.25	3.12
cash and secur. to currrent assets	7.76	12.47	7.92	7.65	11.80	7.28	12.86
inventory to current assets	65.19	55.78	55.26	58.90	57.95	58.27	48.81
et current assets to net worth	66.62	70.96	66.73	62.91	59.63	57.36	56.65
property depreciated	49.23	45.54	44.64	43.69	41.97	40.85	39.25
talization:							
long-term debt	47.18	52.21	54.93	54.28	52.42	49.41	50.31
preferred stock	4.53	4.41	4.79	5.12	5.40	5.74	5.97
common stock and surplus	48.29	43.38	40.28	40.55	42.18	44.85	43.72
es ÷ inventories	3.13	4.06	3.75	3.21	3.20	3.12	3.80
es ÷ receivables	7.82	7.39	5.97	6.04	6.59	5.64	5.10
sales to net property	175.21	187.97	138.45	112.76	107.21	106.18	106.15
sales to total assets	78.15	87.19	69.59	59.14	56.87	56.33	57.21
net income to net worth	7.22	14.42	5.52	0.03	0.81	6.73	8.39
dividends times earned	18.55	34.16	11.31	0.06	1.55	12.98	15.09

nalysis of Operations

	%	%	%	%	%	%	%
s, less disc., returns, allow., etc.	100.00	100.00	100.00	100.00	100.00	100.00	100.00
sales	97.48	97.42	97.52	98.57	98.80	98.29	98.36
er revenue	2.52	2.58	2.48	1.43	1.20	1.71	1.64
nce	100.00	100.00	100.00	100.00	100.00	100.00	100.00
st of products sold	78.99	76.24	78.80	80.38	78.32	71.68	71.81
ling admin. & other exp.	8.83	6.82	7.82	9.10	10.12	10.44	9.72
preciation, deplet. & amort.	4.21	3.75	5.00	6.27	6.32	6.63	6.17
erest & debt expense	3.56	3.78	3.82	4.51	4.57	4.38	4.26
her deductions	0.42	0.13	0.26	0.17	0.18	0.29	0.37
come before taxes, unreal. curr.	3.99	9.28	4.30	d0.43	0.49	6.58	7.67
ans. gains & extraord. item	1.02	3.84	1.27	cr0.45	cr0.01	2.10	2.23
xes on income	0.51	0.15	d0.43	-------	-------	-------	-------
realized foreign curr. trans. gains	3.48	5.58	2.60	0.02	d0.50	4.48	5.44
come before extraord. items	-------	-------	-------	-------	d0.55	-------	-------
traordinary items	3.48	5.58	2.60	0.02	d0.05	4.48	5.44
et income							

[1]After extraordinary item; before: 1971, $0.11 on actual shares. On average shares: 1971, $0.11.
[2]As reported by Company.

LONG TERM DEBT

1. Reynolds Metals Co. first sinking fund ds, series A, due 1980:

OPEN MORTGAGE — Outstanding, series A, c. 31, 1975, $33,414,000; all held by a group insurance companies.
DATED—July 28, 1955.
MATURITY—June 1, 1980.
INTEREST—J&D 1.
TRUSTEE—Manufacturers Hanover Trust Co., ew York; St. Louis Union Trust Co., St. ouis, co-trustee; T. C. Crane, individual rustee.

CALLABLE—As a whole, or in part in lots of $1,000,000, at any time on at least 30 days' notice at 104.28 to June 1, 1957 and at reduced prices thereafter; provided that if all series A bonds are redeemed on or prior to June 1, 1965, redemption price shall be 106.42 to June 1, 1957 and at reduced prices thereafter.

Also callable at par for the sinking fund.

SINKING FUND—Annually, cash (or series A bonds) sufficient to redeem $563,000 to 1968, incl. $6,684,000 1969-72 incl. $6,683,000 1973-79 incl. $6,682,000 1980 series A bonds at par.

SECURITY—Secured by a first mortgage on all property now owned or hereafter acquired, except all bauxite, fluorspar, gas, coal and oil mined or extracted; all real property outside of U. S. and certain other property, as provided. Secured also by pledge of capital stock of Reynolds Jamaica Mines Ltd.; Lydford. Enterprises, Ltd., Caribbean Steamship Co., S. A., and Reynolds Haitian Mines, etc. (all wholly-owned subsidiaries).

ADDITIONAL BONDS—May be issued (1) on compliance with consolidated net tangible asset ratio; (2) against property additions; (3) against cash; (4) for refunding purposes.

DIVIDEND RESTRICTIONS—Company may not pay cash dividends on common or ac

quire capital stock (except preferred) (1) in excess of 75% of consolidated net earnings after Dec. 31, 1965 plus $25,000,000. (2) unless consolidated net current assets equal at least $300,000,000.
At Dec. 31, 1975, $64,000,000 of retained earnings were not so restricted.
PURPOSE—Proceeds used to refund mortgage and loan debt.

2. Reynolds Metals Co. first sinking fund 4¼s, series B, due 1981:
OPEN MORTGAGE—Authorized, series B, $60,000,000; outstanding, series B, Dec. 31, 1975, $15,710,000. Held by insurance companies. Proceeds for construction of aluminum reduction plant and other facilities.
DATED—Dec. 12, 1956.
MATURITY—June 1, 1981.
INTEREST—J&D 1. Manufacturers Hanover Trust Co., New York, trustee; T. C. Crane, individual trustee.
CALLABLE—As a whole, or in part in lots of $1,000,000, at any time to June 1, incl., as follows:

1976---	101.43	1977---	101.22	1978---	101.00
1979---	100.76	1980---	100.52	1981---	100.00

Series B bonds are, under certain conditions, to extent of $10,000,000, callable on any June 1, 1962-80 in amounts of $1,000,000 or multiples thereof to $4,000,000 at any one time at 100. Callable by application of trust moneys at 100 plus, except on application of certain moneys, applicable premiums above.
Callable for sinking fund on each June 1, beginning 1962, at 100.
SINKING FUND—Annually, cash (or series B bonds) to redeem $140,000 to 1968, incl. $2,619,000 1969-77 incl. $2,618,000 1978-81 incl. series B bonds at par.
SECURITY, ADDITIONAL BONDS, DIVIDEND RESTRICTIONS—Same as first 4⅜s, series A, due 1980.

3. Reynolds Metals Co. first sinking fund 4¾s, series C, due 1981:
OPEN MORTGAGE—Authorized, series C, $100,000,000; outstanding, series C, Dec. 31, 1975, $30,428,000. Held by insurance companies.
DATED—June 12, 1958.
MATURITY—Dec. 1, 1981.
INTEREST—J&D 1, Manufacturers Hanover Trust Co., New York, trustee; T. C. Crane, individual trustee.
CALLABLE—As a whole, or in part in lots of $1,000,000, at 106 to Dec. 1, 1961; reduced prices yearly thereafter; however, bonds may not be redeemed prior to June 1, 1969 from borrowings at interest rate or cost of less than 4¾% nor unless series A and B bonds are redeemed in same ratio to outstanding amounts.
Also callable at par for sinking fund.
SINKING FUND—Annually, cash (or series C bonds) to redeem $335,000 to 1968, incl.; $4,347,000 1969-80 incl. $8,693,000 1981 series C bonds at par.
SECURITY, ADDITIONAL BONDS, DIVIDEND RESTRICTIONS—Same as first 4⅜s, series A, due 1980.
PURPOSE—Proceeds toward building new aluminum reduction plant in New York State; expand capacity of one or more sheet fabricating plants and expand capatcity of aluminum plant at Corpus Christi, Tex.

4. Reynolds Metals Co. first 5⅜s, series D, due 1987:
OPEN MORTGAGE—Authorized, series D, $58,000,000; outstanding, series D, Dec. 31, 1975, $30,000,000.
Held privately by 18 insurance companies.
DATED—June 1, 1962.
MATURITY—Dec. 1, 1987.
INTEREST—J&D 1. Manufacturers Hanover Trust Co., New York and T. C. Crane, trustees.
CALLABLE — As a whole, or in part in amounts of at least $1,000,000, at 105⅜ to Dec. 1, 1963; reduced prices yearly thereafter to 100 after Dec. 1, 1986; however, bonds may not be redeemed prior to June 1, 1975 from funds borrowed at interest rate or cost below 5⅜% nor unless series A, B and C bonds are redeemed in same ratio to outstanding amounts. Also callable at par for sinking fund (which see).
SINKING FUND—Annually, cash (or series D bonds) to redeem at par, on each Dec. 1, 1968-86, 5% of series D bonds outstanding on Apr. 1, 1963.
SECURITY—ADDITIONAL BONDS—Same as first 4¼s-4¾s, series A, due 1980.
DIVIDEND RESTRICTIONS—Same as first 4⅜s, series A, due 1980.

5. Reynolds Metals Co. first 5¼s, series E, due 1990:
Open mortgage: authorized, series E, $74,500,000; outstanding, series E, Dec. 31, 1975, $67,052,000; held privately.
Dated June 1, 1965; due June 1, 1990; interest J&D1; Manufacturers Hanover Trust Co., NYC, trustee; individual trustee, T. C. Crane.
Callable at 105.25 to June 1, 1966; reduced prices thereafter to 100 after June 1, 1989; not callable, however, prior to June 1, 1975 through refunding at an interest cost lower than 5¼% nor unless series A, B, C and D bonds are redeemed in same ratio to outstanding amounts of series E; also callable for sinking fund at par.
Sinking fund, annually cash (or bonds) to retire series E bonds to each June 1, incl., as follows: 1969-80, $1,064,000; 1981, $3,518,000; 1982-87, $4,895,000; 1988-89, $7,557,000; 1990, $13,730,000.
Security, other provisions, same as first 4¾s, series A, due 1980.

6. Other First Mortgage Bonds: (1) 1st 5¾s, series F, Authorized, $175,000,000; Outstanding, Dec. 31, 1975, $142,500,000 due June 1, 1993. Sinking fund, annually, $6,500,000 1971-76 and $8,000,000 thereafter. (2) 1st 9¼s, series G. Authorized $80,000,000; outstanding, Dec. 31 1975, $78,000,000 sinking fund annually, $2,000,000 in 1975; $4,000,000 1976-1993 and $6,000,000 in 1994. (3) 1st 5.055s, series AA, Outstanding Dec. 31, 1975, $41,549,000. (4) 1st 5.023s, series BB, outstanding, Dec. 31, 1975, $16,397,000. (5) 1st 5.137s, series CC, outstanding, Dec. 31, 1975, $32,468,000. All sold privately.

7. Reynolds Metals Co. convertible subordinated debenture 4½s, due 1991:
Rating—Ba
AUTH.—$75,000,000; outstg. Dec. 31, 1975, $75,000,000.
DATED—Mar. 1, 1966. DUE—Mar. 1, 1991.
INTEREST—M&S1 at office of trustee.
TRUSTEE—Chase Manhattan Bank (N.A.), NYC.
DENOMINATION—Fully registered, $1,000 and authorized multiples thereof.
CALLABLE—As a whole or in part on at least 30 days' notice to each last day of Feb., incl., as follows:

1976--	102¼	1977--	102	1978--	101¾
1979--	101½	1980--	101¼	1981--	101
1982--	100¾	1983--	100½	1984--	100⅜
1985--	100¼	1986--	100⅛	1991--	100

Also callable for sinking fund (which see) at par.
SINKING FUND—Cash (or debs.) to retire each Mar. 1, 1977-90, $3,500,000 debs. outstg., plus similar optional payments.
CONVERTIBLE—Into com. at any time (if called, on or before redemption date) at $60.94 a sh. No adjustment for interest or divs. Cash paid in lieu of fractional shs. Conversion privilege protected against dilution.
SECURITY—Not secured; subordinated to all senior debt.
DIVIDEND RESTRICTION—Co. may not pay cash divs. on or acquire capital stock in excess of (1) consolidated net income after Dec. 31, 1965; (2) proceeds from sale of stock after such date; and (3) $35,000,000.
RIGHTS ON DEFAULT—Trustee, or 25% of debs. may declare principal due and payable (30 days' grace for payment of interest or sinking fund).
INDENTURE MODIFICATION — Indenture may be modified, except as provided, with consent of 66⅔% of outstg. debs.
PURPOSE—Proceeds to finance portion of expansion program.
LISTED—On New York Stock Exchange.
OFFERED—($75,000,000) at 100 (proceeds to Co., 98⅛) on Mar. 16, 1966 thru Dillon, Read & Co., Inc., and Reynolds & Co., NYC, and associates.

8. Bank Loans: Outstanding, Dec. 31, 1975, $104,000,000 notes payable to banks with interest at ¼% to ¾% above prime rate.

9. Other Debt: Includes installment purchase and capitalized lease obligations. Outstanding, Dec. 31, 1975, $76,376,000.

10. Subsidiary Eurodollar Debentures: Outstanding Dec. 31, 1975, $50,000,000 5% subordinated guaranteed convertible debentures, due 1988, of Reynolds Metals European Capital Corp. For complete description see appended statement.

11. Other Subsidiary Debt: Outstanding Dec. 31, 1975, $139,801,000 comprised of: (1) $80,624,000 payable by Reynolds Aluminum Deutschland, Inc. (2) $59,177,000 payable by Reynolds Aluminum Hamburg GmbH.

CAPITAL STOCK

1. Reynolds Metals Co. 4¼% cumulative preferred, series A; par $50:
AUTHORIZED—All series, 2,000,000 shares; authorized, series A, 800,000 shares; outstanding, series A, Dec. 31, 1975, 225,149 shares; par $50.
PREFERENCES — Has preference for assets and dividends.
DIVIDEND RIGHTS—Entitled to cumulative dividends of $2.375 per share annually, payable quarterly, Feb. 1,, etc., to stock of record about Jan. 10, etc.
DIVIDEND RECORD—Initial dividend of 55.42 cents paid May 1, 1956. Regular dividends paid quarterly thereafter.
DIVIDEND RESTRICTIONS — Company may not pay cash dividends on or acquire junior stock (except from proceeds of junior stock sold) in excess of 75% of consolidated net income after Dec. 31, 1954, less dividends paid on preferred and equal or prior stock.
Company may not pay cash dividends on or acquire junior stock while any series A preferred sinking fund is in default.
VOTING RIGHTS—Has no voting power except on default of 4 quarterly dividends or of any sinking fund instalment when preferred, voting as a class, is entitled to elect one-fourth of directors and not less than 2. If sinking fund default continues for 60 days, preferred does not vote if clearing default would violate mortgage or loan provisions.
Consent of 66 2/3% of preferred required to change adversely terms of preferred (if less than all series affected, then consent of 66 2/3% of series affected is required); sell substantially all assets or merge; increase authorized preferred; create equal or prior stock or authorize any class of stock convertible into such stock.
Consent of majority of series A preferred required to issue preferred or equal or prior stock or to issue funded debt (see Additional Preferred, below).
LIQUIDATION RIGHTS—In liquidation, entitled to $50 per share, if involuntary and redemption price, if voluntary; plus dividends.
CALLABLE—As a whole or in part on at least 30 days' notice at $51 per share plus accrued dividends. Also callable for sinking fund (which see) at $50 per share plus dividends.
SINKING FUND—Annually and cumulative, beginning Dec. 31, 1961, cash (or shares acquired otherwise than for purchase or sinking fund), sufficient to redeem by Feb. 15 following at sinking fund redemption price 32.000 series A shares.
RESTRICTIONS ON PREFERRED ACQUISITION: Under bond mortgage and loan agreements, company may not acquire preferred (1) unless thereafter 75% of consolidated net earnings after Dec. 31, 1954 exceeds sum of cash dividends on capital stock and amount by which total of capital stock acquisitions plus unliquidated investment in, and net cost of company indebtedness and stock acquired by, certain non-wholly owned subsidiaries, exceeds net proceeds of stock sold and (2) if consolidated net current assets would be less than $85,000,000.
PREEMPTIVE RIGHTS—None.
ADDITIONAL PREFERRED — Or any equal or prior stock may not be issued or any long term debt issued, unless either (a) for 12 out of 16 months preceding consolidated net income plus 12 months' interest on consolidated long term debt are at least 2½ times sum of annual interest requirements on consolidated long term debt plus annual dividend requirements on all preferred, or (b) sum of consolidated long term debt and prescribed value (greater of par or stated value, or involuntary liquidation price, excluding dividends) of all preferred, is not worth more than twice consolidated net worth, less aggregate of above prescribed value.
Above provisions do not apply to issuance of debt for refunding long term debt or to issuance of preferred for refunding stock of such classes.
PURPOSE—Proceeds used toward construction of new properties.
TRANSFER AND DIVIDEND DISBURSING AGENT—Chase Manhattan Bank, New York.
REGISTRAR—Morgan Guaranty Trust Co., New York.
OFFERED—(800,000 shares) at $50 per share (proceeds to company $48.20 per share) on Feb. 1, 1956 by Dillon, Read & Co. and Reynolds & Co., New York, and associates.
LISTED—On NYSE (Symbol: RLM Pr. A).

2. Reynolds Metals Co. 4½% convertible second preferred; par $100:
AUTHORIZED—All series, 1,000,000 shares; outstanding, this series, Dec. 31, 1975, 601,016 shares; par $100.
PREFERENCES—Has second preference for assets and dividends.
DIVIDEND RIGHTS—Entitled to cumulative dividends of $4.50 per share annually, payable quarterly, Feb. 1, etc.
DIVIDEND RECORD—Initial dividend of 87½ cents paid May 1, 1959; regular dividends paid quarterly thereafter.
DIVIDEND RESTRICTION — Company may not pay cash dividends on or acquire junior stock in excess of consolidated net income after Dec. 31, 1957. Junior shares may be acquired for not exceeding proceeds of junior stock sold after Dec. 31, 1957.
VOTING RIGHTS—Has no voting power except on default of 4 quarterly dividends or any sinking fund payment, when, as a class, it has right to elect 2 directors.
Consent of 66⅔% of second preferred required to increase authorized preferred or create senior stock; change terms adversely or merge if rights would be affected adversely. Consent of majority of second preferred required to increase authorized second preferred or create parity stock.
Company may not merge or alter articles providing for issue of series second preferred adversely affecting rights of any series without consent of 66⅔% of series affected.
LIQUIDATION RIGHTS—In liquidation, entitled to $100 a share if involuntary and redemption price if voluntary; plus dividends.
CALLABLE—As a whole or in part at any time on at least 30 days' notice at $100 per share plus accrued dividends.
CONVERTIBLE—Into common (if called, on or before 3rd full business day before redemption date) at $49.03 per share, with no adjustment for dividends; scrip or cash paid in lieu of fractional shares. Conversion privilege protected against dilution; however, no ad-

ment in conversion price is required on ue or sale at less than conversion price of treasury shares; (b) common shares on ions to officers or employees or under any e plan; (c) until accumulated change in nversion price would be 50 cents or more.
REEMPTIVE RIGHTS—None.
URPOSE—Proceeds to reimburse treasury r acquisition of British Aluminium Co. Ltd. dinary stock.
RANSFER AND DIVIDEND DISBURSING GENT—Chase Manhattan Bank, New York.
EGISTRAR—Morgan Guaranty Trust Co., w York.
FFERED—(550,000 shares) at $100 per share roceeds to company, $97.25 per share) on b. 11, 1959 by Dillon, Read & Co., Inc., ynolds & Co., Inc. and Kuhn, Loeb & Co., w York, and associates.
STED—On NYSE (Symbol: RLM Pr B).

Reynolds Metals Co. common; no par:
UTHORIZED—25,000,000 shares; outstanding, c. 31, 1975, 17,247,667 shares; in treasury, 49 shares; reserved for options, 94,500 ares; reserved for conversion of 4½% pre- red, 1,225,813 shares; reserved for conver- n of debentures, 2,332,526 shares; reserved r conversion of subsidiary preferred stock, 82 shares; no par.

Par changed from no par to $1 Sept. 15, 1955 by 5-for-1 split; from $1 to no par Oct 13, 1959, by 3-for-2 split.

Original capital stock represented by class A and B no par common shares was convertec in October 1929 into one class of common stock (no par) and class A received in exchange 1³ shares of common for each share held while the class B common was exchanged on a share for share basis.

Dividend Record (In $)

(No par class A shares)

1928---	1.00	1929---	3.41		

(No par class B shares)

1928-29	Nil				

(No par common shares)

1929---	0.35⅓	1930---	2.20	1931---	1.75
1932---	1.25	[1]1933-36	1.00	1937---	1.00
1938---	0.15	1939---	nil	1940---	0.30
1941---	nil	1942---	0.50	1943-44	0.75
1945---	1.00	1946---	0.75	[1]1947-	1.00
[2]1948-	1.35	1949---	1.10	[2]1950-	1.20
1951---	1.10	[2]1952-53	1.00	[2]1954-	1.50
[2]1955-	1.62½				

($1 par common shares)

1955---	0.12½	[2]1956-58	0.65	1959---	0.52½

(On no par shares after 3-for-2 split)

1959---	0.12½	1960-64	0.50	1965---	0.73¾
1966---	0.78¾	1967-68	0.90	1969---	0.95
1970---	1.10	1971---	0.85	1972---	0.45
1973---	0.40	1974-75	1.00	[2]1976---	0.50

[1]Plus 25% stock in 1934 and $1 per share in 15-year debenture 3½s, 1951 paid in 1936.
[2]Stock dividends paid: 1947, 1948, 1950 and 1952, 10%; 1953, 1954 and 1955, 5%; 1958, 2%.
[3]To July 1.

DIVIDEND LIMITATION—See Long Term Debt (No. 1), above.
VOTING RIGHTS—Has sole voting rights (one vote per share) with restrictions (see Preferred No. 1).
PREEMPTIVE RIGHTS—None.
TRANSFER AGENTS — Chase Manhattan Bank, New York, and United Virginia Bank, Richmond, Va.
DIVIDEND DISBURSING AGENT — Chase Manhattan Bank, New York.
REGISTRARS—Morgan Guaranty Trust Co., New York and First & Merchants National Bank, Richmond, Va.
OFFERED—On July 6, 1937, the unsubscribed portion of shares originally offered to stockholders was offered publicly at $17 per share by Lehman Bros. and Reynolds & Co., New York.
LISTED—On NYSE (Symbol: RLM); unlisted trading on Pacific, PBW, Cincinnati and Midwest Stock Exchanges.

REYNOLDS METALS EUROPEAN CAPITAL CORPORATION

(Controlled by Reynolds Metals Co.)

History: Incorporated in Delaware in 1968 a wholly-owned subsidiary of Reynolds etals Co. (see preceding statement).

Business: Co. was formed for the principal rpose of assisting in the financing of par- t Co.'s foreign operations.

Control: Reynolds Metals Co. owns all tstg. com. stock.

Officers

S. Reynolds, Jr., Chmn.
E. Cole, Pres.
F. Sikorovsky, Vice-Pres. & Gen. Counsel
E. Thrasher, Vice-Pres.
W. Davis, Vice-Pres. & Treas.
S. Savedge, Jr., Contr.
L. Dawes, Sec.

Directors

E. Cole — R. S. Reynolds
W. Davis — E. F. Sikorovsky
L. Dawes — D. E. Thrasher
P. Reynolds — G. M. Walters
L. Reynolds

Auditors: Ernst & Ernst.

Executive Office: 6601 Broad St. Road, ichmond, Va. 23261.

Funded Debt: Reynolds Metals European apital Corp.; 5% subordinated guaranteed nvertible debentures, due 1988:
UTH.—$50,000,000; outstg., Dec. 31, 1975, $50,- 0,000.
ATED—June 1, 1968. DUE—June 1, 1988.
TEREST—J&D1. Principal and interest yable in U. S. dollars (a) at corporate trust ice of Chemical Bank in NYC or (b) sub- t to applicable laws in country of follow- offices, at offices of Chemical Bank New rk Trust Co. in London, S. G. Warburg Co. Ltd. in London and Banque Internationale a Luxembourg S.A. in Luxembourg. Payments referred to in (b) above will be made by a U. S. dollar check drawn on a bank in NYC or by transfer to a U. S. dollar account maintained by payee with a bank in NYC.
TRUSTEE—Chemical Bank, New York.
DENOMINATION—Bearer coupon, $1,000.
CALLABLE—As a whole or in part on at least 30 days' notice on or after June 1, 1971 to each May 31, incl., as follows:

1975--	103½	1976--	103	1977--	102½
1978--	102	1979--	101½	1980--	101
1981--	100½	1988--	100		

Debs. may not be so redeemed, however, prior to June 1, 1973 unless current market price for com. stock of Guarantor on each day on which there was such a current market price within the 30 days preceding the 15th day prior to redemption notice is at least 150% of the conversion price in effect on each such day.

If, at any time, Co. or Guarantor shall become obligated to pay additional interest as described under heading "Taxes on Principal, Premium or Interest" as a result of any change in, or amendment to, laws of the U. S. or any subdivision thereof affecting taxation, or any change in, change in the official application of, or execution of, or amendment to, any treaty or treaties affecting taxation to which the U. S. is a party, which change, amendment, change in the application of or execution becomes effective on or after June 1, 1968, debs. may be redeemed as a whole on at least 30 days' notice to each May 31, incl., as follows:

1975--	101¾	1976--	101½	1977--	101¼
1978--	101	1979--	100¾	1980--	100½
1981--	100¼	1988--	100		

Also callable for sinking fund (which see) at par.
SINKING FUND—Annually, each June 1, 1979-87, to retire debs., cash (or debs.), equal to 5% of debs. outstg. Mar. 1, 1979; plus similar optional payments.
SECURITY—Direct obligation of issuer.
GUARANTEED—Unconditionally as to principal, premium and interest by Reynolds Metals Co. Payment of guarantee subordinated to certain senior debt of Guarantor.
CONVERTIBLE—Into com. of parent at any time on or after Mar. 31, 1969 (if called, on or before redemption date) at $45.38 a sh. No adjustment for interest on divs. Cash paid in lieu of fractional shs. Conversion privilege protected against dilution.
TAXES ON PRINCIPAL, PREMIUM OR INTEREST—Co. will pay as additional interest such amounts as may be necessary to reimburse non-resident alien holders for any present or future U. S. withholding tax.
RIGHTS ON DEFAULT—Trustee, or 25% of debs. outstg. may declare principal due and payable (30 days' grace for payment of interest).
INDENTURE MODIFICATION—Indenture may be modified, except as provided, with consent of 66⅔% of debs. outstg.
LISTED—On New York and Luxembourg Stock Exchanges.
PURPOSE—Proceeds for parent Co.'s foreign operations.
OFFERED—($50,000,000) at 100 on June 19, 1968 thru Dillon, Read & Co., Inc., S. G. Warburg & Co. Ltd. and Reynolds & Co. and associates.

Capital Stock: Reynolds Metals European Capital Corp.; common; $1 par:
Auth., 100,000 shs.; outstg., 1,000 shs. all owned by parent co.; par $1.