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Date of Filing Registration No.

Effective Date

PLAINTIFF'S EXHIBIT

RMC-465

Form A-2
FOR CORPORATIONS

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C.

REGISTRATION STATEMENT
UNDER
SECURITIES ACT OF 1933

Tilo Roofing Company, Inc.
(Name of Registrant)

SECURITIES REGISTERED

TITLE OF ISSUE, OR ISSUES	AMOUNT
$1.40 Convertible Preferred Stock (Conversion privilege ceases December 31, 1948)	60,000 shares
Common Stock	116,000 shares

Amount of Filing Fee: $222.70.

Approximate Date of Proposed Public Offering: As soon as practicable after the effective date of this registration statement.

Name and address of person authorized to receive notices and communications from the Securities and Exchange Commission:

R. J. TOBIN,
TILO ROOFING COMPANY, INC.,
347 Longbrook Avenue, Stratford, Connecticut.

[redacted]

RMC0800280002370

The information required to be given under the items hereinbelow set forth is more specifically defined in the "Instruction Book for Form A-2 for Corporations".

The Instruction Book also sets forth requirements as to Financial Statements, Exhibits, Signatures, Consents of Experts and the Prospectus, which are to accompany the registration statement or to be incorporated therein by reference.

CALCULATION OF REGISTRATION FEE

COL. A	COL. B	COL. C.	COL. D	COL. E
Title of issue, or issues, registered	Amount registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of filing fee
$1.40 Convertible Preferred Stock	60,000 shares	$25.50*	$1,530,000.00*	$153.00
Common Stock...........	41,000 shares	17.00*	697,000.00*	69.70
Common Stock...........	75,000 shares	Reserved for conversion of the $1.40 Convertible Preferred Stock		

* These figures are estimates solely for the purpose of determining the filing fee

The conversion privilege appurtenant to the $1.40 Convertible Preferred Stock ceases December 31, 1948

ORGANIZATION

1. **Exact name of registrant:**

   Tilo Roofing Company, Inc. (hereinafter sometimes referred to as the "Company").

2. **Address of principal executive offices:**

   347 Longbrook Avenue, Stratford, Connecticut.

3. **The state or other sovereign power under which incorporated, and the date of incorporation:**

   Delaware, July 30, 1924.

4. **List the following and indicate the respective percentages of voting power as required by the Instructions:**

   (a) All subsidiaries of the registrant.

   Stratford Acceptance Corporation. 100% of voting power.

No other subsidiaries unless Atlantic Asphalt & Asbestos Corp. (hereinafter sometimes called "Atlantic") can be so considered. This corporation is not engaged in business and it is not presently contemplated that it will ever engage in business hereafter. The Company owns all the issued and outstanding preferred stock of Atlantic, to wit: 2,500 shares, which because of default in payment of dividends is entitled to one vote per share along with 200 shares of issued and outstanding common stock. The Company holds no voting power in the absence of default and Atlantic is insolvent and has ceased to function for the purposes for which it was organized. The Company disclaims Atlantic as a subsidiary.

   (b) All parents of the registrant.

   None.

HISTORY AND BUSINESS

5. **Outline briefly the general character of the business done and intended to be done by the registrant and its subsidiaries.**

The Company is engaged in the sale and application of roofing and exterior sidewall materials, and manufactures, in its own modern plant in Stratford, Connecticut, the asphaltic and asbestos-cement products used for such purposes. A substantial part of the Company's work is paid for by its customers on a time payment basis and the financing of all such installment payment contracts is handled through its wholly owned subsidiary, Stratford Acceptance Corporation. Its business largely involves the renovation, modernization and improvement of existing structures, the application of roofing and sidewall covering to new buildings comprising but a small part. Orders for the application of the Company's products are secured through its own organization. Except for incidental painting, carpentry or mason work, which is sublet to local contractors, all work on contracts is done by employees of the Company.

The business is conducted through the main office and factory at Stratford, Connecticut, and through branches located in seven states, namely: New York, Massachusetts, Connecticut, New Jersey, New Hampshire, Rhode Island and Maine. As of March 1, 1939, there were forty-one such branches, each consisting of a warehouse and an office.

The personnel of each of the Company's branches consists of a manager, sometimes an assistant manager or managers, an office force, salesmen, a construction superintendent and workmen. The property maintained at each branch normally comprises an inventory of materials, the necessary equipment for properly carrying out the construction work done by the Company, automobiles, furniture and fixtures. The branch properties located at Freeport and Woodhaven, New York, Hackensack and Elizabeth, New Jersey, Somerville, Massachusetts, and the land at Hartford and Bridgeport, Connecticut, on which buildings are being constructed for occupancy as branches, are held in fee. All other branch quarters are rented.

The principal products manufactured, sold and applied by the Company are shingles made of various materials, in various sizes, and in different colors, designs and shapes. The two principal types of such shingles are asphalt and asbestos-cement. The asphalt shingles are made by the impregnation of a dry felt base with asphalt and the application of additional asphalt and other materials thereto, all by one continuous operation. The two principal ingredients of the asbestos-cement shingles are cement and asbestos fibre, which fibre acts as a binder and is well suited for such purpose because of its noncorrosive and durable features. In addition to such products the Company manufactures a relatively small amount of asphaltic paints and plastics. Raw material requirements, such as dry felt, asphalt, cement and asbestos fibre and certain finished products necessary in its construction work, such as metal ware, lumber and nails, are purchased from others. The Company presently sells some of its manufactured products to others, though not a substantial proportion of total production.

The Company gives a written guarantee of its workmanship and of all asphalt materials of its manufacture used in each job. Such guarantee has been changed from time to time but it has been substantially as at present with the exception of the reduction of the life of the guarantee on certain classes of work during the period in which the Company was operating under the Roofing and Sheet Metal Code set up pursuant to the National Industrial Recovery Act. The period of guarantee varies with the type and class of work, the longest guarantee being ten years for asphalt shingles on slope roofs and side-walls and certain types of built-up roofing. For a copy of the form of guarantee presently in use, reference is made to Exhibit S.E.I.-5.

The cost of repair work done under such guarantee is not carried in a separate account but is deducted from income through various accounts, depending upon the nature of the expense. No estimate of the Company's contingent liability under such guarantees can be made with any accuracy. As a matter of sound business policy it is likely that the repair work would be done even if no written guarantee were given in order to retain and promote the good will of the Company.

Arrangements are available to customers for the payment over a period of months for the work done. Upon the execution of the contract for the work the customer makes a note for the contract price, which note may be payable shortly after completion of the job or in installments over a period which ordinarily does not exceed thirty-six months. Where the note is payable upon completion of the job or shortly thereafter, the transaction is considered a cash transaction and where payments run over a longer period the transaction is regarded as a time payment transaction. The face amount of notes payable in installments contains a sum to cover finance charges, which charges are fixed so as to comply with the rules and regulations of the Federal Housing Administration. Such notes are discounted by the Company with its wholly owned subsidiary, Stratford Acceptance Corporation.

It is the policy of the Company, through Stratford Acceptance Corporation, to retain and effect collection on all accounts originating in the State of Connecticut as well as accounts originating in other states under $100.00 with maturities of less than one year. As a rule all other customers' time payment notes are sold to Commercial Investment Trust, Incorporated, which makes collections thereon. In the event that any notes sold to Commercial Investment Trust, Incorporated become delinquent sixty days or more, Stratford Acceptance Corporation, pursuant to the agreement between the parties, repurchases such notes and makes further efforts to effect collections. Commercial Investment Trust, Incorporated at present pays to Stratford Acceptance Corporation the unpaid face amounts of the notes discounted, less a discount computed in accordance with rates set up by the Federal Housing Administration, and reimburses Stratford Acceptance Corporation in the amount of $1.00 per note to cover credit investigation and other incidental expenses. A reserve is set up by Stratford Acceptance Corporation to cover losses on notes not insured under Title I of the National Housing Act. Where notes insured under Title I of such Act as originally passed, which expired on March 31, 1936, or under the Act as in force from April 1, 1936, to March 31, 1937, or under said Act as reenacted February 3, 1938, which by its terms will expire on June 30, 1939, or such earlier date as the President may fix by proclamation, prove to be uncollectible, a claim is made under the applicable insurance policy issued pursuant to such Act.

After the sale of the $1.40 Convertible Preferred Stock, Stratford Acceptance Corporation will retain and handle notes originating in certain territories not now handled, the extent of such territories depending upon the volume of business and the facilities of Stratford Acceptance Corporation, without resorting to discount operations, to handle the financing of such additional accounts.

6. Outline briefly the general development of the business for the preceding five years.

The business was founded in 1915 by Fenton R. Brydle doing business as Tilo Inlaid Roofing Company and Brydle Building Materials Company. Tilo Inlaid Roofing Company applied roofing materials after obtaining contracts for such work. Brydle Building Materials Company was a purchasing organization to buy materials for the branches of Tilo Inlaid Roofing Company. The business was carried on in this manner (except for the incorporation as Tilo Incorporated of the Connecticut branches, the sale of some of the stock of this corporation to employees and the changing of the name Tilo Inlaid Roofing Company to Tilo Roofing Company) until the Company was incorporated in 1924.

The Company has reported profits in every year since its organization in 1924 except in the severe depression years of 1932 and 1933. The following tabulation shows, among other data, the trend of the dollar volume in net sales of services and materials and the earnings for 1924 through 1938. With the exception of the "Net Sales" figures for the years 1934 to 1936, inclusive, the results of the operations of all former wholly owned subsidiaries and of the presently wholly owned finance subsidiary, Stratford Acceptance Corporation, since its organization in 1934, are reflected in these figures. Further details as to the Company's earnings for the three years ended December 31, 1938, will be found in the annexed consolidated and unconsolidated profit and loss statements, the notes thereto and in the schedule (VIII) of supplemental profit and loss information.

[redacted]

Record of Dollar Volume of Net Sales, Earnings and Dividends

Year	Net Sales	Net Profit After Federal Taxes	Net earnings per Common Share*	Dividends per Common Share**
1924	$ 941,011	$ 66,736.99	$ .33	None
1925	1,088,850	63,280.54	.32	$ .10
1926	1,052,195	72,851.19	.38	.10
1927	1,236,995	105,885.18	.50	.17½
1928	1,565,979	116,563.02	.52	.17½
1929	2,162,225	185,860.28	.72	.27½
1930	2,811,991	229,767.38	.94	.23
1931	2,612,953	150,958.12	.53	.25
1932	1,583,153	D 123,303.15	D .76	.16
1933	1,404,959	D 167,953.21	D .90	None
1934	1,715,768	60,543.81	.19	None
1935	2,210,680	303,282.67	1.36	None
1936	2,963,444	423,783.50	1.50	.57½
1937	3,985,788	528,702.00	1.82	1.25
1938	4,050,931	543,693.29	1.87	1.25

D Deficit.

* Based on the number of Common shares outstanding at the end of each year (exclusive of Treasury shares), after adjustment for the 1929 exchange (two and one-half shares of new Common Stock for each share of old) and the 300% stock dividend in April, 1936 and after allowing for preferred dividends at the annual rate payable on said stock, based on such preferred shares as were outstanding, if any, at the end of each such year (exclusive of Treasury shares).

** These figures have been adjusted to give effect to the 1929 exchange of Common Stock and the stock dividend in April, 1936

Prior to the year 1934 the Company was engaged solely in the contracting business and purchased from others all materials used in its business. In that year the Company decided to engage in the manufacture of asphalt roofings and sidings used in its contracting business and for that purpose acquired a factory site and plant at Stratford, Connecticut. It purchased and installed in such plant the machinery, equipment and accessories necessary and desirable for the manufacture of asphalt roofings and sidings and asphaltic paints and plastics and commenced the manufacture of such products. In ensuing years the Company has improved its manufacturing facilities and increased the volume of its production.

In 1937 the Company added to the line of products manufactured by it asbestos-cement shingles designed for covering sides of buildings. In order to manufacture such asbestos-cement products, it was necessary to enlarge the plant and purchase machinery and equipment designed and constructed for such work. The enlargement was made by an addition to the plant at Stratford, which addition was designed specifically for the purpose of manufacturing such asbestos-cement products. The asbestos-cement division was placed in operation on March 31, 1937. The facilities for manufacturing asbestos-cement shingles have been improved and the volume of the manufactured product has been increased. Thus, within the last five years, the Company has developed from a purely contracting business to a manufacturing and contracting business.

Not only has the Company manufactured all of its requirements for asphalt shingles and sidings, asphaltic paints and plastics and asbestos-cement products, but in 1937 it commenced the sale of products of its manufacture to others. This policy of manufacturing for sale to others was continued through the year 1938 and in the future the Company may sell, either directly or through a subsidiary which may be formed, substantial additional quantities of such asphalt and asbestos products now manufactured by it. While certain losses have been experienced, the Company hopes and expects to place this relatively new undertaking on a profitable basis and, by increasing its volume of manufactured products sold to others, to reduce the cost per unit of materials sold and applied through its own organization.

Also within such period the Company has altered its method of handling collections and financing accounts receivable by establishing a wholly owned subsidiary for that purpose. The subsidiary, Stratford Acceptance Corporation, was incorporated under the laws of the State of Delaware on September 18, 1934, to facilitate the collection of customers' accounts and for the purpose of obtaining the advantages in financing installment notes afforded by the National Housing Act. Prior to the formation of Stratford Acceptance Corporation all collections were made by the Company directly or through an independent finance company. With the proceeds of the present financing the Company intends to expand, through Stratford Acceptance Corporation, this branch of its business.

PROPERTY

7. State briefly the general character and location of the principal plants and other important units of the registrant and its subsidiaries. If any principal plant or important unit is not held in fee, so state and describe how held.

On a plot 14.65 acres in area at Stratford, Connecticut, adjoining the Boston Post Road and the New York, New Haven and Hartford Railroad main line, are located the two main buildings of the Company's principal plant, the factory and warehouse, of brick, steel and concrete construction containing approximately 65,000 square feet of floor space, and the office building containing both executive offices and general offices and including approximately 9,700 square feet of floor space. A portion of the present office building, containing 2,000 square feet of floor space, is of recent construction and the remainder of said office building was thoroughly remodelled in 1934. There are a number of small buildings used for storage and other purposes incidental to the business. All of the above property is held in fee by the Company. The Company operates through forty-one branches. Each branch has storage facilities for materials required in its local contracting work. The Company has other property in these branches incidental to the carrying on of its contracting operations, such as, but not limited to, trucks, office furniture and equipment. These branches are located in New York, New Jersey, Maine, Massachusetts, Connecticut, New Hampshire and Rhode Island. The branch properties located at Freeport and Woodhaven, New York, Hackensack and Elizabeth, New Jersey, Somerville, Massachusetts, and the land at Hartford and Bridgeport, Connecticut, on which buildings are being constructed for occupancy as branches, are held in fee. All other branch quarters are rented.

8. Outline briefly the general effect of all material franchises and concessions held by the registrant or its subsidiaries.

Neither the Company nor its subsidiary holds any franchises or concessions.

CAPITAL SECURITIES AND SECURITIES BEING REGISTERED

9. A. For each issue of authorized Funded Debt of the registrant, furnish the following information:

None as of December 31, 1938, and there has been no change in this respect subsequent to said date.

B. Funded Debt to be offered under this registration:

None.