

IC INDUSTRIES, INC.

CAPITAL STRUCTURE

LONG TERM DEBT

Issue	Rating	Amount Outstanding	Times Charges Earned	Interest Dates	Call Price	Price Range
		1984	1983			1984 1983
1 Long-term debt		(\$1 614 400 000)				
2 Amer Brake Shoe S.I. deb 4 1/2% 87		1 790 000		F & A 15	100.34	80 - 65 80 - 58
3 Pepsi-Cola Gen. Bot. cv deb 5 1/2% 88		1 015 000		J & D 1	100.58	105 - 95 105 - 76
4 Pet Inc. S.I. deb 5 1/2% 92		4 700 000		J & D 1	100.9	65 1/2 - 59 64 - 40
5 Pet Inc. S.I. deb 8% 91		11 600 000		M & S 1	101.00	78 1/2 - 70 1/2 74 - 72
6 IC Products Co. S.I. deb 9 1/2% 94	A3	11 714 000		M & N 1	104.00	100 - 76 1/2 87 1/2 - 83 1/2
7 IC Products Co. S.I. deb 10 1/2% 95	A3	29 483 000		M & N 15	104.62	85 1/2 - 77 85 - 85

CAPITAL STOCK

Issue	Par Value	Amount Outstanding	Earned per Sh.	Div per Sh.	Call Price	Price Range
		1984	1983	1983		1984 1983
1 8 1/2% Series A 1st pfd.	No par	750 000 shs.				
2 9 1/2% Series B 1st pfd.	No par	250 000 shs.				
3 \$3.50 cum conv 2nd pfd. ser 1	No par	1 289 885 shs	\$67.49	\$42.78	\$3.50	\$3.50
4 Common	No par	1 374 600 shs.	\$3.17	\$2.50	\$2.15 1/2	2.32

1 Subject to change, see text. 2 Based on average shares as reported by Co on continuing operations adjusted for 2 for-1 split in 1984. For other per share data see statistical record. 3 Held privately. 4 See Text. 5 Interest not shown separately. 6 Includes issues listed below. 7 All shares converted into Co's com. stk. or redeemed, as of Mar. 8 1985. 8 After 2-for-1 split before 8 1/2%-12. 9 Includes \$1.83 paid prior to 2 for 1 split.

HISTORY

Incorporated in Delaware Aug. 31 1962, as Illinois Central Industries, Inc. present title adopted in May 1975

On June 1 1965 acquired Chandeysson Electric Co., St. Louis, maker of heavy electrical equipment and products. Now operated as a division.

In Apr. 1967 ICC authorized acquisition of control of Chicago & Illinois Western R.R. by issuance of 40 000 common shares (after split) for all common & preferred stock of C.&I.W. R.R.

On Aug. 30 1968 acquired assets and liabilities of Waukesha Foundry Co. a manufacturer of precision castings and corrosion resistant pumps

In Dec. 1968 purchased Illinois Center. On Dec. 26 1968 merged Abex Corp. by issuance of 2 613 439 shares \$3.50 cumulative convertible second preferred series 1 at rate of 0.72 share of \$3.50 preferred for each share Abex common.

In May 1969 acquired Seay & Thomas, Inc. for 80 250 shares of common stock. (The name and brokerage and management business were sold in Apr. 1979 and name of residual operations changed to South Properties, Inc.)

On Feb. 2 1970 merged Pepsi-Cola General Bottlers, Inc. by the issuance of 762 249 shares of \$3.50 cumulative convertible 2nd preferred stock at a rate of 0.40 shares of \$3.50 preferred for each share of Pepsi-Cola general common.

On Mar. 11 1970 acquired H.F. Philipsborn Co. Chicago mortgage banking and real estate firm for common shares.

In Dec. 1970 acquired Perfect Plus Hosiery, Inc. manufacturer and distributor of women's hosiery and related soft goods (liquidated in 1973).

In Aug. 1971, acquired Signal-Stat Division of Lehigh Valley Industries for \$7 200 000.

In Sept. 1971 acquired Dad's Root Beer Co. in exchange for 160 000 common shares.

On Jan. 25 1972 merged Midas-International Corp. by the issuance of 1 910 763 shares of Co common stock for each 0.6568 share of Midas common stock.

In Dec. 1971 acquired Hunter Moss & Co., Miami, Fla. (merged with Philipsborn Equities of Florida in 1974)

In Apr. 1972 merged Lincoln Financial Inc. by the issuance of 777 769 shares of Co. common stock for each 0.35 shares of Lincoln common stock. (Sold in 1979)

On Aug. 10 1972 Illinois Central R.R., a Co. subsidiary and Gulf, Mobile & Ohio R.R. Co. formally merged to form a new line, Illinois Central Gulf R.R. Co., which is now a subsidiary.

Under merger terms Co issued 585 657 shares of \$6.00 first preferred stock and 167 677 shares of its common stock to effect the merger and also purchase minority interest in three small Mississippi railroads.

In May 1973 acquired Bubble Up Corp. for \$3 600 000

In June 1973 acquired Midwest Life Insurance Co., Lincoln, Neb. for \$15 200 000 (sold in 1979)

On Feb. 26 1974 acquired Consolidated Acceptance Corp., Minneapolis, Minn. (sold in 1976)

In May 1974 acquired A.L. Hansen Manufacturing Co.

On Jan. 1 1975 Signal-Stat Corp., Waukesha Foundry Co., Inc. and Chandeysson Electric Co. became divisions of Abex Corp.

On Mar. 31 1976 A.L. Hansen Mfg. Co. became a division of Abex Corp.

In Apr. 1977 acquired Stanray Corp. The purchase cost of \$38 271 000 including expenses consisted of cash payments of \$6 363 000 and the issuance of 765 804 shs. of Industries \$3.50 Second Preferred Stock.

In Feb. 1978 Co issued 987 805 shs. of com. stk. for all outstanding shs. of Security Investment Co., which owns Pepsi-Cola Bottling Co. of Cincinnati, Ohio

In Aug. 1978 acquired voting common stock not previously owned of Pet Inc. for \$406 000 000

In Jan. 1979 sold Lincoln Liberty Life Ins.

In Mar. 1979 acquired Pepsi-Cola Bottling Co. of Kenosha & Racine, Inc. and Pepsi-Cola Kantor Bottling, Inc.

In Apr. 1979 sold Benjamin Franklin Savings Association of Houston, Lincoln Liberty Investment Corp. and IC Financial Development Corp. to Mischel Corp. for \$16 400 000 cash

In May 1979 reached definitive agreement to acquire Alton Manufacturing Co. through Hussmann Group of Pet Inc.

In July 1979 Midas International Corp. merged wholly-owned European retail outlets with those of T1 Silencers, Ltd. to operate retail outlets to be known as Midas Silencer Centres.

In Dec. 1979, acquired Applied Air Systems through Hussmann Group of Pet Inc.

In Apr. 1980 acquired Blanchard-Ness Lee for 71 875 common shares.

In Aug. 1981 Co sold the Musselman Fruit Products division of its Pet Inc. unit to MFP Enterprises, Inc. The transaction was valued at \$32 000 000 including \$28 000 000 in cash.

In June 1982 acquired Wm. Underwood Co. Also in May, 1982 Union Pacific Corp. sold to Company 2 149 319 shs. of Co. com. stk. owned by Union Pacific Corp. The purchase price of \$72 000 000 is equivalent to approximately \$33.50 per sh.

In Aug. 1982, sold to Coachmen Industries, Inc. the remaining assets of the Venice Group of Midas International, a subsidiary. Details were not disclosed.

In Apr. 1983 acquired 5.1% of Trane Co. Details were not disclosed.

In July 1983 acquired additional Trane Co. stock, bringing total holdings to 24.54% (sold in Jan. 1984)

In Sept. 1983, acquired Havana Pepsi-Cola Bottling Co., Havana, Ill.

In June 1984, through a subsidiary, acquired Turner Refrigeration Ltd. and Refrigerator Contracts Ltd. from Turner & Co., Ltd., Glasgow, Scotland.

In Oct. 1984 through subsidiaries acquired Pepsi-Cola Bottling Co. of Springfield, Mo., and Pepsi-Cola Bottling Company of Flat River, Mo. a 100% interest in a Mexican joint venture, Infraz, a 100% interest in a German joint venture, 1.2.3 Auto Service; and Riordan Holdings Ltd., United Kingdom.

In Nov., 1984 through subsidiary, acquired 100% interest in United Kingdom joint venture Midas U.K. Ltd.

SUBSIDIARIES

The following subsidiaries are wholly-owned except as noted.

Hussmann Distributing Co., Inc. (Del.)
IC Equities, Inc. (Del.)
IC Industries Finance Corp. N.V. (Netherlands Antilles)

IC Leasing, Inc. (Del.)
Boltonbrook 55 Corp. (Ill.)
IC Equipment Leasing Co. (Ill.)
IC Industries Insurance Co. Ltd. (Bermuda)

Illinois Center Corp. (Del.)
Illinois Central Gulf Railroad Co. (Del.)
LaSalle Properties, Inc. (La.)
South Properties, Inc. (Ill.)
IC Products Co. (Del.)

Abex Corp. (Del.)
Abex Industries Ltd. (Canada)
Abex International S.A. (Switzerland)

Abex A/S (Denmark)
Abex Finanziaria S.r.l. (Italy)
Abex Fluid Power Ltd. (Great Britain)
Abex Denpop Ltd. (Great Britain)

Abex Ges. m.b.H. (Austria)
Abex GmbH (West Germany)
Abex Industries Aktienbolag (Sweden)
Abex Industries S.A. (France) (99.87%)
Abex International Holdings Ltd. (Bahamas Islands)

Abex Japan Ltd. (Japan)
Frendo Abex S.p.A. (Italy)
Abex Mead Ltd. (Great Britain)

Abex Mead Ltd. (Great Britain)
Amso Mexicana, S.A. (Mexico)
Denison Hydraulics, Japan, Ltd. (Japan)

Illinois Central Export Corp. (Del.)
Rubble Up Co. Inc. (Del.)

Pet Inc. (Del.)

Helvetia Redevelopment Corp. (Mo.)
Hussmann Corp. (Del.)
Alton Manufacturing Co. (Texas)

American Refrigeration Products, S.A. (Mexico)
Chesley Industries (Mich.)
Krack Corp. (Ill.)

Hussmann Refrigeration Inc. (Mo.)
Hussmann Store Equipment Ltd. (Canada)

Star Cooler Corp. (Mo.)
Turner Refrigeration Ltd.
Refrigerator Contracts Ltd.

Riordan Holdings Ltd. (U.K.)
IC Acquisition Co. (Del.)
William Underwood Co. (Mass.)

Ac'cent International Inc. (Del.)
Almacenes Refrigerantes S.A. de C.V. (Mexico)
C. Shippam Ltd. (Great Britain)

Cinta Azul S.A. (Costa Rica) (50%)
Harry Peck & Co. Pty Ltd. (Australia)

Lakes Entrance Processors Pty. Ltd. (Australia)
William Underwood Co. (Canada)

Diablos Venezolanos C.A. (Venezuela)
P.V. Foods Inc. (Minn.)
Southland Canning & Packing Co., Inc. (La.)

Spartanburg Dairy Inc. (Ga.)
St. Louis Lithographing Co. (Mo.)
Stuckey's Inc. (Del.)

Stuckey's Stores, Inc. (Del.)
Midas International Corp. (Del.)
Midas U.K. Ltd. (U.K.)

Cosmic Enterprises, Inc. (Del.)
Cosmic Stores Inc. (N.Y.)
Frolic Homes Inc. (Ind.)

Midas Euro Inc. (Del.)
1.2.3 Auto Service GmbH (West Germany)
1.2.3 Auto Service GmbH & Co. (West Germany)

Huth Manufacturing Corp. (Cal.)
International Stamping Co. Inc. (Wisc.)
International Parts Mfg. Ltd. (Canada)

Midas Australia Pty. Ltd. (Australia)
Midas Automotive Ltd. (Canada)
Midas Canada, Inc. (Canada)

Midas Ralt Corp. (Del.)
Midas Silencers Ltd. (Great Britain)
TI Midas Ltd. (Great Britain) (51%)

Midas S.A. (Belgium)
Muffler Corp. of America (Ill.)
Pepsi-Cola General Bottlers, Inc. (Del.)

Pepsi-Cola Bottling Co. of Springfield
Pepsi-Cola Bottling Co. of Flat River
Genadco Advertising Agency, Inc. (Ill.)

Kolmar Products Corp. (Wisc.)
Pneumo Corp.
Cleveland Pneumatic Co.

Claud S. Gordon Co.
P&C Food Markets
Carls Drug Co.

The names of certain subsidiaries are omitted, as such subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

BUSINESS AND PRODUCTS

IC Industries, Inc. ("Industries") is an international, diversified holding company, organized on the principles of decentralized management, whose business is conducted through operating subsidiaries and divisions which are, for the most part, integral, autonomous operations.

In Oct., 1984 Industries acquired the Pneumo Corporation ("Pneumo") whose headquarters are in Boston, Massachusetts. Pneumo is engaged in the design and manufacture of landing gear and flight controls for military and commercial aircraft, and in food and drug retailing and wholesaling.

In addition to Pneumo, Industries operates in three diversified business areas: Consumer Products, Commercial Products and Railroad Activities. The principal companies in the Consumer Products business are Pet Incorporated ("Pet"), Pepsi-Cola General Bottlers,