REGISTRATION No. 2-2097

DATE OF FILING........................

EFFECTIVE DATE........................

FORM A-2

FOR CORPORATIONS

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C.

AMENDED

REGISTRATION STATEMENT

UNDER SECURITIES ACT OF 1933

THE GLIDDEN COMPANY

(Name of Registrant)

Securities Registered

Title of Issue, or Issues	Amount
Convertible Preferred Stock, 4½% cumulative, $50.00 par value	200,000 shares
Subscription Warrants evidencing the right to purchase the above mentioned 200,000 shares of Convertible Preferred Stock	Calling for an aggregate of 200,000 shares of said Convertible Preferred Stock.
*Common Stock without Par Value, including Scrip Certificates for fractional shares	200,000 shares

*200,000 shares of Common Stock, including Scrip Certificates for fractional shares, are being registered hereunder for issuance in the event of the conversion of the Convertible Preferred Stock, and will be offered to the public under this registration only in satisfaction of such conversion rights.

Amount of Filing Fee: $1,050.00.

Approximate Date of Proposed Public Offering: May 7, 1936.

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

CLIFTON M. KOLB,
Madison Avenue and Berea Road
Cleveland, Ohio.

GLD014584

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. Title of Issue, or Issues registered	Col. B. Amount registered	Col. C. Proposed maximum offering price per unit	Col. D. Proposed maximum aggregate offering price	Col. E. Amount of filing fee
Convertible Preferred Stock, 4½% cumulative, par value $50.	200,000 shares	$52.50	$10,500,000	
Subscription Warrants, evidencing the right to purchase the above mentioned 200,000 shares of Convertible Preferred Stock	Calling for an aggregate of 200,000 shares of said Convertible Preferred Stock	None	None	$1,050
*Common Stock without par value, including Scrip Certificates for fractional shares	200,000 shares	None	None	

*The shares of Common Stock, including Scrip Certificates for fractional shares, covered by this Registration Statement will not be separately offered, but are initially reserved for issue in the event of the conversion of the Convertible Preferred Stock which is registered hereunder. The rates of such conversion privilege vary as set forth under Item 17 (g) under the heading "Convertible Preferred Stock"; the 200,000 shares of Common Stock, including Scrip Certificates for fractional shares, so reserved is the maximum number which, upon the basis of the unadjusted conversion price, may be required to be issued in satisfaction of such conversion rights, and will be offered to the public under this registration only in satisfaction of such conversion rights.

ORGANIZATION

1. **Exact name of registrant:** The Glidden Company.

2. **Address of principal executive offices:** Madison Avenue and Berea Road, Cleveland, Ohio.

3. **The state or other sovereign power under which incorporated, and the date of incorporation:** State of Ohio on December 11, 1917.

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

(a) All subsidiaries of the registrant.

	State of Incorporation	*Stock Owned*
Afterthought Zinc Mining Company	California	All
The California Zinc Company	Ohio	"
Sacramento Valley & Eastern Railway	California	"
The Ripolin Company*	Ohio	"
Troco Company of Illinois*	Illinois	"
Wisconsin Food Products Ohio Company*	Ohio	"
The Glidden Company, Limited	Ontario	"

Note: Certain wholly owned subsidiaries of the registrant, listed under Item 4 of the Amended Registration Statement filed by the registrant and effective June 21, 1935, File No. 2-1414, to which reference is hereby made, transferred all of their assets to the registrant on January 1, 1936 and said subsidiaries are in the process of dissolution. Said list of subsidiaries also included the American Zirconium Corporation, of whose voting stock the registrant owned 50%; by reason of the subsequent issue and sale by said American Zirconium Corporation of additional common stock (the voting stock) to a party other than the registrant, thus reducing the registrant's ownership in the outstanding common stock to 45%, the registrant does not consider the American Zirconium Corporation now to be a subsidiary. However, because of contractual relationships with said American Zirconium Corporation, and ownership of its entire outstanding Preferred Stock (non-voting), the registrant considers it to be an affiliated company and it is so treated in the financial statements filed herewith.

*The designated subsidiaries are presently inactive since their assets were acquired and their liabilities assumed by registrant as of January 1, 1936.

(b) All parents of the registrant.

None.

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HISTORY AND BUSINESS

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

Registrant was incorporated under the laws of the State of Ohio in 1917 and acquired the business and assets of The Glidden Varnish Company of Cleveland, Ohio, founded in 1870 and manufacturing industrial varnishes and "Jap-A-Lac" varnish stains.

In 1919 registrant was reorganized under the name of The Glidden Company and the assets and business of eleven other manufacturers and distributors of paints, varnishes, dry colors, kalsomines and allied products were acquired together with the brands and goodwill. These companies included:

Adams & Elting Company, Chicago
American Paint Works, New Orleans
T. L. Blood & Co., St. Paul
Campbell Paint & Varnish Company, St. Louis
Forest City Paint & Varnish Co., Cleveland
The Glidden Company, Limited, Toronto, Ontario
Heath & Milligan Mfg. Co., Chicago
Heath & Milligan Mfg. Co. of California, San Francisco
Nubian Paint & Varnish Co., Chicago
Twin City Varnish Co., Minneapolis
A. Wilhelm Company, Reading, Pa.

The factories acquired with these companies are strategically situated with regard to freight rates so that the registrant is able to serve a nation wide business. Since that date lacquers and other types of finishes have been developed and the registrant now manufactures and sells coating compositions of practically every type for the decoration and preservation of surfaces.

In 1921 the registrant incorporated The Chemical and Pigment Company, Inc. and through this subsidiary engages in the manufacture of lithopone, a white pigment produced by combining materials derived from barium and zinc ores and extensively used in the paint, rubber, linoleum, oilcloth and shade-cloth industries. This division has also developed and produces under patented processes, non-fading furnaced pigments known as cadmium yellows, cadmium and selenium reds and cobalt greens which are sold to the paint and ceramic industries, to manufacturers of printing inks, to outdoor advertisers, and for railway signal purposes. Large quantities of these materials are used in the manufacture of automobile finishes. The stable qualities of these pigments make them desirable for the purposes for which they are used. This company also produces ground white barytes for the paint and rubber trade, and zinc sulphate crystals for the use of fertilizer manufacturers and fungicide spraying material manufacturers. On January 1, 1936, the registrant acquired the assets of this subsidiary, as set forth under Item 35.

The registrant entered into the manufacture of white lead carbonate and white lead in oil through the acquisition of the business and assets of the Euston Lead Company of Scranton, Pennsylvania in 1924, and the manufacture of red lead, litharge, type metal, metal powders and other allied products through the purchase of the Metals Refining Company of Hammond, Indiana in 1929. Euston white lead is produced by a carefully controlled process under the patents owned by the registrant and the product has exceptional whiteness, very fine texture and great hiding power. The dry white lead carbonate has a large market in the ceramic industry and in the manufacture of dry colors. On January 1, 1936, the registrant acquired the assets of these subsidiaries, as set forth under Item 35.

In May, 1927 the registrant incorporated The California Zinc Company, a fully owned subsidiary, under the laws of Ohio for the purpose of acquiring and taking title to zinc mining properties located in Shasta County, California and previously owned by California Zinc Company, a Delaware Corporation, in whose stock the registrant held an interest. The mining properties of the California Zinc Company and the Afterthought zinc mines previously acquired through the fully owned subsidiary, Afterthought Zinc Mining Company, were purchased to provide a supply of zinc ore for the manufacture of lithopone. Mining operations were discontinued in 1927 but the registrant has continued to make expenditures for maintenance purposes.

In 1920 the registrant incorporated The Glidden Food Products Company and through this subsidiary engaged in the business of refining vegetable oils and manufacturing oleomargarine, plastic hard butters and hydrogenated oil fillings for the pastry and baking trades. In 1929, with the acquisition of the business of E. R. Durkee & Company, the name of the subsidiary was changed to Durkee Famous Foods, Inc. and the operations expanded so that they now include the crushing of copra for the production of cocoanut oil, the crushing of sesame seed for the production of sesame oil, the refining of vegetable oils and the manufacture of shred cocoanut, salad dressing, Worcestershire sauce and mayonnaise dressing. Under the Durkee brand this division is engaged in the manufacture and marketing of spices and condiments and occupies a leading position in the field. On January 1, 1936, the registrant acquired the assets of this subsidiary, as set forth under Item 35.

In 1933 a vegetable oil refinery and shortening manufacturing plant located at Louisville, Kentucky were acquired from the Trustee in Bankruptcy of the Van Camp Oil Company, and through this acquisition the Food Division entered into the business of refining cottonseed oil, manufacturing cottonseed oil shortenings and the production of salad oils.

In 1934 the registrant secured the rights to an improved process of extracting soya bean oil under German patents and constructed a plant in Chicago and entered into the business of producing soya bean oil, soya bean proteins, soya bean meal, soya bean flour and lecithin. The plant constructed for these purposes included storage elevators, oil extraction unit, protein unit and lecithin unit*. The production capacity of soya bean oil is being doubled through the addition of an expeller unit and the plant when completed will have a capacity of 260 tons of soya beans per day. The soya bean oil produced is largely used in the registrant's manufacturing operations and the surplus is sold to paint manufacturers, linoleum manufacturers and for edible purposes. Soya bean oil is largely used in the manufacture of paints in connection with linseed oil and farm cooperative associations are large buyers and users of such paints. Soya bean proteins are used in the manufacture of plastics and paper coatings and sizing and are entering into use in many other fields. Soya bean oil fatty acids are used as plasticisers in the manufacture of lacquers, and in connection with synthetic resins enters into the manufacture of automobile finishes. Lecithin, which is produced from soya bean oil, is a very fine emulsifying agent and is one of the best known wetting agents for use in the paint industry, and is also used extensively in wood preserving compounds and in the rubber industry. Large quantities of lecithin are used in connection with chocolate for coating purposes in the baking and confectionery trades; it also is used in the manufacture of oleomargarine and in the treatment of certain types of refined cocoanut oil. New uses for this product constantly are being developed. The registrant is one of the two exclusive licensees under U. S. patents of the American Lecithin Company covering the manufacture of lecithin and the use of lecithin also is quite generally covered by patents.

The American Zirconium Corporation was incorporated by the registrant and Metal and Thermit Corporation of New York in 1933 for the purpose of producing titanium pigments and a plant was constructed at Baltimore, Maryland which is now manufacturing titanium dioxide under the trade name "Zopaque." Titanium dioxide (Zopaque) is a neutral pigment of exceptional opacity used extensively in paint manufacturing, in the ceramic industry and the linoleum and oilcloth industry and the paper manufacturing industry. The use of titanium pigments as a substitute for other white pigments is growing rapidly and its manufacture is protected by patents.

In 1932 the registrant acquired a 54% interest in the Nelio-Resin Corporation engaged in the manufacture by a patented process of a product known as Nelio-Resin. Under this process the oleo-resin (gum) is refined and manufactured into a liquid combination of approximately 27% turpentine and 73% rosin in which form it can be stored and shipped without detriment in metal containers and tank cars to manufacturers of paint and varnish, synthetic resins, soap and other consumers. The invention of Nelio-Resin and the process of its manufacture does away with the handling of rosin in a solid state in wooden barrels and not only results in large savings to the consuming trade but produces the highest quality of both turpentine and rosin. The plants for the manufacture of Nelio-Resin are located in Jacksonville, Florida and Collins, Georgia, convenient to the source of raw materials. In December, 1935 the registrant acquired the 46% minority interest in the Nelio-Resin Corporation. On January 1, 1936 the registrant acquired the assets of this subsidiary, as set forth under Item 35 hereof.

It is the intention of the registrant to continue in the various lines of business outlined above.

*This plant was damaged by an explosion in October, 1935, but its reconstruction now is practically completed, as more fully set forth under Item 7 hereof.

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

During the past five years the business of the registrant has been developed along three broad lines or divisions known as the Paint and Varnish Division, the Chemical and Pigment Division and the Food Products Division.

While the Paint and Varnish Division has developed new products and new uses for its products during the past five years, only one additional plant has been acquired, this plant being located in Los Angeles, California. The plant at San Francisco, California has now been thoroughly modernized and its production capacity increased. Careful attention is being given to the development of new finishes and to an aggressive expansion of the Paint and Varnish Division.

The Food Products Division has been expanded from one plant in Chicago engaged in the refining of vegetable oils and the production of oleomargarine and plastic coatings and fillings, to seven manufacturing plants. Two of these plants crush copra and other oil bearing seeds and nuts and recover the oil therefrom. Four plants refine vegetable oils and produce shortenings, plastic coatings and fillings for the bakery and confectionery trade. Three plants produce oleomargarine sold under the trade names of Durkees Margarine, Troco Margarine, Dinner Bell Margarine, etc. Two plants produce salad dressing, mayonnaise dressing, meat sauce, Worcestershire sauce and other condiments, and one plant produces shred cocoanut—moist and dry—and a full line of spices. The registrant is one of the leading producers of oleomargarine, spices and shred cocoanut in the United States and is actively developing its Food Division.

The Chemical and Pigment Division has been augmented during the past five years through the investments in American Zirconium Corporation, Nelio-Resin Corporation, and the construction and development of facilities for the production of soya bean oil, soya bean meal, protein and lecithin.

As of January 1, 1936 the registrant acquired all of the assets and assumed all of the liabilities of all of its fully owned subsidiaries excepting Afterthought Zinc Mining Company, The California Zinc Company, Sacramento Valley and Eastern Railway Company, The Ripolin Company, Troco Company of Illinois and The Glidden Company, Limited. The registrant will continue to operate its branches through the use of the names of its former subsidiaries as trade names thus retaining established brands and goodwill. The Ripolin Company, Troco Company of Illinois and Wisconsin Food Products Ohio Company have not been dissolved because the names of these corporations are considered valuable although not in use at the present time. Afterthought Zinc Mining Company and The California Zinc Company hold title to mining properties and the registrant prefers to show such properties as investments rather than fixed assets on its consolidated statement. Sacramento Valley and Eastern Railway has not been dissolved because the charter of the registrant does not permit it to operate a railroad. The Glidden Company, Limited, an Ontario corporation, has been retained to cover the operations in Canada. The aforementioned changes have been carried out for the purpose of simplifying the corporate structure and reducing taxes. The subsidiary corporations except as noted are being dissolved.

The products of the Paint and Varnish Division are distributed generally through jobbers and dealers. Twenty retail stores are maintained by the registrant at points where satisfactory distribution cannot be secured through dealers. Finishes for industrial, railway and maintenance purposes are sold through specially trained salesmen who solicit the users. The Chemical and Pigment Division sells its products directly to manufacturers, and the products of the Food Division are distributed through brokers, jobbers and retail outlets.

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.

PRINCIPAL PLANTS

Location	*General Character*
Cleveland, Ohio	Brick, Steel and concrete factory buildings used for manufacture of paint, varnish, lacquer, stains and other paint products and general offices.
Chicago, Illinois (Logan Blvd. & Elston Avenue)	Brick and steel factory buildings used for refining vegetable oils and manufacture of shortening, fillings and coatings.
Chicago, Illinois (Iron Street)	Brick and concrete buildings used for manufacture of margarine.
Chicago, Illinois (1833 Seward St.)	Brick, concrete and steel factory buildings used for manufacture of paints and kalsomines.
Chicago, Illinois (1856 Leclaire Ave.)	Brick, concrete and steel factory buildings used for manufacture of paint, varnish, lacquer, stains and other paint products and the production of soya bean oil, soya bean meal, vegetable protein and lecithin.(A)

Note A: On October 7, 1935 the extraction and protein units of this plant and the office building were destroyed by an explosion. The warehouse and building used for the manufacture of lecithin were partly destroyed. The elevators and the power plant were slightly damaged. The registrant has collected insurance in full for all such damage, and is now rebuilding the extraction unit and adding an expeller unit of the same capacity. The building used for the manufacture of lecithin is being repaired and presently will be placed in operation.

Minneapolis, Minnesota	Brick and steel buildings used for the manufacture of paint, varnish, enamels, stains and other paint products.
St. Louis, Missouri	Brick and steel buildings used for the manufacture of paint, varnish, enamels, stains and other paint products.
New Orleans, Louisiana	Brick and steel buildings used for the manufacture of paint, varnish, enamels, stains and other paint products.
St. Helena, Baltimore, Maryland	Brick and steel and metal clad buildings used for manufacturing lithopone and cadmium pigments.
Collinsville, Ilinois	Brick, steel and metal clad buildings used for manufacturing lithopone.
Oakland, California	Brick, steel and metal clad buildings used for manufacturing lithopone.
Berkeley, California	Brick, concrete and steel buildings used for crushing copra and other oil bearing seeds and nuts, refining vegetable oils and production of margarine, salad dressings, shortening, fillings, coatings and condiments.
Portland, Oregon	Brick, concrete and steel factory buildings and bins used for storing and crushing copra and other oil bearing seeds and nuts and the production of vegetable oils therefrom.
Elmhurst, Long Island, New York	Brick and concrete factory buildings used for refining vegetable oils, producing shortening, coatings, fillings, salad dressings, shred coconut (moist and dry), spices and other condiments.
Louisville, Kentucky	Brick and steel factory buildings and tanks used for refining vegetable oils and manufacturing salad oils and shortening.
Norwalk, Ohio	Brick and steel buildings used for manufacturing margarine.
Scranton, Pennsylvania	Brick and concrete buildings used for manufacture of white lead.
Hammond, Indiana	Brick, concrete and steel buildings used for manufacturing red lead, litharge, type metal, lead oxides and metal powders.
Reading, Pennsylvania	Brick, concrete and steel factory buildings used for manufacturing paints, varnishes, lacquers, enamels, stains and other paint products, also dry colors.
Toronto, Ontario	Brick, concrete and steel factory buildings used for manufacturing paints, varnishes, enamels, lacquers, stains and other paint products. Owned by The Glidden Company, Limited, a wholly-owned subsidiary of the registrant.
Jacksonville, Florida	Steel and brick buildings used to produce nelioresins from oleo resins.
Collins, Georgia	Steel and brick buildings used to produce nelioresins from oleo resins.

San Francisco, California	Cement, brick and steel buildings used to manufacture paints, varnishes, enamels, stains, lacquers and other paint products.
Los Angeles, California	Small brick and steel building used to make industrial paints and finishes.
Winthrop, California	Afterthought and Bully Hill group of zinc ore mines and mining machinery and buildings, also thirteen miles of railroad to Pitt, California. Not currently operated.
	These properties are owned by The California Zinc Company, Afterthought Zinc Mining Company and Sacramento Valley & Eastern Railway, wholly-owned subsidiaries of the registrant.

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

None, with the exception of the Sacramento Valley & Eastern Railway, a subsidiary, which owns its own right of way and has franchises and rights as to highway crossings, transmission lines, etc. The said Sacramento Valley & Eastern Railway is not operating at the present time.

The registrant has set forth under Item 41 hereof, to which reference is hereby made, a summary of material contracts, which may be construed as not made in the ordinary course of business, to which the registrant as a subsidiary of the registrant is a party or has succeeded to a party by assumption, assignment or otherwise, or has a beneficial interest. Certain of such contracts relate to exclusive licenses and others to non-exclusive licenses for the manufacture or use, or both, of certain patented products, but as such they are not considered by the registrant to be franchises or concessions within the ordinarily accepted usage of such terms.

[redacted]

CAPITAL SECURITIES AND SECURITIES BEING REGISTERED

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

As of: October 31, 1935.

Col. A. Title of issue	Col. B. Amount authorized by indenture	Col. C. Amount outstanding exclusive of that held in treasury of registrant	Col. D. Amount outstanding as per balance sheet of registrant	Col. E. Amount in treasury of registrant	Col. F. Amount pledged by registrant	Col. G. Amount owned by subsidiaries of registrant
The Glidden Company Five Year 5½% Gold Notes dated June 1, 1930	$6,000,000.00	$3,262,000.00	$3,262,000.00 (A)	None	None	None

Note A: The Five Year 5½% Gold Notes of the registrant were called for redemption August 1, 1934 but the privilege was given to each holder of said notes
1, 1939. All of the notes shown as outstanding on October 31, 1935, except $3000 thereof, were so extended.

As of: March 31, 1936

Col. A. Title of issue	Col. B. Amount authorized by indenture	Col. C. Amount outstanding exclusive of that held in treasury of registrant	Col. D. Amount outstanding as per balance sheet of registrant	Col. E. Amount in treasury of registrant	Col. F. Amount pledged by registrant	Col. G. Amount owned by subsidiaries of registrant
The Glidden Company Five Year 5½% Gold Notes dated June 1, 1930	$6,000,000.00	$3,262,000.00	$3,262,000.00 (A)	None	None	None
The Chemical and Pigment Company, Inc., First Mortgage 6% Serial Gold Bonds dated Oct. 15, 1926	$350,000.00	$59,000.00	$59,000.00 (B)	$11,000.00	None	None
Wisconsin Food Products Ohio Company, First Mortgage 6% Gold Bonds dated Sept. 10, 1927	$40,000.00	$38,200.00	$38,200.00 (C)	$1,800.00	None	None

See next page for pertinent notes.

Note: A. The Five Year 5½% Gold Notes of the registrant were called for redemption August 1, 1934 but the privilege was given to each holder of said notes to extend the maturity of the same to June 1, 1939. All the notes shown as outstanding on March 31, 1936 were so extended. Registrant's Board of Directors has authorized the retirement of all of the outstanding Five Year 5½% Gold Notes at 101 and accrued interest as soon as registrant has funds available therefor, but not prior to June 2, 1936. As more fully set forth under Item 28 hereof, the registrant will apply a part of the proceeds from the sale of the Convertible Preferred Stock registered hereunder, either to the aforesaid retirement or to the payment of short term bank loans which may be incurred to meet such retirement.

B. A serial maturity of the First Mortgage 6% Serial Gold Bonds of The Chemical and Pigment Company, Inc., occurred on April 15, 1936, at which time $33,000 principal amount was retired. The remaining $26,000 principal amount has been called for redemption on May 1, 1936.

C. The $38,200 principal amount First Mortgage 6% Gold Bonds of the Wisconsin Food Products Ohio Company has been called for retirement on August 15, 1936.

D. The status of the Five Year 5½% Gold Notes dated June 1, 1930 was the same as of October 31, 1935 as that indicated above except that the due date of $3,000.00 principal amount of such notes had not been extended at October 31, 1935. The First Mortgage 6% Serial Gold Bonds of The Chemical and Pigment Company, Inc., and the First Mortgage 6% Gold Bonds of Wisconsin Food Products Ohio Company had not been assumed by the registrant at October 31, 1935 but were guaranteed by the registrant as of that date.

9.B. Funded Debt to be offered under this registration:

Col. A.	Col. B.	Col. C.	Col. D.
Title of issue	Amount authorized or to be authorized by indenture	Amount to be offered	Present status

No funded debt to be offered by the registrant.

10.A. For each class of authorized Capital Stock of the registrant, furnish the following information:

As of: October 31, 1935.

Col. A.	Col. B.	Col. C.	Col. D.	Col. E.	Col. F.	Col. G.	Col. H.	Col. I.
Title of issue including par, or if no par, stated value, if any	Amount authorized by charter	Amount outstanding exclusive of amount held in treasury	Capital stock liability as per balance sheet	Amount in treasury of registrant	Amount owned by subsidiaries of registrant	Amount owned by persons of registrant	Amount reserved for officers and employees	Amounts reserved for options, warrants, conversions and other rights excluding amounts under Col. H.
Prior Preference Stock, 7% cumulative, par value $100.00 per share.	75,000 shs.	65,000 shs.	$6,500,000.00	None	None	None	None	None
Common Stock, without par value	800,000 shs.	753,881 shs.	3,769,405.00	None	None	None	46,000	119

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As of: March 31, 1936

Col. A.	Col. B.	Col. C.	Col. D.	Col. E.	Col. F.	Col. G.
Title of issue including par, or if no par, stated value, if any	Amount authorized by charter	Amount outstanding exclusive of amount held in treasury	Capital stock liability as per balance sheet	Amount in treasury of registrant	Amount owned by subsidiaries of registrant	Amount owned by parents of registrant
Prior Preference Stock, 7% cumulative, par value $100.00 per share	75,000 shs.	65,000 shs.	$6,500,000.00	None	None	None
Common Stock, without par value.	800,000 shs.	800,000 shs.	4,000,000.00	None	None	None

Note A: The status of the Capital Stock of the registrant was the same as of October 31, 1935 as that indicated above except that 46,119 shares of Com were reserved at October 31, 1935, were issued subsequent to that date and, out of the total of $1,014,618.00 received therefor, the amount of $230,595.0 Capital Stock account, and the balance added to Capital Surplus.

Note B: On April 24, 1936, the holders of over two thirds of the shares of Common Stock of registrant (the only vote required) authorized the adoption o and in pursuance thereof Amended Articles of Incorporation of registrant were filed in the office of the Secretary of State of Ohio on April 24, 1936 so that the as of the date of this Amended Registration Statements consists of 65,000 shares of Prior Preference Stock, par value $100.00 per share (which, subject to re Preferred Stock, subsequently will be redeemed and cancelled and will not be reissuable), 200,000 shares of Convertible Preferred Stock, par value $50.00 per share,

Accordingly, as of the date of this Amended Registration Statement, the table required by Item 10.A. reads as follows:

Col. A.	Col. B.	Col. C.	Col. D.	Col. E.	Col. F.	Col. G.
Prior Preference Stock, 7% cumulative, par value $100.00 per share	65,000 shs.	65,000 shs.	$6,500,000.00	None	None	None
Convertible Preferred Stock, 4½% cumulative, par value $50.00 per share	200,000 shs.	None	None	None	None	None
Common Stock, without par value.	1,000,000 shs.	800,000 shs.	$4,000,000.00	None	None	None

*Upon the issuance of 200,000 shares of Convertible Preferred Stock, 200,000 shares of Common Stock, including Scrip Certificates for fractional shares, w as the maximum number which, upon the basis of the unadjusted conversion price, may be required to be issued in satisfaction of the conversion rights.

10.B. Capital Stock to be offered under this registration:

Col. A.	Col. B.	Col. C.	Col. D.
Title of issue including par, or if no par, stated value, if any	Amount authorized or to be authorized by charter	Amount to be offered	Present status
Convertible Preferred Stock, 4½% cumulative, par value $50.00 per share	200,000 shs.	200,000 shs.	Authorized but unissued
Common Stock, without par value, including Scrip Certificates for fractional shares	1,000,000 shs.	200,000 shs.*	Authorized but unissued

*The shares of Common Stock, including Scrip Certificates for fractional shares, covered by this Registration Statement will not be separately offered, but are initially reserved for issue in the event of the conversion of the Convertible Preferred Stock which is registered hereunder. The rates of such conversion privilege vary as set forth under Item 17 (g) under the heading "Convertible Preferred Stock"; the 200,000 shares of Common Stock, including Scrip Certificates for fractional shares, so reserved is the maximum number which, upon the basis of the unadjusted conversion price, may be required to be issued in satisfaction of such conversion rights, and will be offered to the public under this registration only in satisfaction of such conversion rights.

11.A. For each class of Securities of Other Issuers Guaranteed by the registrant, furnish the following information:

As of: March 31, 1936

Col. A.	Col. B.	Col. C.	Col. D.	Col. E.
Name of issuer of securities guaranteed	Title of issue guaranteed, and, if stock, par or, if no par, stated value, if any	Total amount guaranteed	Amount in treasury of registrant	Amount in treasury of issuer of securities guaranteed
None				

11.B. Guarantees to be offered under this registration:

Col. A.	Col. B.	Col. C.	Col. D.	Col. E.
Name of issuer of securities guaranteed	Title of issue guaranteed, and, if stock, par or, if no par, stated value, if any	Amount of guaranteed securities to be offered	Brief statement of nature of guarantee	Present status
None				

12.A. For Warrants or Rights granted by the registrant to subscribe for or purchase securities of the registrant, furnish the following inform

(By a footnote refer to any description of conversion and other option rights contained in the registration statement).

As of: March 31, 1936

Col. A. Title of issue of securities called for by warrants or rights	Col. B. Amount of securities called for by each warrant or right	Col. C. Number of warrants or rights outstanding	Col. D. Aggregate amount of securities called for by warrants or rights outstanding	Col. E. Dates from which warrants or rights are exercisable	Col. F. Expiration date o warrants or rights
None					

12.B. Warrants to be offered under this registration:

Col. A. Title of issue of securities called for by warrants or rights	Col. B. Amount of securities called for by each warrant or right	Col. C. Number of warrants or rights to be offered	Col. D. Aggregate amount of securities called for by warrants or rights to be offered	Col. E. Dates from which warrants or rights are exercisable	Col. F. Expiration date of warrants or rights	Col. Price at warrant e exercisa
Convertible Preferred Stock, 4½% cumulative, $50.00 par value	¼ of a share (A)	Calling for an aggregate of 200,000 shares of Convertible Preferred Stock (B)	200,000 shares	Sixth day after the effective date of this registration statement.	2:00 P.M. Eastern Standard Time on the twentieth day after date of issue.	$52.5

Note A: The rights to subscribe are to be for one fourth of a share of Convertible Preferred Stock in respect of each share of Common Stock outstanding. of a share will be issued exercisable only when presented with other fractional warrants calling for one full share of Convertible Preferred Stock or multiples thereo

Note B: The number of warrants to be issued is not known, but they will be issued to Common Stockholders of record at the close of business on May 6, 1936 a held by each on that date; the warrants to evidence the right to subscribe for one fourth share of Convertible Preferred Stock for each share of Common Stock held as set forth in Note A, above.

13.A. **If there is any class of securities of the registrant other than those called for by Items 9.A., 10.A., 11.A. and 12.A., outstanding or authorized, set forth information concerning such securities similar to that required for the securities mentioned.**

None.

13.B. If there is any class of securities, other than those **called for by Items 9.B., 10.B., 11.B. and 12.B.**, to be offered under this registration, set forth information concerning such securities similar to that required for the securities mentioned.

None.

DESCRIPTION OF SECURITIES

14. Funded Debt, other than that to be offered:

As to each issue, other than that to be offered, set forth in answer to Item 9.A., give the title of the issue and furnish the following:

I. The Glidden Company Five Year 5½% Gold Notes.

Note: Five Year 5½% Gold Notes were called for redemption on August 1, 1934 except as to holders thereof extending payment thereof to June 1, 1939. This was effected by attaching an extension agreement and additional coupons to existing notes. A Supplemental Agreement dated June 23, 1934 was executed with the Trustee. A copy of the original Indenture attached as Exhibit B-1, and a copy of the Supplemental Agreement attached as Exhibit B-2, to the Amended Registration Statement filed by the Registrant and effective June 21, 1935, File No. 2-1414, are hereby incorporated herein by reference. The Board of Directors of the registrant has authorized the retirement of all the outstanding Five Year 5½% Gold Notes as soon as registrant has funds available therefor, but not prior to June 2, 1936. The registrant will apply a part of the proceeds from the sale of the Convertible Preferred Stock registered hereunder to the aforesaid retirement or to the payment of short term bank loans which may be incurred to meet such retirement. Thereupon, said Indenture and Supplemental Agreement are to be cancelled, satisfied and discharged.

(a) **Date of issue.** June 1, 1930. See note above.

(b) **State the annual amount required for the satisfaction of amortization, sinking fund, redemption and retirement provisions.**

No sinking fund provision for redemption or retirement.

(c) **Outline briefly the terms of any conversion or voting rights.**

No conversion or voting rights.

(d) **State whether secured by any lien, and briefly describe the principal property subjected to such lien.**

Not secured by lien.

(e) **State whether the respective indenture permits the issuance of further securities, and, if so, state the amount.**

Indenture does not provide for the issue of further securities.

(f) **If serial, give the plan of serial maturities.**

Issue is not serial.

(g) **Outline briefly any provisions to maintain any ratio of assets, not to declare dividends, not to secure other issues without securing the particular security, and provisions of a similar character.**

Under Article IV of the Indenture the registrant covenants that it will not mortgage or subject to a lien or pledge any of its property without thereby securing the due and punctual payment of the principal and interest of the Notes issued and outstanding under the Indenture, ratably and equally with any and all other obligations secured by such mortgage or lien or pledge, and will not permit any subsidiary to do likewise; that as long as the said notes are outstanding and unpaid, the registrant will not itself create or incur, nor will it permit any subsidiary to create or incur, any indebtedness or liabilities, direct or contingent, if after the creation or incurring thereof the amount of the tangible assets of the registrant and its subsidiaries will be less than twice the amount of the total liabilities, direct or contingent, of the registrant and its subsidiaries, excluding inter-company

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liabilities, provided that the foregoing agreement shall not prevent the regstrant from creating indebtedness for a term not exceeding one year for the current requirements of the registrant and its subsidiaries, including interest, taxes, rentals and general administrative expenses, but excluding dividends other than dividends on preferred stock; that so long as the notes are outstanding and unpaid, it will not create any funded debt unless the average annual consolidated earnings of the registrant and its subsidiaries applicable to the payment of interest, after depreciation and depletion, but before Federal income taxes, for a period of two years ending not earlier than three months prior to the creation of such funded debt, shall have been at least three times the annual interest charges on all indebtedness, direct or contingent; that so long as any of said notes are outstanding or unpaid, it will not declare or pay any dividends on any shares of its common stock or make any distribution to its common shareholders other than dividends payable in shares of its common stock, if after the declaration or payment of such dividend the earned surplus of the registrant will be less than $2,000,000.00; that it will keep its properties insured and will not apply any part of the proceeds of any sale of fixed assets exceeding in the aggregate $500,000.00 to the redemption or purchase of, or payment of dividends on, the stock of the registrant.

(h) If the obligation to pay interest is made dependent upon earnings or other special conditions, outline briefly the provisions applicable thereto.

Obligation to pay interest is not dependent upon earnings and is a direct obligation.

II. *Wisconsin Food Products Ohio Company First Mortgage Gold Bonds (6%).*

Note: The subject bonds were issued by Wisconsin Food Products Ohio Company, a former wholly-owned subsidiary of registrant. By the terms of resolution adopted by registrant's board of directors guaranteeing obligations of registrant's wholly-owned subsidiaries, these bonds were guaranteed by registrant prior to January 1, 1936. As of January 1, 1936 registrant acquired all of the assets and assumed all of the liabilities of Wisconsin Food Products Ohio Company. Accordingly the subject bonds are as of the date hereof direct obligations of registrant.

(a) Date of issue.

September 10, 1927.

(b) State the annual amount required for the satisfaction of amortization, sinking fund, redemption and retirement provisions:

None, except that by the terms of the mortgage indenture, the bonds issued thereunder at the option of the issuer may be called for redemption at any interest period at 102 and accrued interest on or after August 15, 1932.

(c) Outline briefly the terms of any conversion or voting rights:

None.

(d) State whether secured by any lien, and briefly describe the principal property subjected to such lien:

The subject bonds are secured by mortgage to an individual trustee on certain premises situated in the City of Norwalk, County of Huron and State of Ohio, the buildings and improvements thereon and certain described personal property consisting chiefly of machinery and equipment for the manufacture of oleomargerine.

(e) State whether the respective indenture permits the issuance of further securities, and, if so, state the amount:

The respective indenture does not permit the issuance of further securities.

(f) If serial, give the plan of serial maturities:

The entire issue of bonds matures on August 15, 1937.

(g) Outline briefly any provisions to maintain any ratio of assets, not to declare dividends, not to secure other issues without securing the particular security, and provisions of a similar character:

None.

(h) If the obligation to pay interest is made dependent upon earnings or other special conditions, outline briefly the provisions applicable thereto:

The obligation to pay interest at the rate of 6% per annum on the 15th day of February and August of each year, is absolute.

III. *The Chemical & Pigment Company, Inc., First Mortgage Gold 6% Serial Gold Bonds.*

Note: The subject bonds were issued by The Chemical & Pigment Company, Inc., a former wholly-owned subsidiary of registrant. By the terms of resolution adopted by registrant's board of directors guaranteeing obligations of registrant's wholly-owned subsidiaries, these bonds were guaranteed by registrant prior to January 1, 1936. As of January 1, 1936 registrant acquired all of the assets and assumed all of the liabilities of The Chemical & Pigment Company, Inc. Accordingly the subject bonds are as of the date hereof direct obligations of registrant.

(a) Date of issue.

October 15, 1926.

(b) State the annual amount required for the satisfaction of amortization, sinking fund, redemption and retirement provisions:

None, except that the issuer may redeem all or any part of the subject bonds at any time prior to their express maturities upon payment of the principal thereof and accrued interest to the redemption date thereof plus a premium upon the principal of 2% thereof.

(c) Outline briefly the terms of any conversion or voting rights:

None.

(d) State whether secured by any lien, and briefly describe the principal property subjected to such lien:

The subject bonds are secured by mortgage to a corporate trustee covering certain premises situated in Madison County, Illinois, together with the buildings and improvements thereon and the machinery and equipment located therein. The premises have an approximate area of 10 acres and the buildings, machinery and equipment consist of a plant for the manufacture of lithophone.

(e) State whether the respective indenture permits the issuance of further securities, and, if so, state the amount:

The respective indenture does not permit the issuance of further securities.

(f) If serial, give the plan of serial maturities:

The subject bonds mature serially at the rate of $35,000 aggregate principal amount per annum on the 15th day of April in the years 1928 to 1937, inclusive.

(g) Outline briefly any provisions to maintain any ratio of assets, not to declare dividends, not to secure other issues without securing the particular security, and provisions of a similar character:

None.

(h) If the obligation to pay interest is made dependent upon earnings or other special conditions, outline briefly the provisions applicable thereto:

The obligation to pay interest at the rate of 6% per annum on the 15th day of April and October in each year, is absolute.

15. Funded Debt to be offered:

As to each issue set forth in answer to Item 9.B., give the title of the issue and furnish the following:

No such issue was set forth in answer to Item 9B.

16. **Stock, other than that to be offered:**

As to each class, other than that to be offered, set forth in answer to Item 10.A., give the title of the issue and outline briefly the following:

I. *Prior Preference Stock, 7% cumulative, par value $100 per share.*

The following statements are brief summaries of certain provisions contained in registrant's Amended Articles of Incorporation, Exhibit A-1 and Amendment to Certificate of Reorganization, Exhibit A-2. These statements do not purport to be complete, and reference is hereby made to said Exhibits A-1 and A-2 for full and complete statements of such provisions, to all of which the following statements are subject.

(a) **Dividend rights:**

Holders are entitled to dividends at the rate of 7% per annum out of the surplus profits as declared by the Board of Directors, payable quarterly on the first days of January, April, July and October in each year, cumulative from the date of issue, or if Board of Directors so determines, from last dividend date previous to date of issue.

(b) **Limitations in any indentures or other agreements on the payment of dividends:**

By the terms of registrant's Articles, dividends are payable out of surplus profits and are limited to 7% per annum. There are no other limitations.

(c) **Voting rights:**

None, except:

(i) As otherwise provided by law;

(ii) Registrant be in default in the payment of two quarterly dividends on the Prior Preference Stock; or

(iii) Registrant be in default with respect to payments into the sinking fund;

in which events (ii) or (iii) holders of Prior Preference Stock and all other issues of preferred stock then outstanding voting as a class shall have and continue to have the right to elect one-half of the members of the Board of Directors, and on all other matters each share of Prior Preference Stock shall entitle the holder thereof to one vote in like manner as the holders of shares of Common Stock.

Registrant may not without the affirmative vote or written consent of holders of record of at least seventy-five per centum of the aggregate par amount of Prior Preference Stock outstanding:

(i) Sell, lease or otherwise dispose of (or permit a subsidiary so to do except to registrant), all or substantially all of its assets or any portion thereof essential or advisable to retain;

(ii) Enter a merger or consolidation involving extinction or merger of corporate entity of registrant;

(iii) Encumber or permit any subsidiary to encumber the assets or income of registrant or of any such subsidiary respectively except with respect to purchase money mortgages and except the pledging of quick assets (other than securities issued by subsidiaries) for loans in the regular course of business and maturing in less than one year;

(iv) Issue or permit any subsidiary to issue obligations maturing more than one year from date;

(v) Authorize or issue any shares of stock on a parity with or having a priority over the Prior Preference Stock.

(d) **Liquidation rights:**

In event of liquidation (voluntary or involuntary) out of registrant's assets available for distribution to shareholders, the holders of the Prior Preference Stock are entitled to receive, in preference to all other shareholders, the par value of their shares together with all unpaid dividends accumulated or accrued thereon to date of distribution, and no more.

(e) **Preemptive rights:**

None.

(f) **Subscription rights:**

None.

(g) Conversion rights:

None.

(h) Redemption provisions applicable thereto:

Registrant may redeem all or any part of the Prior Preference Stock on any dividend date on thirty days' notice at $105.00 per share together with all unpaid dividends accrued thereon. Stock so redeemed may be reissued in the discretion of the Board of Directors.

(i) Liability for further calls:

None.

(j) Sinking fund:

A sinking fund of five per centum of the net profits of registrant after providing for all taxes, including Federal Income Taxes, and dividends on the Prior Preference Stock must be provided each year for the purchase or redemption of Prior Preference Stock at not more than $105.00 per share. Prior Preference Stock so purchased or redeemed may be reissued in the discretion of the Board of Directors.

II. *Common Stock, without par value.*

The following statements are brief summaries of certain provisions contained in registrant's Amended Articles of Incorporation, Exhibit A-1. These statements do not purport to be complete, and reference is hereby made to said Exhibit A-1 for full and complete statements of such provisions, to all of which the following statements are subject.

The following statements included under sub-paragraphs numbered (1) are made with respect to the Common Stock as it exists on the date of this Amended Registration Statement under registrant's Amended Articles of Incorporation, Exhibit A-1, but prior to the issuance of any shares of Convertible Preferred Stock and subject to the limitations of the Indenture covering the Five Year 5½% Gold Notes; and the statements included under sub-paragraphs numbered (2) are made with respect to the Common Stock under registrant's Amended Articles of Incorporation and after (a) the issuance of the 200,000 shares of Convertible Preferred Stock being registered hereunder, (b) the redemption and retirement of the 65,000 shares of Prior Preference Stock and the amendment of registrant's Articles to remove the terms and provisions thereof and all references thereto, and (c) the retirement of $3,262,000 of registrant's Five Year 5½% Gold Notes.

(a) Dividend rights:

(1) Holders of Common Stock are entitled to such dividends thereon as may be declared by registrant's Board of Directors out of surplus profits.

(2) Holders of Common Stock will be entitled to such dividends thereon as may be declared by registrant's Board of Directors out of surplus profits.

(b) Limitations in any indentures or other agreements on the payment of dividends:

(1) Holders of Common Stock are not entitled to dividends thereon until all dividends upon Prior Preference Stock for all past periods have been paid, or funds for the payment thereof set apart, and the dividends for the then current dividend period with respect to the Prior Preference Stock shall have been declared and funds for the payment thereof set apart, and unless registrant be not in default in its payments to the sinking fund for the Prior Preference Stock. Declaration and payment of dividends on the Common Stock are also subject to the limitations contained in the indenture relating to registrant's Five Year 5½% Gold Notes, a summary whereof is included in the answer to Item 14 above. By the terms of the underwriting contract dated March 31, 1936, filed herewith as Exhibit F, registrant for a period of sixty days from the effective date of this Registration Statement may pay only the regular quarterly dividend of fifty cents per share on the Common Stock.

(2) Holders of Common Stock will not be entitled to dividends thereon until all dividends upon the Convertible Preferred Stock for all past dividend periods have been paid, or funds for the payment thereof set apart, and the dividends for the then current dividend period with respect to the Convertible Preferred Stock shall have been declared and funds for the payment thereof set apart. By the terms of the underwriting contract dated March 31, 1936, filed herewith as Exhibit F, registrant for a period of sixty days from the effective date of this Registration Statement may pay only the regular quarterly dividend of fifty cents per share on the Common Stock.

(c) Voting rights:

(1) Each share of Common stock entitles the holder thereof to one vote. Such shareholders have the right to cumulate their votes at elections of directors under Ohio General Code Section 8623-50. Such voting rights are subject to the provisions of the Prior Preference Stock until said stock is redeemed.

(2) Each share of Common Stock will entitle the holder thereof to one vote. Shareholders will have the right to cumulate their votes at elections of directors under Ohio General Code Section 8623-50. Such voting rights will be subject to the provisions of the Convertible Preferred Stock.

(d) Liquidation rights:

(1) In the event of liquidation, out of the assets available for distribution to shareholders, the holders of registrant's Common Stock are entitled to share equally in distribution of assets after payment to the holders of Prior Preference Stock of the par value plus accumulated or accrued dividends thereon to date of distribution.

(2) In the event of liquidation, out of the assets available for distribution to shareholders, the holders of registrant's Common Stock will be entitled to share equally in distribution of assets after payment to the holders of Convertible Preferred Stock of the par value thereof plus accumulated or accrued dividends thereon to date of distribution.

(e) Preemptive rights:

(1) Holders of Common Stock do not have any preemptive rights in fractional shares, but are entitled to preemptive rights on full shares as provided in Ohio General Code Section 8623-35, a copy of which is attached as Exhibit L.

(2) Holders of Common Stock will not have any preemptive rights in fractional shares, but will be entitled to preemptive rights on full shares as provided in Ohio General Code Section 8623-35, a copy of which is attached as Exhibit L.

(f) Subscription rights:

(1) None, except the preemptive rights described in paragraph (e) above.

(2) None, except the preemptive rights described in paragraph (e) above.

(g) Conversion rights:

(1) None.

(2) None.

(h) Redemption provisions applicable thereto:

(1) None.

(2) None.

(i) Liability for further calls:

(1) None.

(2) None.

(j) Sinking Fund:

(1) None.

(2) None.

17. Stock, to be offered:

As to each class set forth in answer to Item 10.B., give the title of the issue and furnish the following:

(a) Give the same information as required by Item 16.

The authorized capital stock of registrant, after giving effect to (a) the redemption of the outstanding Prior Preference Stock (see Item 16), and (b) the subsequent amendment of the

Amended Articles of Incorporation so as to eliminate all provisions relating to such outstanding Prior Preference Stock, will be as follows:

200,000 shares of Convertible Preferred Stock of the par value of $50 per share, being registered hereunder, and to be presently outstanding as the only senior class of stock which the registrant is authorized to issue; and

1,000,000 shares of Common Stock, without par value, of which 800,000 shares now are outstanding and 200,000 shares, including Scrip Certificates for fractional shares, are to be initially reserved for issue in the event of the conversion of the Convertible Preferred Stock registered hereunder, pursuant to the terms set forth under subsection (g) of this Item 17.

1. *Convertible Preferred Stock, 4½% cumulative, par value $50 per share.*

The following statements are brief summaries of certain provisions contained in registrant's Amended Articles of Incorporation. Such statements do not purport to be complete, and reference is hereby made to Exhibit A-1 for full and complete statements of such provisions, to all of which the following statements are subject.

(a) Dividend rights:

Holders will be entitled to dividends at the rate of 4½% per annum out of the surplus profits as declared by the Board of Directors, payable quarterly on the first days of January, April, July and October in each year, cumulative from and after July 1, 1936.

(b) Limitations in any indentures or other agreements on the payment of dividends:

Dividends will be payable out of surplus profits and will be limited to 4½% per annum. Until the Prior Preference Stock is redeemed, holders of Convertible Preferred Stock will not be entitled to dividends thereon, until all dividends upon Prior Preference Stock for all past periods have been paid, or funds for the payment thereof set apart, and the dividends for the then current dividend period with respect to the Prior Preference Stock shall have been declared and funds for the payment thereof set apart, and unless registrant be not in default in its payments to the sinking fund for the Prior Preference Stock.

(c) Voting rights:

None, except:

(i) As otherwise provided by law;

(ii) Registrant be in default in the payment of two successive quarterly dividends on the Convertible Preferred Stock; or

(iii) Registrant be in default as to the payment of dividends or in other respects with reference to outstanding shares of Prior Preference Stock so long as such stock remains outstanding;

in which events (ii) or (iii) each share of Convertible Preferred Stock shall entitle the holder thereof to one vote in like manner as the holders of shares of Common Stock, but from and after the redemption of the Prior Preference Stock in case of the happening of event (ii) holders of Convertible Preferred Stock voting as a class shall have and continue to have the right to elect one-half of the members of the Board of Directors and on all other matters each share of Convertible Preferred Stock shall entitle the holder thereof to one vote in like manner as the holders of shares of Common Stock.

Registrant may not, without the affirmative vote or written consent of holders of record of at least two-thirds of the aggregate par amount of Convertible Preferred Stock outstanding:

(i) Sell, lease or otherwise dispose of all or substantially all of its assets or any portion thereof essential to retain;

(ii) Enter a merger or consolidation involving the extinction or merger of registrant's corporate entity; or

(iii) Encumber registrant's assets or income except with respect to purchase money mortgages with certain limitations, and except the pledging of quick assets as security for loans in the regular course of business maturing in less than eighteen months;

(iv) Issue or guarantee any obligations maturing more than eighteen months from date of issue;

(v) Authorize or issue any shares of stock on a parity with or having priority over the Convertible Preferred Stock.

(d) Liquidation rights:

In event of liquidation (voluntary or involuntary) out of registrant's assets available for distribution to shareholders, the holders of Convertible Preferred Stock will be entitled to receive, in preference to all other shareholders, the par value of their shares together with all unpaid dividends accumulated or accrued thereon to date of distribution, and no more, subject to the prior rights of holders of Prior Preference Stock, until such stock is redeemed, for which rights see Item 16.

(e) Preemptive rights:

None.

(f) Subscription rights:

None.

(g) Conversion rights:

Holders of shares of Convertible Preferred Stock will be entitled at any time prior to the date of redemption thereof (if any call therefor be made), and subject to certain adjustments to compensate for dilution, to convert such shares into fully paid and non-assessable shares of Common Stock on the following basis:

(i) On or before March 1, 1937, one share of Common Stock for each share of Convertible Preferred Stock;

(ii) Thereafter, and on or before March 1, 1939, nine-tenths of a share of Common Stock for each share of Convertible Preferred Stock;

(iii) Thereafter, and on or before March 1, 1941, eight-tenths of a share of Common Stock for each share of Convertible Preferred Stock; and

(iv) Thereafter, seven-tenths of a share of Common Stock for each share of Convertible Preferred Stock.

Registrant will not be required to issue fractional shares of Common Stock upon the conversion of Convertible Preferred Stock, but, at its option, may make a cash settlement in respect thereto on the basis of the closing bid price of the Common Stock on the date of conversion, or may issue Scrip Certificates for fractional shares of Common Stock, for a description of which see this Item 17 infra under Title of Issue *III. Scrip Certificates for fractional shares of Common Stock.*

(h) Redemption provisions applicable thereto:

Registrant will have the right to redeem all or any part of the outstanding Convertible Preferred Stock at any time on thirty days' notice by paying to the holders thereof the redemption price in accordance with the following schedule:

(i) If redeemed on or before July 1, 1938, $55 per share;

(ii) Thereafter, and on or before July 1, 1940, $53.75 per share; and

(iii) Thereafter, $52.50 per share,

together with an amount in each case equal to any unpaid dividends accumulated or accrued thereon to the date fixed for redemption.

(i) Liability for further calls:

None.

(j) Sinking Fund:

None.

II. *Common Stock, without par value.*

Reference is made to answers under Item 16 above for a summary of the terms and provisions of the Common Stock without par value, under registrant's Amended Articles of Incorporation, both as of the date of this Amended Registration Statement and after issuance of 200,000 shares of Convertible Preferred Stock and application of the proceeds thereof, with respect to (a) dividend rights; (b) limitations in any indentures or other agreements on the payment of dividends; (c) voting rights; (d) liquidation rights; (e) preemptive rights; (f) subscription rights; (g) conversion rights; (h) redemption provisions applicable thereto; (i) liability for further calls and (j) sinking fund.

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III. *Scrip Certificates for fractional shares of Common Stock.*

As hereinbefore stated in this Item 17 under Title of Issue, *I. Convertible Preferred Stock, 4½% cumulative, par value $50 per share,* registrant will not be required to issue fractional shares upon the conversion of Convertible Preferred Stock, but, at its option, may adjust such fractions by payment in cash at the closing bid price of the Common Stock on the date of conversion, or may issue Scrip Certificates for such fractions of shares.

Any such Scrip Certificates which may be issued will specify the fraction of one share of Common Stock of registrant represented thereby, and will entitle the bearer thereof to receive, upon surrender thereof and of other similar Scrip Certificates, together aggregating one or more full shares of Common Stock, a certificate for the appropriate number of shares of such Common Stock and a new Scrip Certificate for any excess fraction of a share. No dividends or interest shall accrue with respect to any such Scrip Certificate, and the holder thereof will not be entitled to voting rights or to have any other rights by virtue thereof as shareholders of registrant except such rights, if any, as registrant's Board of Directors may, in its absolute discretion, confer upon the holders thereof in the event of dissolution of registrant.

IV. *Certificates for Subscription to Convertible Preferred Stock.*

Reference is made to answers under item 12 B hereof for a summary of the terms and provisions of the Certificates for Subscription to Convertible Preferred Stock (warrants) of the registrant. Such statements are brief summaries thereof and do not purport to be complete. Reference is hereby made to Exhibits H-5 and H-6, being specimens thereof, for full and complete statements of their terms and provisions.

18. **Guarantees:**

As to each class of securities of other issuers guaranteed by the registrant, set forth under Item 11.A. or B., outline briefly the contract of guarantee.

None.

19. **Other Securities:**

As to each class of securities set forth in answer to Item 13.A. or B., outline briefly the rights evidenced thereby.

None.

20. **Give the name and address of counsel for the registrant and for the principal underwriters who have passed or are to pass upon the legality of the securities registered hereunder.**

Name and address of counsel for the registrant who are to pass upon the legality of the securities registered hereunder:

Squire, Sanders & Dempsey
Union Trust Building
Cleveland, Ohio

Name and address of counsel for the principal underwriters who are to pass upon the legality of the securities registered hereunder:

Wing, Lakin & Whedon
14 Wall Street
New York City

UNDERWRITING AND SALES TO OTHER SPECIAL PARTIES

The information required by Items 21 through 26 is to be given as to each class of securities registered hereunder:

21. **State whether a firm commitment to take the issue has been made and, if so, the amount received or to be received, and within what period.**

No firm commitment has been made. The several principal underwriters named in Item 22 hereof have entered into an underwriting agreement with the registrant, dated March 31, 1936, the terms and provisions of which are outlined briefly in Item 23 hereof, and a copy of which is filed herewith as Exhibit F.

22. **Give the respective name and address of each principal underwriter and the respective amount underwritten. Identify all such underwriters as are affiliated with the registrant, and state the nature of the affiliation.**

The obligation of the underwriters shall be several and not joint, each underwriter agreeing to find purchasers for or to purchase such proportion of the number of shares not exchanged or subscribed and paid for by the stockholders as the number of shares set opposite his name below bears to 200,000, namely,

Principal Underwriters	*Address*	*Number of Shares*
Hornblower & Weeks	40 Wall St., New York, N. Y.	45,000
Hayden, Miller & Company	Union Trust Bldg., Cleveland, Ohio	20,000
Cassatt & Co., Incorporated	40 Wall St., New York, N. Y.	10,000
Paul H. Davis & Co.	10 So. LaSalle St., Chicago, Ill.	10,000
Estabrook & Co.	40 Wall St., New York, N. Y.	10,000
G. M.-P. Murphy & Co.	52 Broadway, New York, N. Y.	10,000
White, Weld & Co.	40 Wall St., New York, N. Y.	10,000
Chas. D. Barney & Co.	65 Broadway, New York, N. Y.	7,500
Otis & Co.	216 Superior Ave., N.E., Cleveland, Ohio	7,500
Bancamerica-Blair Corporation	44 Wall St., New York, N. Y.	7,000
Bell & Beckwith	519 Madison Ave., Toledo, Ohio	5,000
Erlangers, Ltd.	4 Moorgate, London, E. C. 2, England	5,000
Hayden, Stone & Co.	25 Broad St., New York, N. Y.	5,000
Piper, Jaffray & Hopwood	529 Second Ave. So., Minneapolis, Minn.	5,000
Singer, Deane & Scribner	Union Trust Bldg., Pittsburgh, Pa.	5,000
W. E. Hutton & Co.	52 Wall St., New York, N. Y.	4,000
F. S. Moseley & Co.	14 Wall St., New York, N. Y.	4,000
Whiting, Weeks & Knowles, Inc.	36 Federal St., Boston, Mass.	4,000
A. G. Edwards & Sons	409 N. Eighth St., St. Louis, Mo.	3,000
Alex. Brown & Sons	135 E. Baltimore St., Baltimore, Md.	2,000
Alfred L. Baker & Co.	111 So. LaSalle St., Chicago, Ill.	1,000
Barclay, Moore & Co.	123 So. Broad St., Philadelphia, Pa.	1,000
O'Brian, Potter & Co.	Liberty Bank Bldg., Buffalo, N. Y.	1,000
Reed & Company, Inc.	8 Foster St., Worcester, Mass.	1,000
Speyer & Co.	24 Pine St., New York, N. Y.	7,000
Goldman, Sachs & Co.	30 Pine St., New York, N. Y.	10,000

No underwriter named above is affiliated with the registrant.

23. Outline briefly the material provisions of each underwriting contract with a principal underwriter, and each contract made by the registrant or an affiliate thereof agreeing not to sell securities of the same class as those registered during the period of distribution.

The registrant has entered into an underwriting agreement dated March 31, 1936, with Hornblower & Weeks and Hayden, Miller & Co. and associates (hereinafter in this answer referred to as the underwriters), whereby the registrant agrees to take all necessary action to authorize the issuance of 200,000 shares of Convertible Preferred Stock of the par value of $50.00 per share and to increase the authorized Common Stock from 800,000 shares now authorized and outstanding to 1,000,000 shares to provide Common Stock initially required for issuance in the event of conversion of the Convertible Preferred Stock, and further to register the 200,000 shares of Convertible Preferred Stock and the 200,000 shares of additional Common Stock in accordance with the Securities Act of 1933, as amended, and in accordance with the Securities Exchange Act of 1934. The registrant represents and warrants that the Registration Statement and Prospectus in respect to such shares will fully, fairly and accurately comply with the Securities Act of 1933 and that no statements contained therein or omitted therefrom (other than statements made in reliance upon written statements furnished by the underwriters) will be of such character as to create liability upon the underwriters under any provision of said Act. The registrant agrees to offer the 200,000 shares of Convertible Preferred Stock for subscription by the Common stockholders at $52.50 per share in cash, such offer to be made to stockholders of record not later than the twelfth day after the Registration Statement becomes effective and to extend for a period not in excess of twenty days, and at the same time to offer to the holders of the registrant's outstanding Prior Preference Stock for a concurrent period the right, limited pro rata to so many shares of the Convertible Preferred Stock as are not subscribed by the Common stockholders, to exchange their Prior Preference Stock for the Convertible Preferred Stock on the basis of two shares of Convertible Preferred Stock for each share of Prior Preference Stock. The registrant agrees to issue a call as of June 1, 1936 for redemption on July 1, 1936 of the outstanding issue of Prior Preference Stock at $105 per share and accrued dividends, provided the registrant shall have received the firm commitment of the underwriters before May 29, 1936, with respect to the underwriting of the Convertible Preferred Stock.

The underwriters agree, that upon the representations and warranties of the registrant and for the sum of $200,000.00 plus a sum equal to $0.50 per share for each share of the Convertible

Preferred Stock that becomes deliverable to the underwriters under the agreement, and subject to conditions hereinbelow set forth, to underwrite the purchase by the Common stockholders and the exchange by the Prior Preference stockholders of the registrant of such 200,000 shares of Convertible Preferred Stock and to find purchasers for, or to purchase from the registrant, at $52.50 per share, so many of such 200,000 shares as are not so exchanged or subscribed and paid for pursuant to the offers above mentioned. Such obligation of the underwriters is contingent upon:

(a) the warranty of the registrant that from the date of the agreement and for a period of sixty days after the effective date of the Registration Statement, there shall be no substantial change in the financial condition or operation of the company shown in said Registration Statement and Prospectus, except such changes as reflect:

(1) the issue and sale of such 200,000 shares of Convertible Preferred Stock and application of proceeds thereof,

(2) usual current operations,

(3) payment of the regular quarterly dividend of $1.75 per share upon the Prior Preference Stock outstanding,

(4) payment of the regular quarterly dividend of $0.50 per share on the outstanding Common Stock,

(5) redemption or retirement of the 65,000 shares of Prior Preference Stock;

(b) approval by counsel for the underwriters of all legal matters relating to the authorization, issuance and offering of the new Convertible Preferred Stock and to the Registration Statement and Prospectus relating thereto;

(c) a report on the condition of the Company's business satisfactory to the underwriters to be rendered by their engineers;

(d) a report on the condition of the Company's accounts satisfactory to the underwriters to be rendered by their accountants; and

(e) the right to withdraw as underwriters within forty-eight hours after receipt of written notice that the Registration Statement has become effective, if, in the sole judgment and discretion of the underwriters, conditions in the securities market or in the affairs of the registrant or otherwise affecting the Convertible Preferred Stock make undesirable an effort to market the same.

The registrant has the right, if it shall not have received the firm commitment of the underwriters before May 29, 1936, to elect to withdraw from the agreement on May 29, 1936. The registrant further agrees:

(a) to make timely application to list such 200,000 shares of additional Common Stock for conversion so that the same may be listed on the New York Stock Exchange on the date of delivery to the underwriters of any unsubscribed shares of the Convertible Preferred Stock and to make like application to list the 200,000 shares of Convertible Preferred Stock as soon thereafter as reasonably may be; and

(b) to furnish the underwriters with such data and to execute such documents as they may require in order to comply with any Blue Sky Laws.

Payment for such shares of the Convertible Preferred Stock as become deliverable to the underwriters shall be made on the fourth day after the expiration of the Subscription Warrants issued to Common stockholders against (a) the delivery of proper certificates therefor, and (b) payment by the registrant to the underwriters of the compensation computed as above provided.

The liability of each underwriter is several and not joint and is limited to the number of shares which each underwriter shall have agreed to underwrite or to find purchasers for or to purchase; provided, nevertheless, that if any underwriter other than Hornblower & Weeks and Hayden, Miller & Co. shall fail to take up and pay for all or any part of his participation, the said two underwriters shall take up and pay for the same. A copy of said underwriting agreement is hereto attached as Exhibit F, and reference is hereby made to said agreement for a full statement of the terms and conditions thereof.

By letter dated April 10, 1936 addressed and delivered to registrant by each of the underwriters, other than Hornblower & Weeks and Hayden, Miller & Company, named in answer to Item 22 hereof, became parties to the Underwriting Contract of March 31, 1936, Exhibit F, to the extent of the number of shares set opposite the name of each in said Item 22. A copy of said form of letter dated April 10, 1936 is attached hereto as Exhibit F-1, and reference is hereby made thereto for a full statement of the terms and conditions thereof.

The registrant has made no other agreement with any underwriter.

Neither the registrant nor any affiliate thereof has made any contract agreeing not to sell the Convertible Preferred Stock during the period of distribution other than the underwriting agreement above summarized.

24. Give the information required by the following table (estimate, if necessary).

	Price to public	Underwriting discounts or commissions		Proceeds to registrant	
		Maximum	Minimum	Minimum	Maximum
Total	$10,500,000	$300,000*	$200,000	$10,200,000	$10,300,000
Per Unit	$52.50	$1.50*	$1.00	$51.00	$51.50

* As more fully set forth under Item 23 hereof the minimum underwriting commission is increased by the sum of $0.50 per share for each share of Convertible Preferred Stock registered hereunder that becomes deliverable to the several underwriters.

25. State briefly the discounts or commissions to be received by subunderwriters or dealers.

The principal underwriters have advised the registrant that at present they do not contemplate the formation of a selling group, but that they reserve the right, in their discretion, to form a selling group to which may be offered all or any part of the Convertible Preferred Stock registered hereunder that becomes deliverable to the several underwriters. They also advise that in the event of the formation of a selling group, the concession to selling group members or to dealers will not exceed $1 per share.

The principal underwriters further advise that foreign underwriters may allow to their subunderwriters up to 85% of their net underwriting profit.

The principal underwriters further advise that they reserve the right, in their discretion, to pay, out of the underwriting commissions, 25 cents per share of Prior Preference Stock to underwriters and selected dealers through whom Prior Preference Stock shall be deposited for exchange into Convertible Preferred Stock.

26. List the persons or classes of persons (other than the underwriters as such) to whom securities of any class registered hereunder have been or are to be sold for a consideration varying from that at which the securities are to be sold to the general public, naming such persons or specifying each class, and stating the consideration to be given by each.

The principal underwriters have advised the registrant that they do not intend to sell the Convertible Preferred Stock, registered hereunder and which becomes deliverable to them, to any persons or classes of persons for a consideration varying from that at which such stock is to be sold to the general public, except as stated in the answer to Item 25 hereof.

Except as aforesaid so far as the registrant knows there are no persons or classes of persons to whom the Convertible Preferred Stock registered hereunder has been or is to be sold for a consideration varying from that at which such stock is to be sold to the general public.

The principal underwriters, however, reserve the right in their discretion to vary the offering price after the expiration of subscription and exchange rights.

PROCEEDS AND THE APPLICATION THEREOF

The information required by Items 27, 28 and 29 is to be given with respect to proceeds to be received, or received within one year, by the registrant from the sale of the securities registered:

27. (a) Total proceeds (estimated, if necessary), after deduction of underwriting discounts or commissions, but before deduction of other expenses.

From the sale of 200,000 shares of Convertible Preferred Stock to shareholders $10,300,000.00*

(b) A reasonably itemized statement of other expenses of the registrant in connection with the sale of the securities.

(Estimated)

Securities and Exchange Commission Registration Fee	$ 1,050.00	
Filing fee—Secretary of State of Ohio	1,025.00	
Fee of counsel and auditors for registrant	20,000.00	
Listing Fee—New York Stock Exchange	4,800.00	
Preparing Registration Statement and Prospectus and Expenses incident thereto	10,000.00	
Printing and distributing warrants and handling subscriptions	8,000.00	
Engraving Stock Certificates	3,000.00	
Stock issuance taxes	10,000.00	
Miscellaneous	10,000.00	
		67,875.00

(c) Net proceeds after deducting expenses itemized under (b). $10,232,125.00*

*To be reduced by $0.50 per share on number of shares deliverable to underwriters in accordance with the terms set forth under Items 23 and 24 hereof.

28. **Furnish a reasonably itemized statement of the approximate amount devoted to each purpose, so far as determinable, for which the net proceeds have been or are to be used.**

As set forth under Item 9A hereof, the registrant contemplates the redemption and retirement of its funded debt which, after giving effect to a serial maturity of $33,000 principal amount on April 15, 1936, is outstanding as follows:

$3,262,000. principal amount Five Year 5½% Gold Notes, due June 1, 1939, of the registrant, redeemable after June 1, 1936 at 101 plus accrued interest.

26,000. principal amount First Mortgage 6% Serial Gold Bonds, dated October 15, 1926, of The Chemical and Pigment Company, Inc., currently redeemable at 102, plus accrued interest.

38,200. principal amount First Mortgage 6% Gold Bonds, dated September 10, 1927, of the Wisconsin Food Products Ohio Company, currently redeemable at 102, plus accrued interest.

Of the proceeds from the sale of the Convertible Preferred Stock registered hereunder, the registrant will apply $3,360,104. to the redemption of the funded debt set forth above at principal amount plus the redemption premium current at the date of redemption, or to the payment of short term bank loans incurred to meet such redemptions.

As set forth under Item 23 hereof the registrant will offer to the holders of its Prior Preference Stock the right to exchange such Prior Preference Stock for Convertible Preferred Stock, registered hereunder, limited pro rata to so many shares of the Convertible Preferred Stock as are not subscribed by the Common stockholders, such exchange to be on the basis of two shares of Convertible Preferred Stock for each share of Prior Preference Stock. The registrant intends to apply a maximum of $6,825,000. of the proceeds from the sale of Convertible Preferred Stock to the redemption on July 1, 1936 of such shares of the Prior Preference Stock as are not exchanged under the aforesaid offer, paying therefor par value plus the redemption premium of 5%. To the extent that Prior Preference Stock is presented in acceptance of such exchange offer, and further to the extent to which Convertible Preferred Stock becomes available for issue pursuant to such offer of exchange, the number of shares of Convertible Preferred Stock sold will be reduced and the total cash proceeds from the sale thereof and correspondingly the application of such proceeds to the redemption of the Prior Preference Stock will be reduced.

29. **Give the information required below as to any property acquired or to be acquired in whole or in part, directly or indirectly, not in the ordinary course of business, in consideration of any of the securities registered or of all or any part of the proceeds thereof:**

(a) **General character and location of such property.**

(b) **The names and addresses of the persons from whom acquired or to be acquired, specifying their relationship to the registrant, if any.**

(c) **The allocation of the consideration given or to be given in connection with each such acquisition, reasonably itemized.**

No property is to be acquired directly or indirectly in consideration of any of the securities registered or of all or any part of the proceeds thereof.

MANAGEMENT AND CONTROL

30(a) Names and addresses of all persons who are, or are chosen to become, directors and officers of the registrant. Indicate the office held.

Name	Address	Office
Adrian D. Joyce	1396 Union Trust Building Cleveland, Ohio	President and Director
R. H. Horsburgh	11001 Madison Avenue Cleveland, Ohio	Senior Vice-President and Treasurer and Director
R. W. Levenhagen	1396 Union Trust Building Cleveland, Ohio	Vice-President and Director
W. J. O'Brien	1396 Union Trust Building Cleveland, Ohio	Vice-President and Director
Dwight P. Joyce	11001 Madison Avenue Cleveland, Ohio	Vice-President and Director
Howard Beatty	Elston Ave. & Logan Boulevard Chicago, Illinois	Director
P. E. Sprague*	1396 Union Trust Building Cleveland, Ohio	Director and Appointed Special Vice-President
Clifton M. Kolb	11001 Madison Avenue Cleveland, Ohio	Secretary
J. A. Peters	11001 Madison Avenue Cleveland, Ohio	Appointed Assistant Secretary and Assistant Treasurer

*Elected as a Director April 20, 1936.

(b) State as to each such person named as chosen to become a director or officer whether he has consented thereto.

Each of the persons named above is presently serving as a director or officer, or both, as indicated.

31. Describe briefly the business experience of the principal executive officers for the last five years.

Mr. Adrian D. Joyce has been President and a Director of the issuer during the past five years and has devoted all of his time and energy to the direction of its affairs and that of its subsidiaries and affiliates except a very small portion required for the supervision of the affairs of Southern Pine Chemical Company of which he is Chairman of the Board of Directors.

Mr. R. H. Horsburgh has been Vice-President and Treasurer and a Director of the issuer during the past five years and has given his personal attention and all of his time to the duties of the office to which he was elected, except a very small portion which has been devoted to the affairs of Southern Pine Chemical Company of which he is Vice-President and Treasurer.

Mr. R. W. Levenhagen has been Vice-President and a Director of the issuer during the past five years and has for the past five years been in direct charge of its Food Division.

Mr. W. J. O'Brien has been a Director of the issuer for the past five years and has held the office of Vice-President since October 1930. During the five years of his service he has had charge of the Chemical and Pigment Division and the general research work of the issuer.

Mr. Dwight P. Joyce has been a Director of the issuer during the past five years and has been a Vice-President since January 17, 1935. For the past five years he has been in general charge of the sale and distribution of the products of the Chemical and Pigment and the Paint and Varnish Divisions.

Mr. Howard Beatty has been a director of the issuer during the past five years and has for the same period been General Manager of the Food Division to which he has given his full time and energy.

Mr. P. E. Sprague was appointed Vice-President in charge of Metal and Pigments Sales Division by the directors at their annual meeting on January 16, 1936. For a short time previous to that date he was engaged in the same activities. Prior to that time and for the rest of the period of five years from date he was the manager of the Metals Refining Company and Euston Lead Company Divisions of the registrant located at Hammond, Ind. and Scranton, Pa., respectively. Mr. Sprague was elected a Director of the registrant on April 20, 1936.

Mr. Clifton M. Kolb has been Secretary of the issuer during the past five years. He has direct charge of the Legal Department and has performed such other duties as are usually required from one holding the office.

Mr. J. A. Peters has been Assistant Treasurer and Assistant Secretary for the past five years with authority to sign checks and authority to sign contracts and documents in the absence of the Secretary. He has charge of the Insurance Department and handles the receipt and disbursement of funds under the supervision of the Senior Vice-President and Treasurer.

32. **Dates of, parties to, and general effect briefly and concisely stated of all material management and general supervisory contracts now in effect providing for management of, or services to, the registrant.**

The registrant does not have any general management contracts with other corporations or management service companies. The executive officers are elected by the Board of Directors and the compensation of the President is determined by the Board of Directors. The salaries of the other executive officers are fixed by the President pursuant to authority given him by the Board of Directors. The various plants are managed by Regional Directors selected by the executives. Contracts covering the arrangements with the Regional Directors are drawn for yearly periods and cover salaries and in a few cases a small division of the profits as determined by the executives.

33. **Give the information required below for all persons owning of record or beneficially more than ten per cent. of any class of voting stock of the registrant:**

As of: March 31, 1936

Owner of record Name and address	Beneficial owner (if known) Name and address	Title of issue	Amount owned	Per cent. of the class

Of record, none. Beneficially, none to the knowledge of the registrant.

34. **The following information as to the registrant's securities owned of record or beneficially by each director and officer of the registrant, each underwriter named in answer to Item 22, and each security holder named in answer to Item 33.**

Name	Position	Securities owned as of March 31, 1936		Securities owned as of March 31, 1935 (approximately one year previous)	
		Title of issue	Amount	Title of issue	Amount

To be furnished by amendment hereof.

35. **Full particulars as to the nature and extent of any substantial interest of every director, principal executive officer, underwriter named in answer to Item 22, affiliate, and of every security holder named in answer to Item 33, in any property acquired within two years, or proposed to be acquired, not in the ordinary course of business. Include the cost of any such property to any such person.**

No director, principal officer, or underwriter or security holder named in the answers to Items 22 and 33 has had any substantial interest in any property acquired within two years or proposed to be acquired not in the ordinary course of business. Assets owned or held for the benefit of the registrant by its subsidiaries, The Glidden Company of Indiana, Inc., The Glidden Company of California, The Glidden Company of Massachusetts, The Glidden Company of Texas and The Glidden Company of Florida and having a cost value on the books of said subsidiaries of $1,219,231.98 after deducting all liabilities except amounts due the registrant, were transferred to the registrant on October 31, 1934 in liquidation of the indebtedness of said subsidiaries to the registrant in the amount of $1,219,231.98, and said subsidiaries were dissolved. Assets owned or held for the benefit of the registrant by its subsidiaries, Adams & Elting Company, T. L. Blood & Co., Campbell Paint & Varnish Company, The Chemical and Pigment Company, Inc., The Diamond Paint Company, Durkee Famous Foods, Inc., Euston Lead Company, The Forest City Paint & Varnish Company, The Glidden Company of Oregon, Heath & Milligan Manufacturing Company, Heath & Milligan Manufacturing Co. of California, Metals Refining Company, Nubian Paint & Varnish Company, Twin City Varnish Company, The A. Wilhelm Company, Wisconsin Food Products Ohio Company, The Mamolith Carbon Paint Company, Inc., and Nelio-Resin Corporation, and having a cost value on the books of said subsidiaries of $10,015,758.43 after deducting all liabilities except amounts due the registrant, were transferred to the registrant as of January 1, 1936 in liquidation of the indebtedness of said subsidiaries to the registrant in the amount of $10,015,758.43, and said subsidiaries, except Wisconsin Food Products Ohio Company, have been dissolved.

36. **Give the information required below in tabular form concerning the aggregate remuneration paid by the registrant and its subsidiaries, directly or indirectly, to the following persons in all of their capacities:**

(a) The name and aggregate remuneration of each director of the registant.

(b) The name and aggregate remuneration of each of the officers of the registrant receiving the three highest aggregate amounts of remuneration.

(c) The aggregate remuneration of all other officers of the registrant, whatever the amount of the respective remuneration of each; indicate the number of such officers without naming them.

(d) The aggregate remuneration of all employees of the registrant who, respectively, received remuneration from the registrant in excess of $20,000 during the past fiscal year; indicate the number of such employees without naming them.

(a) Remuneration of Directors:

Name or number of persons not named	Capacities in which remuneration was received	Remuneration paid by registrant other than directors' fees	Directors' fees paid by registrant	Aggregate remuneration during registrant's past fiscal year
Adrian D. Joyce	Director and President	$101,104.08*	$60.00	$101,164.08*
R. H. Horsburgh	Director, Senior Vice President and Treasurer	33,729.15*	50.00	33,779.15*
R. W. Levenhagen	Director and Vice President	25,729.15*	50.00	25,779.15*
W. J. O'Brien	Director and Vice President	22,983.33*	40.00	23,023.33*
Dwight P. Joyce	Director and Vice President	8,491.67*	50.00	8,541.67*
Howard Beatty	Director and General Manager of Food Division	23,749.15*	20.00	23,769.15*
P. E. Sprague (1)	Director and Appointed Special Vice-President	10,191.67*	None	10,191.67*
Charles W. Higley (2)	Director	None	100.00	100.00
Otto Miller (3)	Director	None	30.00	30.00
E. R. Tinker (4)	Director	None	None	None

(1) Elected April 20, 1936.
(2) Deceased April 7, 1936.
(3) Resigned April 12, 1935.
(4) Resigned July 11, 1935.

(b) Remuneration of Officers receiving three highest amounts.

Name or number of persons not named	Capacities in which remuneration was received	Aggregate remuneration during registrant's past fiscal year
Adrian D. Joyce	President	$101,164.08*
R. H. Horsburgh	Senior Vice-President and Treasurer	33,779.15*
R. W. Levenhagen	Vice-President	25,779.15*

(c) Remuneration of all other Officers.

Name or number of persons not named	Capacities in which remuneration was received	Aggregate remuneration during registrant's past fiscal year
Five	Vice Presidents, Secretary, Asst. Treasurer, and Vice President in charge of Metal and Pigments Sales Division	$59,595.68

(d) Aggregate remuneration of all employees receiving in excess of $20,000.00.

Name or number of persons not named	Capacities in which remuneration was received	Aggregate remuneration during registrant's past fiscal year
One	General Manager of Food Division	$23,769.15*

*The amounts stated include the following amounts as salaries for the year ended October 31, 1935:

Adrian D. Joyce	$75,000.00	Dwight P. Joyce	$ 8,000.00
R. H. Horsburgh	30,000.00	Howard Beatty	20,000.00
R. W. Levenhagen	22,000.00	P. E. Sprague	8,700.00
W. J. O'Brien	20,000.00		

The balance of the payments represent portions of compensation provided for out of earnings of prior years, under plan approved by stockholders in January 1932, but not paid until 1935.

37. Give the information required below in tabular form concerning the aggregate remuneration paid by the registrant, directly or indirectly, to any person, other than a director, officer or employee, whose aggregate remuneration from the registrant, in all capacities, exceeded $20,000 during the past fiscal year.

Name	Capacities in which remuneration was received from the registrant	Aggregate remuneration during registrant's past fiscal year
Squire, Sanders & Dempsey Cleveland, Ohio	General Counsel	$32,000*

*This includes special compensation paid to the firm of Squire, Sanders & Dempsey for services in connection with an action at law brought by the United States against registrant and its wholly-owned subsidiary, The Forest City Paint & Varnish Company, wherein plaintiff prayed for a judgement of $2,197,329.73. Final judgment therein has been entered for the defendants.

RECENT SALES OF SECURITIES BY REGISTRANT

38. For all securities of the registrant sold by the registrant to any person other than employees within two years, furnish the following information:

I. (a) Title of issue, and if stock, the par or, if no par, stated value, if any.

Prior Preference Stock, par value $100 per share.

(b) Amount sold.

2,116 shares.

(c) Date of sale.

From March 28, 1934 to October 26, 1934.

(d) Aggregate net cash proceeds, or the nature and aggregate amount of any consideration other than cash, received by the registrant.

2,116 shares of Prior Preference Stock were sold for cash at par and $211,600.00 was received therefor.

(e) Names of principal underwriters, if any, indicating any such underwriters as are affiliates of the registrant.

None

II. (a) **Title of issue, and if stock, the par or, if no par, stated value, if any.**

Common Stock, without par value.

(b) **Amount sold.**

34,830 shares.

(c) **Date of sale.**

From May 5, 1933 to April 1, 1935.

(d) **Aggregate net cash proceeds, or the nature and aggregate amount of any consideration other than cash, received by the registrant.**

34,830 shares of Common Stock were sold for a total cash consideration of $281,979.20.

(e) **Names of principal underwriters, if any, indicating any such underwriters as are affil ates of the registrant.**

None.

III. (a) **Title of issue, and if stock, the par or, if no par, stated value, if any.**

Common Stock, without par value.

(b) **Amount sold.**

104,000 shares.

(c) **Date of sale.**

Set forth below under subsection (d).

(d) **Aggregate net cash proceds, or the nature and aggregate amount of any consideration other than cash, received by the registrant.**

On July 3, 1935 the registrant offered to its Common stockholders 104,000 shares of its Common Stock at $22.00 per share. The aggregate net cash proceeds amounted to $2,151,248.08 of which $2,148,630.08 was received prior to October 31, 1935 and the balance of $2,618.00 was received subsequent thereto and prior to March 31, 1936.

(e) **Names of principal underwriters, if any, indicating any such underwriters as are affiliates of the registrant.**

Name	*Address*
Hornblower & Weeks	40 Wall Street, New York City
G. M.-P. Murphy & Co.	52 Broadway, New York City
White, Weld & Co.	40 Wall Street, New York City
Cassatt & Co., Incorporated	40 Wall Street, New York City
Hayden, Miller and Company	Union Trust Building, Cleveland, Ohio
The Reybarn Company, Inc.	45 Exchange Place, Jersey City, N. J.
Estabrook & Co.	15 State Street, Boston, Massachusetts
Bell & Beckwith	519 Madison Avenue, Toledo, Ohio
Paul H. Davis & Co.	10 South La Salle Street, Chicago, Ill.
Singer, Deane & Scribner	Union Trust Building, Pittsburgh, Pa.
Alex. Brown & Sons	135 East Baltimore Street, Baltimore, Md.
Bancamerica Blair Corporation	44 Wall Street, New York City
Barclay, Moore & Co.	123 South Broad Street, Philadelphia, Pa.
W. E. Hutton & Co.	First National Bank Building, Cincinnati, O.
Haystone Securities Corporation	25 Broad Street, New York City
O'Brian, Potter & Co.	Liberty Bank Building, Buffalo, New York
Reed & Co.	8 Foster Street, Worcester, Massachusetts

None of the above underwriters is or was at the time of said sale affiliated with the registrant.

IV. (a) **Title of issue, and if stock, the par or, if no par, stated value, if any.**
Common Stock, without par value.

(b) **Amount sold.**
46,000 shares.

(c) **Date of sale.**
Set forth below under subsection (d).

(d) **Aggregate net cash proceeds, or the nature and aggregate amount of any consideration other than cash, received by the registrant.**

During the month of January 1936 the registrant sold to its officers and key men 46,000 shares of its Common Stock and the net cash proceeds received amounted to $1,012,000.00.

(e) **Names of principal underwriters, if any, indicating any such underwriters as are affiliates of the registrant.**

None.

OPTIONS

39. **As to any securities subject or to be subject to options to purchase from the registrant, (a) state the amount, with the title of the issue, called for by such options; (b) outline briefly the prices, expiration dates, and other material conditions on which such options may be exercised; (c) give the name and address of each person allotted or to be allotted options calling for more than five per cent of the total amount subject to option, and give the amount called for by the options of each such person; and (d) for each such class of options granted within two years state the consideration for the granting thereof.**

No securities are subject or are to be subject to options to purchase from the registrant.

MISCELLANEOUS

40. **Outline briefly the substance of the claims involved in, and state the title of, any material pending legal proceeding to which the registrant or one of its subsidiaries is a party or of which property of the registrant or of one of its subsidiaries is the subject, if such proceeding departs from the ordinary routine litigation incident to the kind of business conducted by the registrant or its subsidiaries, as the case may be; make a similar statement as to any such proceeding known to be contemplated by governmental authorities.**

The United States filed two suits in 1934 against the registrant in the United States District Court at Cleveland, Ohio on bonds in the aggregate amount of $170,000.00 deposited by the registrant to cover the performance of the conditions of permits granted to use Specially Denatured Alcohol. These cases bear the numbers 18119 for $100,000.00 and 18145 for $70,000.00. The registrant has filed answers denying liability and setting up certain affirmative defences. The cases are now before the court on motions and briefs but no decision has been rendered.

An indictment has been filed against Durkee Famous Foods, Inc. the registrant's subsidiary, by the United States of America in the United States District Court, District of New Jersey, Case Number 2681-B, alleging a violation of the Elkins Act on fifteen counts. The maximum penalty is $300,000.00. A motion to quash the indictment has been filed and argued but no decision has been rendered.

On January 18, 1936 suit was brought in the Court of Common Pleas of Cuyahoga, County, Ohio No. 439747 by Catherine D. Boyle against the registrant, and A. D. Joyce, R. H. Horsburgh, R. W. Levenhagen, D. P. Joyce, W. J. O'Brien, Howard Beatty, Charles W. Higley, Otto Miller and E. R. Tinker, officers and directors of the registrant. The plaintiff seeks to have 35,000 shares of Common stock sold to officers and employees in 1932 under options and 46,000 shares of Common stock sold to officers and employes in January of 1936 returned to the registrant. The plaintiff also seeks to recover the underwriting fee paid for underwriting 104,000 shares of Common stock sold to common stockholders in July 1935 and alleged excessive salaries and bonuses paid to officers for the benefit of the registrant. An answer will be filed in due course.

Several suits have been filed in Chicago, Illinois against the registrant for personal injuries and property damages resulting from the explosion which occurred at the Soya Products Division of the registrant on October 7, 1935. The registrant was covered by public liability insurance and does not anticipate any loss from such claims. The registrant did not carry property damage insurance but all small claims have been settled and a careful analysis of unsettled claims and prospective claims indicates that they will not exceed $75,000.

The registrant and its subsidiaries are involved in other litigation resulting from the usual conduct of its business, but the amounts claimed in all such litigation does not exceed $100,000.

The Federal Income Tax Returns of the registrant have been verified through the year 1931 and there are at present no unpaid assessments nor are additional assessments anticipated; the Treasury Department is now investigating the depreciation policy of the registrant as affecting its income tax returns for 1932 and subsequent years but registrant does not expect that any material adjustments of tax liability will result from such investigation.

41. Dates of, parties to, and general effect briefly and concisely stated of every material contract not made in the ordinary course of business, to be performed in whole or in part at or after the filing of the registration statement or made not more than two years before such filing. Only such contracts need be set forth as to which the registrant or a subsidiary of the registrant is a party or has succeeded to a party by assumption, assignment or otherwise, or has a beneficial interest.

Contract between the registrant and Commercial Pigments Corporation, dated August 23, 1929. This contract grants to the registrant a non-exclusive license to manufacture and sell titanium lithopone for the life of patents owned by Commercial Pigments Corporation relative to the manufacture of titanium lithopone, on a royalty basis. Said contract is designated as Exhibit I-1 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement, File 2-1414, as Exhibit I-1, which said copy is incorporated herein by reference and made a part hereof.

Contract between the registrant and First Bancredit Corporation dated February 9, 1935. Under the terms of this contract, registrant agrees to insure First Bancredit Corporation against loss in excess of the insurance granted under the Federal National Housing Act on account of notes purchased by First Bancredit Corporation from customers of the registrant's dealers in a sum not to exceed 25% of the aggregate face amount of obligations so purchased. This contract is subject to cancellation on thirty days notice. Said contract is designated as Exhibit I-2 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement, File 2-1414, as Exhibit I-2, which said copy is incorporated herein by reference and made a part hereof.

Contract between registrant and First Bancredit Corporation dated April 1, 1936. Under the terms of this agreement, registrant agrees to insure First Bancredit Corporation against loss in excess of the insurance under the Federal National Housing Act as amended on account of notes purchased by First Bancredit Corporation from customers of the registrant's dealers in a sum not to exceed 10% of the aggregate face amount of the obligations so purchased. This contract is subject to cancellation on thirty days notice and supersedes the contract with the First Bancredit Corporation dated April 1, 1936 which has been terminated except as to the liability of the registrant on notes discounted during the life of the contract which will not exceed $25,000.00. A copy of said contract is filed with this registration statement as Exhibit I-3 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract entered into between E. I. duPont de Nemours and Company and the registrant on January 2, 1934. Under this contract the registrant is granted a non-exclusive license covering the manufacture and sale of low viscosity lacquers, for the life of the patents which expire in July 1947. The registrant is obligated to pay a minimum royalty of $1,000.00 per year. Said contract is designated as Exhibit I-4 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement File 2-1414, as Exhibit I-3, which said copy is incorporated herein by reference and made a part hereof.

Contract between The New Jersey Zinc Company and The Chemical & Pigment Company, Incorporated, a fully owned subsidiary of the registrant, dated April 23, 1926. Under this contract The Chemical & Pigment Company, Incorporated, is granted a non-exclusive license covering the manufacture of lithopone under United States patents expiring February 27, 1940. The royalty is shown on a chart attached to the contract and is based upon the ratio of the selling price of lithopone to the market price of zinc spelter, and is based upon tons of lithopone manufactured. Said contract is designated as Exhibit I-5 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement, File 2-1414, as Exhibit 1-4, which said copy is incorporated herein by reference and made a part hereof.

Agreement between The New Jersey Zinc Company and The Chemical & Pigment Company, Incorporated, a wholly owned subsidiary of the registrant, dated November 5, 1929. This contract is supplemental to the contract designated in this registration statement as Exhibit 1-5 and revises the exhibit therein used for royalty purposes. Said contract is designated as Exhibit 1-6 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement, File 2-1414, as Exhibit I-5, which said copy is incorporated herein by reference and made a part hereof.

Contract between General Electric Company and the registrant dated October 16, 1935. Under this contract a non-exclusive license is granted to the registrant to manufacture alkyd resins for use in the manufacture of paints on the basis of a royalty. The contract provides for a minimum payment of $5,000.00 per year and extends to June 10, 1950, but may be terminated by the registrant on thirty days notice, and takes the place of the contract appearing as Exhibit 1-6 of the registration statement of the registrant bearing file number 2-1414, which became effective June 21, 1935, said contract having been cancelled by the General Electric Company. A copy of said contract is filed with this registration statement as Exhibit I-7 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract between the registrant and Metal & Thermit Corporation dated December 18, 1933. This contract provides for the formation of the American Zirconium Corporation, for the purpose of manufacturing pigments under United States Letters Patent, with an authorized capital of 6,000 shares of 7% Preferred Stock with a par value of $100.00 per share and 10,000 shares of Common Stock without par value, the 10,000 shares of Common Stock to be issued for patents and to be divided equally between the parties, the registrant agreeing to provide the working capital by subscribing to 6,000 shares of the Preferred Stock of the new corporation at par. To date the registrant has acquired 4,232 shares of the Preferred Stock of American Zirconium Corporation and is liable for the purchases of 1,768 shares. Said contract is designated as Exhibit I-8 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement, File 2-1414, as Exhibit I-7, which copy is incorporated herein by reference and made a part hereof.

Contract entered into between the registrant and American Zirconium Corporation, dated February 6, 1934. Under the terms of this contract the registrant, under the direction and control of the Board of Directors of American Zirconium Corporation, undertakes to act as the general manager of the manufacturing operations of American Zirconium Corporation for the considerations mentioned in the contract. The registrant also, subject to the control of the Board of Directors of American Zirconium Corporation, undertakes to act as the selling agent for the American Zirconium Corporation for the considerations therein provided. The agreement is to continue in force until the 31st day of December, 1936. A copy of said contract is filed with this registration statement as Exhibit I-9 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract between The Glidden Food Products Company, a wholly owned subsidiary of the registrant, the name of which has been changed to Durkee Famous Foods, Inc., and Epstein, Reynolds & Harris, dated July 12, 1929. This contract covers the granting of a non-exclusive license to The Glidden Food Products Company for the use of a spray process for the manufacture of margarine for a period of five years commencing July 1, 1929. The contract was extended by a supplemental agreement, dated July 20, 1934, for five years and expires on July 1, 1939. Said contract and said supplemental agreement are designated as Exhibit I-10 of this Amended Registration Statement, and copies thereof are attached to registrant's Amended Registration Statement, File No. 2-1414, as Exhibit I-8, which said copies are incorporated herein by reference and made a part hereof.

Contract between Wood Process Company, Inc. and the registrant, dated February 20, 1934, covering the purchase of certain shares of Wood Process Company, Inc., for the sum of $30,000.00 payable as follows: $3,600.00 on or before the seventeenth day of January 1935, 1936 and 1937 and the balance on or before January 17, 1938. Said contract is designated as Exhibit I-11 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement, File 2-1414, as Exhibit I-9 which said copy is incorporated herein by reference and made a part hereof.

Contract between Durkee Famous Foods, Inc. and The Procter & Gamble Company relative to the sale of the soap business and certain property at Louisville, Kentucky, dated April 18, 1935. This contract was consummated as of June 1, 1935. The registrant transferred the real property covered by the contract to The Proctor & Gamble Company and received a consideration therefor of $50,000.00. The registrant also delivered inventories of materials suitable for manufacturing soap and received a consideration therefor as provided in the contract. Said contract is designated as Exhibit I-12 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement, File 2-1414, as Exhibit I-12, which said copy is incorporated herein by reference and made a part hereof.

Contract dated May 6, 1935 between Titanium Pigment Company, Inc. and American Zirconium Corporation granting to American Zirconium Corporation a non-exclusive license under patents therein designated to make, use and/or sell titanium compounds throughout the United States until August 7, 1951. A copy of said contract is filed with this registration statement as Exhibit I-13 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract dated May 6, 1935 between Titanium Pigment Company, Inc., American Zirconium Corporation, Metal & Thermit Corporation and the registrant, whereby American Zirconium Corporation agrees to deliver capital stock to Titanium Pigment Company, Inc. in payment of royalties under contract of May 6, 1935, filed with this registration statement as Exhibit I-13, and whereby the registrant guarantees the performance of the terms of the agreement. A copy of said contract is filed with this registration statement as Exhibit I-14 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

NOTE: Pursuant to terms of said contract, American Zirconium Corporation authorized and issued an additional 1112 shares of its common stock to Titanium Pigment Company, Inc., thus reducing the registrant's ownership in the common stock of American Zirconium Corporation from 50% to 45% as set forth in the note to the answer to Item 4(a) hereof.

Contract dated May 6, 1935 between National Lead Company, Titanium Pigment Company, Inc., Metal & Thermit Corporation, American Zirconium Corporation and the registrant whereby the registrant and said National Lead Company guarantee the performance of the contracts, filed with this registration statement as Exhibits I-13 and I-14, by their affiliate and subsidiary respectively. A copy of said contract is filed with this registration statement as Exhibit I-15 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract entered into as of January 1, 1935 between Krebs Pigment & Color Corporation and American Zirconium Corporation wherein a non-exclusive license is granted to American Zirconium Corporation to make titanium dioxide in the quantities specified in paragraph (b) of Article I of the contract and to use and sell titanium dioxide so produced throughout the United States of America and the territories and dependencies thereof. American Zirconium Corporation agrees to pay a royalty of 2% of the selling price per pound of titanium dioxide as contained in Krebs' published carload selling price to the general trade with a minimum royalty of one-fourth of a cent per pound. The agreement may be terminated by American Zirconium Corporation at any time after the expiration of ten years from January 1, 1935. Said contract was assigned by Krebs Pigment & Color Corporation to E. I. duPont de Nemours and Company, its parent company, as of December 31, 1935. A copy of said contract and notice of assignment are filed with this registration statement as Exhibit I-16 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract between the registrant, Hansa-Muehle G.m.b.H. and Hanseatische Muehlenwerke Aktiengesellschaft, Aarhus Oliefabrik, American Lecithin Corporation, Archer-Daniels-Midland Company and Ross & Rowe, Inc. Under this contract the registrant agrees to form a corporation known as American Lecithin Company for the purpose of acquiring and holding title to patents relative to the manufacture and use of lecithin in the United States; the stock of said corporation to be owned by the various interests with the exception of Ross & Rowe, Inc. The registrant and Archer-Daniels-Midland Company agree to manufacture lecithin at cost which is to be sold exclusively by American Lecithin Company. Ross & Rowe, Inc. are also to act as selling agents for American Lecithin Company. A copy of said contract is filed with this registration statement as Exhibit I-17 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract dated May 31, 1935 between the registrant and American Lecithin Company wherein American Lecithin Company grants to the registrant an exclusive license except as to Archer-Daniels-Midland Company for the manufacture, separation and/or purification of lecithin and other phosphatides for the United States and all of its possessions and the Dominion of Canada, in consideration of the transfer to the registrant of 30% of the capital stock of American Lecithin Company. This agreement extends to and includes the life of the last patent obtained and any patent application coming within the purview of the agreement.

A copy of said contract is filed with this registration statement as Exhibit I-18 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract dated October 21, 1935 between Old Fort Mills, Inc. and the registrant wherein the registrant agrees to advance money for the purchase of soya beans to be sold to Old Fort Mills, Inc. The registrant is protected against loss by the deposit of the capital stock of Old Fort Mills, Inc. A copy of said contract is filed with this registration statement as Exhibit I-19 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract between Old Fort Mills, Inc., P. Turner, G. A. Holland, H. A. Donithen, the registrant and Central United National Bank of Cleveland, Ohio, providing for the deposit of the stock of Old Fort Mills, Inc., in escrow under terms of contract filed with this registration statement as Exhibit I-19. A copy of said contract is filed with this registration statement as Exhibit I-20 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract between the registrant, Southern Pine Chemical Company, W. B. Gillican, Charles Gillican and Nelio-Resin Corporation, dated December 7, 1934, covering the operation of Nelio-Resin Corporation, the purchase of the Common Stock of Nelio-Resin Corporation from Southern Pine Chemical Company by a corporation to be formed by W. B. Gillican and Charles Gillican and the advancement of funds by the registrant to the extent of $300,000.00. Under this contract a corporation known as Rosemary Corporation was formed by said W. B. and Charles Gillican and acquired 5,000 shares of the capital stock of Nelio-Resin Corporation. On December 7, 1935 the parties to this contract decided to cancel the same and the 5,000 shares of capital stock of Nelio-Resin Corporation were acquired by the registrant from Rosemary Corporation for $53,000.00—the cost thereof to Rosemary Corporation. By this purchase the registrant acquired all of the outstanding capital stock of Nelio-Resin Corporation, whose assets were transferred to the registrant as of January 1, 1936, and Nelio-Resin Corporation was dissolved. A copy of said contract is filed with this registration statement as Exhibit I-21 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract between Wood Process Company, Inc., McGarvey Cline and Nelio-Resin Corporation, dated January 12, 1933, wherein Wood Process Company, Inc. and McGarvey Cline grant to Nelio-Resin Corporation the sole and exclusive right and license to manufacture, use and/or sell throughout the United States and all foreign countries under applications for Letters Patent of the United States No. 443,616 and 539,585 and any patents that may result therefrom relative to the manufacture of Nelio Resins. The contract provides for a minimum royalty of $12,000.00 per year, and contains an option to the licensee to purchase the patents at any time after the expiration of five years from August 3, 1932. A copy of said contract is filed with this registration statement as Exhibit I-22 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract between Wood Processing Company, Inc. and the registrant, dated January 27, 1936, wherein Wood Process Company, Inc. agrees that the license granted under the contract herein referred to as Exhibit I-22 can be assigned to the registrant. A copy of said contract is filed with this registration statement as Exhibit I-23 and reference thereto is hereby made for a more complete statement of the terms and provisions thereof.

Contract of indemnity dated May 1, 1935 by registrant in favor of Ernst & Ernst. Said contract is designated as Exhibit I-24 of this Amended Registration Statement and a copy thereof is attached to registrant's Amended Registration Statement, File 2-1414, as Exhibit I-11, which said copy is incorporated herein by reference and made a part hereof.

NOTE: As of January 1, 1936, the registrant became the successor in interest of the following subsidiaries: Durkee Famous Foods, Inc., The Chemical & Pigment Company, Inc., and Nelio-Resin Corporation, and as such assumed the liabilities and acquired the rights of said subsidiaries under the above enumerated contracts of said subsidiaries.

42. **Briefly describe any material patent, material patent right, or material contract for a patent right, if the proceeds of the security registered are to be used for the particular purpose of acquiring or developing such patent, patent right, or contract for a patent right.**

None.

43. **With respect to each denial by a governmental regulatory body, in a proceeding to which the registrant or a principal underwriter was a party or received notice, affecting the right to sell securities issued by the registrant, set forth briefly the grounds and terms of the denial, and any subsequent modification thereof.**

None.

44. If any expert named in the registration statement as having prepared or certified any part of the statement (a) has any interest of a substantial nature in the registrant or any affiliate thereof or is to receive any such interest as a payment for such statement or (b) is an officer or employee of the registrant or any affiliate thereof, or (c) has been employed upon a contingent basis; furnish a brief statement of the nature of such interest, office, employment or contingent basis.

None.

HISTORICAL FINANCIAL INFORMATION

45. Furnish the information required below as to the respective captions on the registrant's balance sheet, the balance sheet of the registrant and its subsidiaries consolidated, and each individual or group balance sheet required to be furnished for unconsolidated subsidiaries.

(a) If, since January 1, 1922, there have been any increases or decreases in Investments, in Property, Plant and Equipment, or in Intangible Assets, resulting from substantially revaluing such assets, state:

(i) In what year or years such revaluations were made.

(ii) The amount of such write-ups or write-downs, and the accounts affected, including the contra entry or entries.

(iii) If in connection with such revaluations any adjustments were made in related reserve accounts, state the accounts and amounts with explanations.

(1) During the year 1929, the registrant increased the book value of fixed assets at its Minneapolis plant as follows:

INCREASES		
Land	$13,641.15	
Buildings	37,632.63	$51,273.78
DECREASE		
Machinery and equipment		26,049.78
NET INCREASE		$25,224.00

The foregoing net increase of $25,224.00 was credited to unearned surplus account.

(2) In 1932 registrant reduced the book value of real estate not used in operations by the sum of $2,802.58 and charged this amount to Capital surplus.

(3) Ore lands and leases were written down to the nominal value of $2.00 during the year 1932 and the following accounts were affected:

DEBITS		
Capital surplus	$348,917.29	
Unearned surplus	22,132.26	
CREDITS		
Ore lands and leases		$371,049.55

(4) During the year 1932, a reserve for revaluation was established against fixed assets for the purpose of reducing the net ledger values of these assets to a basis more nearly conforming with values existing during that year and to provide reserve to offset appreciation which had previously been included in the fixed asset accounts. The following summary shows the accounts affected at the time of establishment of this reserve.

DEBITS	
Capital surplus	$1,923,729.01
Unearned surplus	1,322,590.05
Reserves for depreciation	730,220.78
	$3,976,539.84
CREDIT	
Profit and loss or earned surplus	139.61
AMOUNT OF REVALUATION RESERVE AT TIME OF ITS ESTABLISHMENT	$3,976,400.23

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(5) During the year 1926, the amount of $500,000.00 was transferred from profit and loss-surplus to reserve for contingencies and in May 1927 the amount of $581,671.76 was charged against reserve for contingencies and applied against the registrant's investment in California Mining Companies. This write-off was made at the time of a reorganization of The California Zinc Company.

(6) On December 7, 1935 the registrant reduced its investment in Nelio-Resin Corporation to net book value as shown on books of that company at November 1, 1935 and charged the difference of $60,972.40 to profit and loss-surplus.

There have been no other increases or decreases in investments, in property, plant and equipment, or in intangible assets of the registrant and its subsidiaries resulting from substantially revaluing such assets unless the following transactions are such as contemplated by the question:

(1) The entire capital stock of Euston Lead Company was acquired by the registrant during the year 1924 for the following consideration:

Cash	$130,200.00
Prior Preference Stock—2,886 shares at $100.00 each (par value)	288,600.00
Common Stock—2,151 shares at value of $10.00 each of which $10,755.00 was credited to capital surplus and $10,755.00 to stated capital	21,510.00
Total consideration	$440,310.00
Net worth of Euston Lead Company at September 30, 1924	297,051.49*
Good will	$143,258,51**

(*) Includes patents in the amount of $150,009.00.
(**) Reduced in the amount of $50,000.00 by a charge to surplus on the books of the Euston Lead Company during the year 1925.

(2) During the year 1923 the registrant purchased certain property in California known as Natoma Rice Mill, which was added to other property at or near the same location. All of the property was appraised and new values were established about the time of the purchase. The following is a summary of the entries indicating the accounts affected:

Land	$ 68,750.00	
Buildings and equipment	221,071.63	
Reserve for depreciation (old property)	31,547.29	
Buildings and equipment (old property)		$145,340.33
Purchase obligation		163,701.63
Surplus (appreciation)		12,326.96

(3) All of the outstanding common and preferred stock of The National Barium Company was acquired by the registrant during February 1926 in exchange for 1,120 shares Prior Preference Stock of the registrant. Balance sheet of The National Barium Company at January 31, 1926, the approximate date its capital stock was acquired by the registrant, indicated a net worth of $53,516.88 including a valuation of Ore Lands and Leases in the amount of $60,000.00. At October 31, 1926 investment of the registrant in its affiliate was reduced $5,750.00 by a charge to surplus, the investment account then being equal to $106,250.00, which represents the preferred and common capital stock liability shown on the balance sheet of its affiliate. An amount equal to deficit of The National Barium Company at date of acquisition by the registrant, totalling $47,912.22, plus deferred organization expense and portion of operating loss for the year 1926 amounting to $10,988.54 was capitalized on the books of the registrant under the caption of Ore Lands and Leases.

(4) The property of St. Louis Lithopone Company was acquired in 1926 and the following summary shows the values assigned to the property and the consideration therefor:

Net Assets Acquired

Land	$ 13,550.00	
Railroad siding	8,300.00	
Buildings and structures	178,300.00	
Machinery and equipment	442,900.00	$643,050.00
Ore lands and leases		275,362.98
Net current assets		31,939.39
Total Net Assets		$950,352.37

Consideration

Cash, including $56,375.00 paid to retire bonds of St. Louis Lithopone Company	$106,375.00
Mortgage assumed	180,000.00
Bonds of The California Zinc Company	450,000.00*
Net value of property conveyed	213,977.37
Total Consideration	$950,352.37

(*) These bonds were subsequently acquired by the registrant at a cost of $137,500.00

(5) The Oakland California property was purchased in 1926 by the registrant for the sum of $210,000.00 consisting of $20,000.00 in cash and assumption of mortgage bonds with a principal amount of $190,000.00. Registrant also expended the sum of $191,541.25 in construction of plant and purchase of equipment, making a total cost of $401,541.25. The properties were appraised as of August 15, 1926 at a sound value of $594,852.39 and the difference of $193,311.14 between the appraised value and the cost thereof, was credited to unearned surplus on the books of registrant. Summary of the appraised values follows:

Land	$200,943.29
Buildings	79,181.67
Furnaces and kilns	71,392.66
Machinery and equipment	237,262.13
Railroad siding	6,072.64
Total	$594,852.39

(6) Purchase of outstanding stock of Metals Refining Company (Indiana Corporation) as at March 1, 1929 by giving in payment thereof 5,276 shares Prior Preference Stock of The Glidden Company at $105.00, 5,000 shares preferred stock of Metals Refining Company (Ohio corporation) at $100.00 and cash.

Land, buildings, machinery, etc.	$ 447,594.14
Net current assets	323,101.39
Sundry	550.00
Good will	500,000.00
	$1,271,245.53

Consideration:

Stock:		
5,276 shares Glidden Prior Preference at $105.00	$553,980.00	
5,000 shares Metals Refining (Ohio) preferred at $100.00	500,000.00	
Cash	195,754.77	
Sundry	27,088.42	
Dividends provided for	5,577.66*	$1,271,245.53

* Represents deductions

(7) Assets acquired and liabilites assumed in purchase of plant, inventory, etc., of Colgate Palmolive Peet Company at Portland, Oregon as of April 1, 1929:

Land, buildings, machinery and equipment		$241,261.17	
Less:			
Reserve for depreciation	$142,095.72		
To reduce to appraisal	54,426.46	87,669.26	$153,591.91
Net current and other assets			205,806.64
Good will			35,000.00
Unearned surplus			19,426.46*
		TOTAL CASH PAYMENTS—	$374,972.09

* Represents deductions

Good will of $35,000.00 set up in original entry then applied to appreciation of plant. Finally set up as good will, due to inventory being less than book carrying value.

(8) As of January 1, 1929, the net assets of Dunham Manufacturing Company were acquired through purchase of the entire capital stock of that company. The cash consideration was $381,800.00 and the distribution of the cost of net assets thus acquired is shown below:

Net current and other assets		$111,155.22
Fixed assets:		
Land and buildings	$ 3,250.73	
Machinery and equipment	16,357.54	19,608.27
Good will		251,036.51
	TOTAL—	$381,800.00

(9) Net assets acquired from E. R. Durkee & Company as at July 1, 1929:

Land and Improvements		$ 267,379.13
Railroad siding		2,238.60
Buildings		725,584.03
Machinery and equipment (sound value)	$419,928.69	
Less furniture and fixtures, automobiles, printing equipment, etc.	96,353.42	
	$323,575.27	
Add realizable value of printing equipment	30,000.00	353,575.27
Furniture and fixtures (sound value)		12,023.66
Automobiles (reproductive value less depreciation)		10,339.96
Net current assets		433,667.10
	PAYMENT IN CASH—	$1,804,807.75

(10) Purchase of all outstanding common shares of Wisconsin Food Products Company and Wisconsin Food Products Ohio Company as at March 1, 1929:

Land, buildings, machinery, etc. at appraised value ($4,692.56 appreciation credited to good will)		$ 238,880.47
Net other assets		86,244.48
Good will		999,799.90
Trade marks		2.00
		$1,324,926.85
Less:		
First mortgage bonds	$ 40,000.00	
First preferred stock	27,000.00	
Second preferred stock	60,000.00	
Common stock not delivered	2,000.00	129,000.00
	CASH PAYMENT—	$1,195,926.85

(11) During the year 1929 the registrant purchased certain assets and assumed certain liabilities of Troco Company of Illinois located at Chicago, Illinois. The following is a summary of entries indicating the accounts affected:

Land	$ 27,575.00	
Buildings and equipment	456,025.33	
Reserve for depreciation		$117,080.11
Current and other assets	178,608.87	
Current liabilities		35,631.07
Good will	73,638.07	
Cash		583,136.09

(12) The assets of Voco Nut Oil Products, Inc. were acquired in 1929 at a cost of $789,408.63, which includes various incidental expenditures in addition to the sums paid directly for the property and a mortgage of $150,000.00 in connection therewith. The assets were set up on registrant's books at an amount of $15,865.76 in excess of cost and this amount was credited to unearned surplus. The following summary sets forth the assets acquired in this transaction:

Current and other assets		$ 53,324.62
Fixed assets:		
Land	$ 66,022.13	
Buildings and improvements	221,449.18	
Machinery and equipment	448,135.65	735,606.96
Good will		16,342.81
Total Assets		$805,274.39
Cash	$789,408.63	
Appreciation	15,865.76	
Total	$805,274.39	

(13) Net assets of Portland Vegetable Oil Mills Company were acquired as of August 31, 1929 as set forth below, through acquisition of the capital stock of that Company:

Net assets acquired exclusive of property and plant and assumption of liability on 5 year Gold Notes	$322,743.25
Property, plant and equipment at sound values as determined by appraisal	471,756.75
	$794,500.00
Less assumption of liability on Five Year Gold Notes	150,000.00
Recorded Cash Purchase Price	$644,500.00

Commissions paid in connection with acquiring the above investment amounted to $11,830.00, the charge therefor being made to good will. Certain minor adjustments not stated above were subsequently made relative to the above transaction.

(14) The following values were established on the Van Camp properties in Louisville, Kentucky, as of date of purchase in 1933:

Land	$25,000.00	
Buildings	60,000.00	
Machinery and equipment	30,000.00	$115,000.00
Patents and trade marks		500.00
Inventory		165,648.04
Other items		11,970.95
Total (Acquired for cash consideration)		$293,118.99

(b) If, since January 1, 1922, there have been restatements of Capital Stock, state the amounts of such restatements, and the contra entries. If, since January 1, 1922, there has been an original issue of Capital Stock any part of the proceeds of which was credited to surplus, state such amount.

RESTATEMENTS OF CAPITAL STOCK

(1) During 1924 and 1925 registrant exchanged new prior preference shares for the preferred shares theretofore outstanding at the rate of 1.16 new prior preference shares for 1 old

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preferred share and the accrued dividends thereon. This exchange resulted in an increase in capital of $935,632.00, substantially all of which was charged against capital surplus.

(2) Since January 1, 1922 the Company has reduced the total par or stated value of its outstanding shares by purchases and/or retirements (exclusive of exchange of preferred shares for prior preference shares referred to above) as follows:

Year	Kind of Stock	Par or stated value	Cost of shares reacquired	Capital surplus credit debit*
1924	Preferred	$957,800.00	$736,031.20	$221,768.80
1926	Prior Preference	167,700.00	152,729.00	14,971.00
1927	Prior Preference	5,400.00	4,613.76	786.24
1928	Prior Preference	244,200.00	231,043.64	13,156.36
1931	Prior Preference	544,300.00	400,427.40	143,872.60
1931	Common (24,669 shares)	123,345.00	443,636.71	320,291.71*
1932	Common (20,557 shares)	102,785.00	116,852.02	14,067.02*
1932	Prior Preference	400,000.00	248,418.88	151,581.12
1934	Prior Preference	36,600.00	24,060.35	12,539.65

ORIGINAL ISSUES OF CAPITAL STOCK, INVOLVING CREDITS TO SURPLUS

(1) In 1925 registrant sold 77,045 shares of Common Stock for a net consideration of $1,409,492.90. The amount of $5.00 per share or a total of $385,225.00 was credited to capital and the balance of $1,024,267.90 was credited to capital surplus.

(2) In 1928 registrant sold 100,000 shares of Common Stock for a net consideration of $2,250,000.00, of which the amount of $500,000.00 was credited to capital and the balance of $1,750,000.00 was credited to capital surplus.

(3) In 1929 registrant sold 175,000 shares of Common Stock for a net consideration of $7,050,208.55, of which the amount of $875,000.00 was credited to capital and the balance of $6,175,208.55 was credited to capital surplus.

(4) In 1929 registrant issued 5,276 shares of Prior Preference Stock at a premium of $5.00 a share in connection with its acquisition of the outstanding stock of Metals Refining Company. The premium of $26,380.00 was credited to capital surplus.

(5) In 1935 registrant sold 103,881 shares of Common Stock for a net consideration of $2,148,630.08 of which the amount of $519,405.00 was credited to capital and the balance of $1,629,225.08 was credited to capital surplus.

(6) In 1936 registrant sold 46,119 shares of Common Stock for a net consideration of $1,014,618.00 of which the amount of $230,595.00 was credited to capital and the balance of $784,023.00 was credited to capital surplus.

(c) If since January 1922, any substantial amount or amounts of Bond Discount and Expense, on issues still outstanding, have been written off earlier than as required under any periodic amortization plan, give the following information: (a) name and maturity date; (b) date of such write-off; (c) amount written off; (d) to what account charged.

As of November 1, 1931 the Board of Directors of registrant authorized the write-off of note and bond discount and expense in the amount of $130,052.90 against capital surplus. Had this amount been deferred to be written off against income, it would have been applied as follows:

Applicable prior to October 31, 1931	$ 6,506.05
Year ended October 31, 1932	52,369.01
Year ended October 31, 1933	36,622.76
Year ended October 31, 1934	22,140.00
Year ended October 31, 1935	11,814.48
Five months ended March 31, 1936	291.72
Applicable subsequent to March 31, 1936	308.88

There have been no other amounts of bond discount and expense on issues still outstanding written off earlier than as required under periodic amortization plan since January 1, 1922.

46. Give the names of any independent public or independent certified public accountants who have certified financial statements for the registrant since January 1, 1922.

Ernst & Ernst, Certified Public Accountants of Cleveland, Ohio have certified financial statements for the registrant since January 1, 1922.

47. Other Information.

(1) *Insurance.*

The registrant insures against loss or damage by fire and/or explosion in reputable insurance companies for the full value of its insurable assets (excluding land, foundations, property of fire-proof construction, etc.), considered at present to be approximately $10,700,000. Also, the registrant insures against loss of use and occupancy to the extent of approximately $3,280,000.

In addition thereto, the registrant insures similarly against loss or damage by fire and/or explosion for the full value of its insurable inventory, which currently is in excess of $9,600,000.

The registrant has installed equipment for fire protection and exercises all possible precautionary measures to avoid the fire hazards inherent in its business.

This registration statement comprises:

(1) The application proper, containing pages numbered 1 to 46 consecutive.

(2) The financial statements and schedules as enumerated in Certificate of Independent Public Accountants, page 1-F.

(3) The following exhibits:

A-1 Copy of Amended Articles of Incorporation of the registrant.

A-2, Amendment to Certificate of Reorganization of registrant filed in office of Secretary of State of Ohio on January 19, 1924, recorded in Volume 301, page 181 of Records of Incorporations, which contains terms and provisions of Prior Preference Stock. (Reference: File Number 2-1414, Exhibit A-1).

A-3 Code of Regulations of the registrant. (Reference: File Number 2-1414, Exhibit A-2).

B-1 Copy of Indenture relating to the Five Year 5½% Gold Notes of the registrant. (Reference: File Number 2-1414, Exhibit B-1).

B-2 Copy of Supplemental Agreement pursuant to which the payment of the Five Year 5½% Gold Notes of the registrant was extended. (Reference: File Number 2-1414, Exhibit B-2).

B-3 Copy of Indenture securing the First Mortgage 6% Serial Bonds of The Chemical and Pigment Company, Inc. (Reference: File Number 2-1414, Exhibit B-3).

B-4 Copy of Indenture securing the First Mortgage 6% Bonds of Wisconsin Food Products Ohio Company. (Reference: File Number 2-1414, Exhibit B-4).

C Inapplicable.

D Inapplicable.

E Inapplicable.

F Copy of underwriting contract between registrant and Hornblower & Weeks and Hayden, Miller & Co., dated March 31, 1936.

F-1 Copy of form of letter dated April 10, 1936 addressed and delivered to registrant by each underwriter, other than Hornblower & Weeks and Hayden, Miller & Co.

G Opinion of Counsel.

H-1 Specimen of Convertible Preferred Stock certificate. (100 shares).

H-2 Specimen of Convertible Preferred Stock certificate. (less than 100 shares).

H-3 Specimen of Common Stock certificate. (100 shares).

H-4 Specimen of Common Stock Certificate. (less than 100 shares).

H-5 Specimen of Subscription Certificate. (full certificate).

H-6 Specimen of Subscription Certificate. (fractional certificate).

H-7 Specimen of Scrip Certificate for fractional shares of Common Stock.

I-1 Copy of contract with Commercial Pigments Corporation, dated August 23, 1929. (Reference: File Number 2-1414, Exhibit I-1).

I-2 Copy of contract with First Bancredit Corporation, dated February 9, 1935. (Reference: File Number 2-1414, Exhibit I-2).

I-3 Copy of contract with First Bancredit Corporation, dated April 1, 1936.

I-4 Copy of license agreement with E. I. duPont de Nemours and Company, dated January 2, 1934. (Reference: File Number 2-1414, Exhibit I-3).

I-5 Copy of contract with New Jersey Zinc Company, dated April 23, 1926. (Reference: File Number 2-1414, Exhibit I-4).

I-6 Copy of supplemental contract with New Jersey Zinc Company, dated November 5, 1929. (Reference: File Number 2-1414, Exhibit I-5).

I-7 Copy of contract with the General Electric Company, dated October 16, 1935, superseding contract effective February 15, 1934 attached as Exhibit I-6 to Registration Statement Number 2-1414 which became effective June 21, 1935.

I-8 Copy of contract with Metal & Thermit Corporation, dated December 18, 1933. (Reference: File Number 2-1414, Exhibit I-7).

I-9 Copy of contract with American Zirconium Corporation, dated February 6, 1934.

I-10 Copy of license contract between Durkee Famous Foods, Inc. and Epstein, Reynolds and Harris, dated July 12, 1929. (Reference: File Number 2-1414, Exhibit I-8).

I-11 Copy of contract with Wood Process Company, Inc., dated February 20, 1934. (Reference: File Number 2-1414, Exhibit I-9).

I-12 Copy of contract between Durkee Famous Foods, Inc. and The Proctor & Gamble Company, dated April 18, 1935. (Reference: File Number 2-1414, Exhibit I-12).

I-13 Copy of contract between Titanium Pigment Company, Inc. and American Zirconium Corporation, dated May 6, 1935.

I-14 Copy of contract between Titanium Pigment Company, Inc., American Zirconium Corporation, Metal & Thermit Corporation and the registrant, dated May 6, 1935.

I-15 Copy of contract between National Lead Company, Titanium Pigment Company, Inc., Metal & Thermit Corporation, American Zirconium Corporation and the registrant, dated May 6, 1935.

I-16 Copy of contract between Krebs Pigment & Color Corporation and American Zirconium Corporation, dated January 1, 1935.

I-17 Copy of contract between the registrant, Hansa Muehle G.m.b.H. and Hanseatische Muehlenwerke Aktiengesellschaft, Aarhus Oliefabrik, American Lecithin Corporation, Archer-Daniels-Midland Company and Ross & Rowe, Inc., dated December 5, 1934.

I-18 Copy of contract with American Lecithin Company, dated May 31, 1935.

I-19 Copy of contract with Old Fort Mills, Inc., dated October 21, 1935.

I-20 Copy of contract between Old Fort Mills, Inc., P. Turner, G. A. Holland, H. A. Donithen, the registrant, and Central United National Bank of Cleveland, Ohio, dated December 26, 1935.

I-21 Copy of contract between registrant, Southern Pine Chemical Company, W. B. Gillican, Charles Gillican and Nelio-Resin Corporation, dated December 7, 1934. (Reference: File Number 2-1414, Exhibit I-10).

I-22 Copy of contract between Wood Process Company, Inc., McGarvey Cline and Nelio-Resin Corporation, dated January 12, 1933.

I-23 Copy of contract with Wood Process Company, Inc., dated January 27, 1936.

I-24 Copy of contract of indemnity dated May 1, 1935 by registrant in favor of Ernst & Ernst (Reference: File Number 2-1414, Exhibit I-11).

J None, except such contracts filed herewith as Exhibits I-1 to I-24, inclusive.

K Copy of Section 8623-35 of the Ohio General Code.

Note: An Amended Registration Statement filed by the registrant and effective June 21, 1935, File Number 2-1414, includes exhibits which are also necessary for this registration. The registrant hereby incorporates such information by reference, in accordance with the rules of the Securities and Exchange Commission. The exhibits which are being incorporated by reference are indicated in parentheses following each item so treated.

Note: Exhibits F, I-3, I-9, I-13, I-14, I-15, I-16, I-17, I-18, I-19, I-20, I-22 and I-23 were submitted with registrant's original Registration Statement, File No. 2-2097, filed with the Securities and Exchange Commission on April 11, 1936. Exhibits A-1, F-1, G, H-1 to 7 inclusive, and K are filed with this Amended Registration Statement.

(4) The prospectus, as amended, dated May 6, 1936, consisting of pages.

To be furnished by amendment hereof.

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SIGNATURES

(a) Of the Issuer.

In pursuance of the requirements of the Securities Act of 1933, the registrant, The Glidden Company, a corporation organized and existing under the laws of the State of Ohio, has duly caused this Amended Registration Statement No. 2-2097 to be signed in its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of Cleveland and State of Ohio on the 24th day of April, 1936.

THE GLIDDEN COMPANY,

By R. H. Horsburgh
R. H. Horsburgh
Senior Vice President and Treasurer.

(SEAL)

Attest:

Clifton M. Kolb
Clifton M. Kolb
Secretary.

(b) Of the Principal Executive Officer or Officers, the Principal Financial Officer and the Comptroller or Principal Accounting Officer:

In pursuance of the Securities Act of 1933, the undersigned have signed the within Amended Registration Statement No. 2-2097 on the respective dates set beside their names.

(i) **Principal executive officer or officers:**

Adrian D. Joyce, President

By R. H. Horsburgh
Attorney-in-fact — April 24, 1936

(ii) **Principal financial officer:**

R. H. Horsburgh
R. H. Horsburgh — Senior V. P. & Treas. — April 24, 1936

(iii) **Comptroller or principal accounting officer:**

R. H. Horsburgh
R. H. Horsburgh — Senior V. P. & Treas. — April 24, 1936

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(c) **Of the Directors:**

In pursuance of the Securities Act of 1933, the undersigned have signed the within Amended Registration Statement No. 2-2097 on the respective dates set beside their names.

Adrian D. Joyce

By R. H. HORSBURGH
Attorney-in-fact — April 24, 1936

R. H. HORSBURGH
R. H. Horsburgh — April 24, 1936

R. W. LEVENHAGEN
R. W. Levenhagen — April 24, 1936

W. J. O'BRIEN
W. J. O'Brien — April 24, 1936

P. E. SPRAGUE
P. E. Sprague — April 24, 1936

....

(A majority of the Board of Directors.)

GLD014629

CONSENT OF EXPERT

We, Ernst & Ernst, certified public accountants, 1356 Union Trust Building, Cleveland, Ohio, who have issued the accountants' certificate appearing with the financial statements included herein and comprising a part of this Amended Registration Statement, hereby give our written consent to the use of our name therein as required by Section 7 of the Securities Act of 1933, as amended.

Ernst & Ernst,
Certified Public Accountants.

By H. Tippit, *A Partner.*

April 24, 1936
Cleveland, Ohio.

The partners of Ernst & Ernst, Cleveland, are:

A. C. Ernst	Cleveland, Ohio
L. W. Blyth	Cleveland, Ohio
F. H. Figsby	New York, N. Y.
H. C. Royal	Cleveland, Ohio
F. M. Williams	Cleveland, Ohio
L. C. Weiss	Cleveland, Ohio
H. Tippit	Cleveland, Ohio

AMENDED CERTIFICATE OF INDEPENDENT PUBLIC ACCOUNTANTS

The Glidden Company,
Cleveland, Ohio.

We have made an examination of the balance sheet of The Glidden Company as at October 31, 1935 and of its profit and loss statement for the year ended at that date; also of the consolidated balance sheet of that Corporation and its fully owned subsidiaries (exclusive of California Mining Companies) as of the same date and of the consolidated profit and loss statement for the period of three years ended at that date. In connection therewith we examined or tested accounting records of the Companies and other supporting evidence and obtained information and explanations from officers and employees of the Companies; we also made a general review of the accounting methods and of the operating and income accounts for the periods under review, but we did not make a detailed audit of the transactions.

In addition to the balance sheets and statements of profit and loss referred to, we have examined the following supporting schedules which are included herein:

The Glidden Company and consolidated subsidiaries:

Schedule	I	Investment in securities of affiliates
Schedule	II	Property, plant and equipment
Schedule	IIA	Reserve for revaluation of fixed assets
Schedule	III	Reserves for depreciation, depletion and amortization
Schedule	IV	Intangible assets
Schedule	VI	Reserves
Schedule	VII	Surplus accounts
Schedule	VIII	Supplementary profit and loss information
Schedule	IX	Income from dividends
Schedule	X	Funded debt of registrant and its subsidiaries—consolidated
Schedule	XII	Indebtedness of affiliates

The Glidden Company:

Schedule	I	Investment in securities of affiliates
Schedule	II	Property, plant and equipment
Schedule	IIA	Reserve for revaluation of fixed assets
Schedule	III	Reserves for depreciation, depletion and amortization
Schedule	IV	Intangible assets
Schedule	VI	Reserves
Schedule	VII	Surplus accounts
Schedule	VIII	Supplementary profit and loss information
Schedule	IX	Income from dividends
Schedule	XII	Indebtedness of affiliates

We have also reviewed the answers to items 9A and 10A in the registration statement proper, as of October 31, 1935.

Consolidated balance sheet as of March 31, 1936 and consolidated profit and loss and surplus statements for the five months ended at that date together with supporting schedules are included in this registration statement without audit or certification by us.

Reference is made to footnotes accompanying the various statements particularly to the notes relating to charges against capital surplus in 1932 and to the effect of such charges on the balances in capital surplus and profit and loss-surplus as of the date of the balance sheets. It will be noted that such charges consisted of: (1) amounts aggregating $2,275,448.88 arising from revaluation of properties; (2) equipment scrapped and demolished in the amount of $50,988.93; (3) note and bond discount and expense amounting to $130,052.90; (4) provision of $198,491.75 for contingent reserve; and (5) development accounts in the amount of $33,251.44 written off. In our opinion such charges were properly made in accordance with authorizations of the Board of Directors and in accordance with good accounting practice except that it would have been preferable to have made such charges against earned surplus to the extent of $412,785.02 which includes all of items (2), (3), (4) and (5). If said amount of $412,785.02 had been charged to earned surplus instead of capital surplus the amounts of such surplus accounts would have been $4,945,457.82 and $10,282,961.74 respectively in the consolidated balance sheet and $4,106,001.09 and $10,282,961.74 respectively in the balance sheet of The Glidden Company, both as of October 31, 1935. The Glidden Company is incorporated under the laws of the State of Ohio.

In our opinion, based upon our examination, the accompanying balance sheets and profit and loss statements, together with the supporting schedules above referred to, and the related footnotes, fairly present the position of the Companies at October 31, 1935, and the results of their operations for the periods indicated (excluding the period of five months ended March 31, 1936 which has not been audited by us), in accordance with accepted principles of accounting consistently maintained by the Companies during the periods under review. Further, it is our opinion that the answers to items 9A and 10A in the registration statement correctly set forth the information required thereunder as of October 31, 1935.

Ernst & Ernst
Certified Public Accountants

Cleveland, Ohio
April 24, 1936

GLD014631

CONSOLIDATED BALANCE SHEET*

THE GLIDDEN COMPANY AND SUBSIDIARIES

As of the close of business October 31, 1935

ASSETS			
CURRENT			
Cash on hand and demand deposit		$ 1,030,969.19	
Notes and acceptances receivable (trade)	$ 100,605.92		
Accounts receivable (trade)	4,041,819.20		
	$ 4,142,425.12		
Less reserve for doubtful, etc. (Schedule VI)	193,955.18	3,948,469.94	
Inventories (valuation based on the lower of cost or market—estimated inter-company profit eliminated):			
Raw materials and supplies	$ 4,089,722.23		
In process and finished merchandise	5,168,853.80	9,258,576.03	
Other current assets:			
Miscellaneous current accounts and vendors debit balances		149,799.59	$14,387,814.75
INVESTMENTS IN SUBSIDIARY AND AFFILIATED COMPANIES—at less than cost			
California Mining Companies:			
Capital stock—fully owned (Schedule I)	$ 15,000.00		
Bonds—principal amount $500,000.00 (Schedule I)	187,500.00		
Advances (Schedule XII)	826,901.97	$ 1,029,401.97	
Other affiliated companies:			
Capital stock (Schedule I)	$ 483,200.00		
Advances (Schedule XII)	545,920.79	1,029,120.79	2,058,522.76
OTHER ASSETS			
Insurance claims collected in December 1935		$ 707,241.85	
Cash surrender value of life insurance		334,148.75	
Claims against closed banks	$ 152,888.12		
Less reserve (Schedule VI)	75,012.50	77,875.62	
Miscellaneous notes and accounts, salesmens advances, etc		65,469.91	
Sundry investments (Note A)		59,162.70	1,243,898.83
FIXED ASSETS (Note B)			
Land, buildings, machinery, equipment, etc., on basis of cost or appraisal value (Schedule II)	$19,869,118.64		
Less reserve for revaluation as determined by the Board of Directors (Schedule II-A)	3,718,909.53	$16,150,209.11	
Less reserves for depreciation and depletion (Schedule III)		5,254,088.54	10,896,120.57
INTANGIBLES (Schedule IV) (Note C)			
Good Will		$ 2,492,007.93	
Patents and trade marks		233,173.18	
Rights to manufacture, secret processes, formulas, etc		70,327.98	2,795,509.09
DEFERRED			
Inventory of advertising stock, stationery, unexpired insurance premiums, prepaid taxes, etc		$ 383,618.11	
Special new products development		95,570.71	
Reorganization expenses (Note C)		205,521.09	
Commission on sale of preferred stock (Note C)		160,400.00	
Unamortized note issue expense		10,368.81	855,478.72
			$32,237,344.72

* This balance sheet includes the assets and liabilities of The Glidden Company and its fully owned subsidiaries, with the exception of California Mining Companies. It has not been the practice to consolidate the latter in annual reports to stockholders.

Principles of consolidation:

Estimated inter-company profits have been eliminated from inventories.

Investments in consolidated subsidiaries are carried on the books of the parent Company at equity in net assets as shown by the books of such subsidiaries, and represent value as recorded at date of acquisition together with accumulated earnings and losses since that date, with the exception of investment in The Glidden Company, Ltd., as to which the difference of $839,456.73 between investment as shown by registrant's books and the equity in net assets as shown by the subsidiary company's books represents undistributed accumulated net earnings of the subsidiary since date of acquisition.

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CONSOLIDATED BALANCE SHEET*

THE GLIDDEN COMPANY AND SUBSIDIARIES

As of the close of business October 31, 1935

LIABILITIES, CAPITAL STOCK AND SURPLUS

CURRENT			
Notes payable—banks		$ 1,000,000.00	
Accounts payable—trade, etc.		792,679.33	
Processing taxes—federal		314,376.95	
Unpaid wages and commissions		172,742.48	
Accrued liabilities:			
Taxes, including federal income	$ 588,040.65		
Interest	75,544.17		
Royalties, water rent, etc.	54,322.54		
Insurance	36,467.02	754,374.38	
Other current liabilities:			
Five year 5½% gold notes, due June 1, 1935, extended to June 1, 1939 after October 31, 1935	$ 3,000.00		
First mortgage 6% gold bonds of subsidiary company, less $2,000.00 held in treasury	33,000.00	36,000.00	$ 3,070,173.14
LONG TERM DEBT (Schedule X)			
Five year 5½% gold notes due June 1, 1939		$ 3,259,000.00	
First mortgage 6% gold bonds of subsidiary companies, less $10,800.00 held in treasury		64,200.00	3,323,200.00
DEFERRED			
Unapplied portion of insurance settlements (Note J)			210,349.00
RESERVE (Schedule VI)			
For contingencies (including amount of $67,912.46 provided from capital surplus in 1932)			135,798.02
CAPITAL STOCK AND SURPLUS			
CAPITAL STOCK (see item 10A of registration statement as to details)			
PRIOR PREFERENCE—7% CUMULATIVE ($100 par value—redeemable at $105 a share and accrued dividends)			
Authorized 75,000 shares	$ 7,500,000.00		
Less unissued and redeemed 10,000 shares	1,000,000.00		
Outstanding 65,000 shares		$ 6,500,000.00	
COMMON—WITHOUT PAR VALUE			
Authorized 800,000 shares			
Outstanding 753,881 shares			
Reserved (Note D):			
For sale to officers and employees 46,000 shares			
For sale to others 119 shares			
Stated capital at $5.00 a share		3,769,405.00	
SURPLUS (Schedule VII) (Note E)			
Capital	$ 9,870,176.72		
Profit and loss	5,358,242.84	15,228,419.56	25,497,824.56
			$32,237,344.72

Investments in non-consolidated subsidiaries consist of:

(a) Investments in California Mining Companies, whose assets consist almost entirely of properties not being operated. These investments are stated herein at less than cost, which carrying value, on the basis of unaudited balance sheets, was $115,609.70 less than the book value of the net assets of those companies. Unaudited statements of these companies show accumulated losses of $1,057,297.86 from date of acquisition to October 31, 1935, exclusive of depreciation on appreciation and unpaid interest on bonds held by registrant, which interest has not been taken as income by registrant. Against these accumulated losses, registrant has provided, in prior years, the sum of $581,671.76 out of surplus and contingency reserve and has a credit of $312,500.00 arising from its reacquisition of $450,000.00 face value of bonds of The California Zinc Company at a cost of $137,500.00. The operation of the mining properties of the California Mining Companies was discontinued in 1927 and the value of the investments is indeterminable at this time.

(b) 50% interest to April 30, 1935 and a 45% interest subsequent thereto in outstanding common stock and 100% interest in preferred stock of a company, the unaudited statement of which shows an accumulated deficit of $81,730.63 ($38,599.77 applicable to investment of registrant since date of acquisition) at October 31, 1935.

(c) Approximately 54% of common stock of a company, at cost, which was $31,638.75 in excess of the equity in that company's net assets at October 31, 1935, such amount representing equity in accumulated losses since date of acquisition.

No separate statements are included herein for the aforementioned subsidiaries not consolidated as it is believed that the aggregate investments represented therein are not significant in respect of (1) the assets they represent, and (2) the sales or operating revenues of such non-consolidated subsidiaries.

This balance sheet is subject to the notes on the following page.

NOTES TO CONSOLIDATED BALANCE SHEET
THE GLIDDEN COMPANY AND SUBSIDIARIES
October 31, 1935.

(Note A) Sundry investments are included at cost or less. Securities carried at a cost of $33,170.00 had a quoted market value of $31,610.00 at October 31, 1935. U. S. Government securities included therein, at a cost of $15,000.00 were deposited with a bank in connection with workmens' compensation insurance requirements.

(Note B) The fixed assets are stated on the basis of cost or appraised values less reserves provided for revaluation, depreciation and depletion. The remaining portion of unrealized appreciation included in the gross value of these assets is offset by a portion of the revaluation reserve and that reserve was also provided to reduce the cost value of certain assets to estimated basis of values prevailing during the year 1932 as determined by the Board of Directors. The cost of fixed assets consists principally of cash expenditures, although certain properties were acquired partly for stock. The net value of the fixed assets is not intended to represent the present value of the properties.

(Note C) Good will, patents, trade marks and other items classified as intangibles are stated at values assigned thereto as of dates of acquisition for cash or capital stock of the registrant, less small amounts amortized. Of the items represented under this classification the net amount of $97,193.35 is being amortized. No amortization has been provided against reorganization expenses and commissions on sale of preferred stock classified as deferred.

(Note D) During the year ended October 31, 1935 the registrant entered into an underwriting agreement for the sale of 104,000 shares of its common stock, of which 103,881 shares were sold, principally to shareholders, at $22.00 each and the remaining 119 shares have been reserved for issuance. Of the proceeds realized, the amount of $5.00 a share was credited to stated capital and the remainder to capital surplus, after deducting therefrom underwriting fees and commissions and expenses in connection with the issue. The corporate minutes record an authorization for the issuance of 46,000 additional common shares to officers and key employees at a price of $22.00 a share. No allocation of these shares had been made at October 31, 1935.

(Note E) As of November 1, 1931, the Board of Directors of the registrant authorized the following charges against capital surplus:

Revaluation of properties	$2,275,448.88
Equipment scrapped and demolished	50,988.93*
Note and bond discount and expense	130,052.90*
Provision for contingent reserve	198,491.75*
Development expenses written off	33,251.44*
	$2,688,233.90

If the above items indicated (*) had been charged against profit and loss-surplus instead of capital surplus, the respective amounts of such surplus accounts would be $4,945,457.82 and $10,282,961.74 as of the date of this balance sheet.

(Note F) Registrant was reported as having letters of credit outstanding in the amount of $976,957.48 and it was contingently liable for subscriptions to capital stock of other corporations in the amount of $199,600.00.

(Note G) Officials of the registrant have expressed the opinion that pending lawsuits are of minor importance and that the registrant and subsidiaries will have no material losses in connection therewith.

(Note H) The assets and liabilities of the registrant's Canadian subsidiary are included herein on a dollar for dollar basis.

(Note I) The federal income tax returns of the registrant have been verified through the year ended October 31, 1931 and there are at persent no unpaid assessments and no additional assessments are anticipated; the Treasury Department is now investigating the depreciation policy of the registrant as affecting its income tax returns for 1932 and subsequent years, but registrant does not expect that any material adjustments of tax liability will result from such investigation.

(Note J) The unapplied portion of insurance settlements is considered as an adequate reserve for all damage claims and other liabilities resulting from explosion at the Chicago plant.

CONSOLIDATED BALANCE SHEET*
THE GLIDDEN COMPANY AND SUBSIDIARY
As of the close of business March 31, 1936

ASSETS

CURRENT			
Cash on hand and demand deposit		$ 1,365,756.83	
Notes and acceptances receivable (trade)	$ 90,111.83		
Accounts receivable (trade)	4,029,473.87		
	$ 4,119,585.70		
Less reserve for doubtful, etc. (Schedule VI)	206,483.71	3,913,101.99	
Inventories (valuation based on the lower of cost or market-estimated inter-company profit eliminated):			
Raw materials and supplies	$ 4,568,244.09		
In process and finished merchandise	6,656,267.58	11,224,511.67	
Other current assets:			
Miscellaneous current accounts		98,123.62	$16,601,494.11
INVESTMENTS IN SUBSIDIARY AND AFFILIATED COMPANIES—at less than cost			
California Mining Companies:			
Capital stock—fully owned (Schedule I)	$ 15,000.00		
Bonds—principal amount $500,000.00 (Schedule I)	187,500.00		
Advances (Schedule XII)	835,227.02	$ 1,037,727.02	
Other affiliated company:			
Capital stock (Schedule I)	$ 423,200.00		
Advances (Schedule XII)	369,313.47	792,513.47	1,830,240.49
OTHER ASSETS			
Cash surrender value of life insurance		$ 354,106.75	
Claims against closed banks	$ 149,496.05		
Less reserve (Schedule VI)	75,012.50	74,483.55	
Miscellaneous notes and accounts, salesmen's advances, etc.		77,597.88	
Sundry investments (Note A)		145,244.00	651,432.18
FIXED ASSETS (Note B)			
Land, buildings, machinery, equipment, etc., on basis of cost or appraisal value (Schedule II)	$20,391,504.05		
Less reserve for revaluation as determined by the Board of Directors (Schedule II-A)	3,717,362.13	$16,674,141.92	
Less reserves for depreciation and depletion (Schedule III)		5,465,039.73	11,209,102.19
INTANGIBLES (Schedule IV) (Note C)			
Good Will		$ 2,492,007.93	
Patents and trade marks		231,407.51	
Rights to manufacture, secret processes, formulas, etc.		79,590.33	2,803,005.77
DEFERRED			
Inventory of advertising stock, stationery, unexpired insurance premiums, prepaid taxes, etc.		$ 399,024.31	
Special new products development		108,979.74	
Unamortized note issue expense		9,396.13	517,400.18
			$33,612,674.92

* This balance sheet includes the assets and liabilities of The Glidden Company and its fully owned subsidiary, The Glidden Company, Ltd. It has not been the practice to consolidate the California Mining Companies in annual reports to stockholders.

Principles of consolidation:

Estimated inter-company profits have been eliminated from inventories.

The difference of $837,384.65 between the control account as shown by registrant's books and the net assets as shown by the books of the consolidated subsidiary, The Glidden Company, Ltd., represents undistributed accumulated net earnings of that subsidiary since date of acquisition.

CONSOLIDATED BALANCE SHEET*

THE GLIDDEN COMPANY AND SUBSIDIARY

As of the close of business March 31, 1936

LIABILITIES, CAPITAL STOCK AND SURPLUS

CURRENT			
Notes payable—banks		$ 2,325,000.00	
Accounts payable—trade, etc.		792,134.27	
Processing taxes—federal		316,224.13	
Unpaid wages and commissions		155,191.45	
Accrued liabilities:			
Taxes, including federal income	$ 605,606.68		
Interest	61,712.34		
Royalties, water rent, etc.	58,594.69		
Insurance	34,698.09	760,611.80	
Other current liabilities:			
First Mortgage 6% gold bonds assumed in liquidation of subsidiary companies (see item 9-A of registration statement as to details) (Schedule X):			
Maturing April 15, 1936, less $2,000.00 held in treasury	$ 33,000.00		
Called for redemption May 1, 1936 and August 15, 1936, less $10,800.00 held in treasury	64,200.00	97,200.00	$ 4,446,361.65
LONG TERM DEBT (see item 9-A of registration statement as to details) (Schedule X)			
Five year 5% gold notes due June 1, 1939			3,262,000.00
DEFERRED			
Unapplied portion of insurance settlements (Note J)			52,186.22
RESERVE (Schedule VI)			
For contingencies			67,885.56
CAPITAL STOCK AND SURPLUS			
CAPITAL STOCK (see item 10-A of registration statement as to details)			
PRIOR PREFERENCE—7% CUMULATIVE ($100 par value—redeemable at $105 a share and accrued dividends)			
Authorized 75,000 shares	$ 7,500,000.00		
Less unissued and redeemed 10,000 shares	1,000,000.00		
Outstanding 65,000 shares		$ 6,500,000.00	
COMMON—WITHOUT PAR VALUE (Note D)			
Authorized and outstanding 800,000 shares			
Stated capital at $5.00 a share		4,000,000.00	
SURPLUS (Schedule VII) (Note E)			
Capital	$10,356,191.09		
Profit and loss	4,928,050.40	15,284,241.49	25,784,241.49
			$33,612,674.92

Investments in non-consolidated subsidiaries consist of:

(a) Investments in California Mining Companies, whose assets consist almost entirely of properties not being operated. These investments are stated herein at less than cost, which carrying value was $96,785.90 less than the book value of the net assets of those companies. Statements of these companies show accumulated losses of $1,076,121.66 from date of acquisition to March 31, 1936, exclusive of depreciation on appreciation and unpaid interest on bonds held by registrant, which interest has not been taken as income by registrant. Against these accumulated losses, registrant has provided, in prior years, the sum of $581,671.76 out of surplus and contingency reserve and has a credit of $312,500.00 arising from its reacquisition of $450,000.00 face value of bonds of The California Zinc Company at a cost of $137,500.00. The operation of the mining properties of the California Mining Companies was discontinued in 1927 and the value of the investments is indeterminable at this time.

(b) 50% interest to April 30, 1935 and a 45% interest subsequent thereto in outstanding common stock and 100% interest in preferred stock of a company, the statement of which shows an accumulated deficit of $63,174.90 ($30,249.69 applicable to investment of registrant since date of acquisition) at March 31, 1936.

No separate statements are included herein for the aforementioned subsidiaries not consolidated as it is believed that the aggregate investments represented therein are not significant in respect of (1) the assets they represent, and (2) the sales or operating revenues of such non-consolidated subsidiaries.

This balance sheet has not been audited and is subject to the notes on the following page.

NOTES TO CONSOLIDATED BALANCE SHEET

THE GLIDDEN COMPANY AND SUBSIDIARY

March 31, 1936

(Note A) Sundry investments are included at cost or less. Securities carried at a cost of $118,850.00 had a quoted market value of $43,490.00 at March 31, 1936. U. S. Government securities included therein, at a cost of $15,000.00 were deposited with a bank in connection with workmen's compensation insurance requirements.

(Note B) The fixed assets are stated on the basis of cost or appraised values less reserves provided for revaluation, depreciation and depletion. The remaining portion of unrealized appreciation included in the gross value of these assets is offset by a portion of the revaluation reserve and that reserve was also provided to reduce the cost value of certain assets to estimated basis of values prevailing during the year 1932 as determined by the Board of Directors. The cost of fixed assets consists principally of cash expenditures, although certain properties were acquired partly for stock. The net value of the fixed assets is not intended to represent the present value of the properties.

(Note C) Good will, patents, trade marks and other items classified as intangibles are stated at values assigned thereto as of dates of acquisition for cash or capital stock of the registrant less small amounts amortized. Of the items represented under this classification the net amount of $94,690.03 is being amortized.

(Note D) During the five months ended March 31, 1936 the registrant sold 46,000 shares of common stock to officers and key employees and 119 shares of common stock to others. Of the proceeds realized, an amount equal to $5.00 a share was credited to stated capital and the remainder to capital surplus.

(Note E) As of November 1, 1931, the Board of Directors of the registrant authorized the following charges against capital surplus:

Revaluation of properties	$2,275,448.88
Equipment scrapped and demolished	50,988.93*
Note and bond discount and expense	130,052.90*
Provision for contingent reserve	198,491.75*
Development expenses written off	33,251.44*
	$2,688,233.90

As of March 31, 1936, $67,912.46, representing the amount of the above provision remaining in reserve for contingencies at that date, was restored to capital surplus. If the above items indicated (*), less the amount restored to capital surplus at March 31, 1936 had been charged against profit and loss-surplus instead of capital surplus, the respective amounts of such surplus accounts would be $4,583,177.84 and $10,701,063.65 as of the date of this balance sheet.

(Note F) Registrant was reported as having letters of credit outstanding in the amount of $826,193.51 and it was contingently liable for subscriptions to capital stock of other corporations in the amount of $196,000.00.

(Note G) Officials of the registrant have expressed the opinion that pending lawsuits are of minor importance and that the registrant and subsidiary will have no material losses in connection therewith.

(Note H) The assets and liabilities of the registrant's Canadian subsidiary are included herein on a dollar for dollar basis.

(Note I) The federal income tax returns of the registrant have been verified through the year 1931 and there are at present no unpaid assessments nor are additional assessments anticipated; the Treasury Department is now investigating the depreciation policy of the registrant as affecting its income tax returns for 1932 and subsequent years, but registrant does not expect that any material adjustments of tax liability will result from such investigation.

(Note J) The unapplied portion of insurance settlements is considered as an adequate reserve for all damage claims and other liabilities resulting from explosion at the Chicago plant.

(Note K) On March 31, 1936 the registrant transferred the amount of $513,726.00 to Chase National Bank of New York for payment of April 1st dividends of $1.75 a share on preferred stock and $0.50 a share on common stock. Such cash and the dividend liability have been eliminated from this balance sheet.

CONSOLIDATED PROFIT AND LOSS STATEMENT

THE GLIDDEN COMPANY AND SUBSIDIARIES

For the period of three years and five months ended March 31, 1936.

	Year Ended October 31, 1933	Year Ended October 31, 1934	Year Ended October 31, 1935	Five Months Ended March 31, 1936 (not audited)
Gross Sales—Less Discounts, Returns and Allowances, Processing Taxes in 1934, 1935 and 1936, Etc.	$24,845,551.45	$29,820,273.91	$39,528,738.84	$15,942,255.39
Cost of Sales (opening and closing inventories not used in computation)	18,128,072.66	22,307,849.67	30,316,851.89	12,744,333.85
Manufacturing Profit	$ 6,717,478.79	$ 7,512,424.24	$ 9,211,886.95	$ 3,197,921.54
Selling, General and Administrative Expenses				
Expenses exclusive of items set forth below	$ 4,595,089.01	$ 5,256,196.40	$ 5,756,629.83	$ 2,309,512.18
Expenses per Schedule VIII:				
Maintenance and repairs	19,208.99	22,884.51	27,717.66	13,125.15
Taxes—other than income taxes	80,869.60	84,932.40	94,268.45	26,818.31
Rent—office and warehouse	103,415.12	101,168.77	110,787.24	47,714.64
Provision for doubtful accounts, less recoveries	232,302.89	178,906.08	143,532.39	33,993.26
Total Expenses	$ 5,030,885.61	$ 5,644,088.16	$ 6,132,935.57	$ 2,431,163.54
Operating Profit	$ 1,686,593.18	$ 1,868,336.08	$ 3,078,951.38	$ 766,758.00
Other Income				
Miscellaneous commissions and profits on merchandise purchased and sold	$ 25,739.02	$ 45,965.74	$ 195,159.42	$ 42,942.79
Profit on disposal of capital assets (Note G)	—o—	13,166.34	15,077.75	3,406.72
Profit on sale of inventory	—o—	—o—	59,953.48	—o—
Interest earned	41,966.24	56,722.99	14,825.63	7,881.38
Dividends received (Schedule IX)	—o—	—o—	34.20	9,017.10
Discount on gold notes purchased and retired (Note H)	110,886.13	7,267.62	—o—	—o—
Adjustment of federal tax provision—year ended October 31, 1933	—o—	21,232.13	—o—	—o—
Miscellaneous Income	27,672.61	25,012.59	22,350.20	8,772.10
	$ 206,264.00	$ 169,367.41	$ 307,400.68	$ 72,020.09
	$ 1,892,857.18	$ 2,037,703.49	$ 3,386,352.06	$ 838,778.09
Other Deductions				
Interest on funded debt	$ 233,482.25	$ 192,512.61	$ 185,926.45	$ 77,184.17
Interest on bank loans, etc.	6,457.20	28,009.12	58,509.76	8,148.13
Extraordinary expenses—legal, litigation, etc.	—o—	45,271.11	51,072.11	—o—
Idle plant expense	28,248.34	34,199.21	39,031.86	11,568.20
Note and bond expense	4,663.98	4,075.57	2,992.20	1,627.93
Loss on disposal of capital assets (Note G)	2,155.34	—o—	—o—	—o—
Sundry deductions	4,986.87	3,656.84	2,984.14	3,045.70
	$ 279,993.98	$ 307,724.46	$ 340,516.52	$ 101,574.13
Profit Before Providing for United States and Canada Income Taxes	$ 1,612,863.20	$ 1,729,979.03	$ 3,045,835.54	$ 737,203.96
Provision for United States and Canada Income Taxes	180,000.00	197,655.04	400,245.37	102,000.00
Net Profit*	$ 1,432,863.20	$ 1,532,323.99	$ 2,645,590.17	$ 635,203.96

Principles of consolidation:
(a) Estimated inter-company profits have been eliminated.
(b) Inter-company sales have been eliminated.
* This profit and loss statement is subject to notes on the following page.

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NOTES TO CONSOLIDATED PROFIT AND LOSS STATEMENT

THE GLIDDEN COMPANY AND SUBSIDIARIES

For the period of three years and five months ended March 31, 1936.

(Note A) No provision has been made in the foregoing statement for:

(1) loss of fully owned non-operated California Mining Companies as follows:

	Loss* before depreciation	Depreciation (exclusive of amounts applicable to appreciation)	Net loss*
Year ended October 31, 1933	$17,521.22	$47,901.49	$65,422.71
Year ended October 31, 1934	12,844.67	32,578.13	45,422.80
Year ended October 31, 1935	11,351.83	34,362.88	45,714.71
Five months ended March 31, 1936	7,195.20	11,628.60	18,823.80

*These losses do not include interest accruals on outstanding bonds, which have been provided for on the books of The California Zinc Company on the basis of $30,000.00 per year (6% on $500,000.00) without provision for additional interest on the interest in default. The registrant owns all of these bonds and does not include interest thereon in its income.

(2) portion of profit or loss* applicable to registrant's interest in common stock of other affiliated companies as follows:

Year ended October 31, 1933	$ 1,155.76*
Year ended October 31, 1934	16,826.01*
Year ended October 31, 1935	52,256.75*
Five months ended March 31, 1936	8,350.08

(Note B) Discount and expense on notes and bonds of the companies were charged to capital surplus as of November 1, 1931 as authorized by the Board of Directors. If these items had been amortized on the basis of money in use, the amounts of $36,622.76, $22,140.00, and $11,814.48 would have been charged against income for the years ended October 31, 1933, 1934 and 1935, respectively.

(Note C) Amortization on patents and rights is included in the above statement in the amount of $1,924.45 on a gross value of $48,239.40 for the year ended October 31, 1934, $7,207.60 on a gross value of $106,325.40 for the year ended October 31, 1935, and $3,128.82 on a gross value of $106,950.90 for the five months ended March 31, 1936. No amortization is provided, either in the profit and loss statement or surplus, for other intangibles. Reorganization expenses and commissions on sale of preferred stock have been charged off to capital surplus as of March 31, 1936

(Note D) Depreciation claimed for federal income tax purposes exceeded the provisions charged against income in this statement by the respective amounts of $82,709.98, $77,797.29 and $75,773.47 for the fiscal years ended October 31, 1933, 1934 and 1935, and it is expected that depreciation to be claimed for federal income tax purposes for the five months ended March 31, 1936 will exceed the provision charged against income in this statement, such excess being due to depreciation claimed on costs written off or credited to revaluation reserve as of November 1, 1931.

(Note E) Special new products development amounting to $34,035.65, $61,535.06 and $13,409.03 for the fiscal years ended October 31, 1934 and 1935, and the five months ended March 31, 1936, respectively, is deferred in the accompanying balance sheet but was treated as expense for the purpose of computing estimated federal income tax liability for the respective periods.

(Note F) Charges aggregating $91,138.53 (1933—$63,577.35, 1934—$27,561.18) have been made against the portion of reserve for contingencies which was provided out of capital surplus as of November 1, 1931, such charges consisting principally of litigation expenditures, plant adjustments, etc.

(Note G) It is the practice of the Companies to reflect minor items of this nature through profit and loss or reserve accounts rather than directly through surplus.

(Note H) It has been the registrant's practice since November 1, 1931 to include discount on gold notes purchased in income rather than direct credits to surplus although such items were credited directly to surplus prior to the date mentioned.

(Note I) The operating accounts of the registrant's Canadian subsidiary are included herein on a dollar for dollar basis.

SCHEDULE I

INVESTMENT IN SECURITIES OF AFFILIATES

THE GLIDDEN COMPANY AND SUBSIDIARIES

Name of Issuer	Title of Issue	Balance at Beginning of Period: Number of Shares, Principal Amount of Bonds	Balance at Beginning of Period: Amount in Dollars	Additions During Period: Number of Shares, Principal Amount of Bonds	Additions During Period: Amount in Dollars	Reduction During Period: Number of Shares, Principal Amount of Bonds	Reduction During Period: Amount in Dollars	Balance at Close of Period: Number of Shares, Principal Amount of Bonds	Balance at Close of Period: Amount in Dollars
YEAR ENDED OCTOBER 31, 1933									
Stocks and bonds of affiliates not consolidated—fully owned:									
The California Zinc Company	Common stock	1,000	$ 5,000.00					1,000	$ 5,000.00
The California Zinc Company	Bonds	$500,000.00	187,500.00					$500,000.00	187,500.00A
Afterthought Zinc Mining Company	Common stock	100	10,000.00					100	10,000.00
Stocks of other affiliates:									
Nelio-Resin Corporation	Common stock	5,000	50,000.00					5,000	50,000.00
			$252,500.00						$252,500.00
YEAR ENDED OCTOBER 31, 1934									
Stocks and bonds of affiliates not consolidated—fully owned:									
The California Zinc Company	Common stock	1,000	$ 5,000.00					1,000	$ 5,000.00
The California Zinc Company	Bonds	$500,000.00	187,500.00					$500,000.00	187,500.00A
Afterthought Zinc Mining Company	Common stock	100	10,000.00					100	10,000.00
Stocks of other affiliates:									
Nelio-Resin Corporation	Common stock	5,000	50,000.00	1,000	$ 10,000.00			6,000	60,000.00
American Zirconium Corporation	Common stock			5,000	—o—			5,000	—o—
American Zirconium Corporation	Preferred stock			4,232	423,200.00			4,232	423,200.00B
			$252,500.00		$433,200.00				$685,700.00
YEAR ENDED OCTOBER 31, 1935									
Stocks and bonds of affiliates not consolidated—fully owned:									
The California Zinc Company	Common stock	1,000	$ 5,000.00					1,000	$ 5,000.00
The California Zinc Company	Bonds	$500,000.00	187,500.00					$500,000.00	187,500.00A
Afterthought Zinc Mining Company	Common stock	100	10,000.00					100	10,000.00
Stocks of other affiliates:									
Nelio-Resin Corporation	Common stock	6,000	60,000.00					6,000	60,000.00
American Zirconium Corporation	Common stock	5,000	—o—					5,000	—o—
American Zirconium Corporation	Preferred stock	4,232	423,200.00					4,232	423,200.00B
			$685,700.00						$685,700.00
FIVE MONTHS ENDED MARCH 31, 1936									
Stocks and bonds of affiliates not consolidated—fully owned:									
The California Zinc Company	Common stock	1,000	$ 5,000.00					1,000	$ 5,000.00
The California Zinc Company	Bonds	$500,000.00	187,500.00					$500,000.00	187,500.00A
Afterthought Zinc Mining Company	Common stock	100	10,000.00					100	10,000.00
Stocks of other affiliates:									
Nelio-Resin Corporation	Common stock	6,000	60,000.00	5,000	$ 53,000.00	11,000	$113,000.00-C	—o—	—o—
American Zirconium Corporation	Common stock	5,000	—o—					5,000	—o—
American Zirconium Corporation	Preferred Stock	4,232	423,200.00					4,232	423,200.00B
			$685,700.00		$ 53,000.00		$113,000.00		$625,700.00

(Note A) Interest on these bonds is in default.

(Note B) Registrant was contingently liable for subscription to preferred stock of American Zirconium Corporation in the amount of $176,800.00.

(Note C) As of November 1, 1935 the registrant surrendered the common stock of Nelio-Resin Corporation in exchange for the net assets of the company at that date. The amount of $60,972.40, representing the excess of cost of the stock over the book value of the net assets acquired, as shown by that company's records, was charged to profit and loss—surplus.

SCHEDULE II
PROPERTY, PLANT AND EQUIPMENT
THE GLIDDEN COMPANY AND SUBSIDIARIES

Property	Balance at Beginning of Period	Additions During Period at Cost	Retirements or Sales During Period	Other Changes Debits and/or Credits*	Balance at Close of the Period
YEAR ENDED OCTOBER 31, 1933					
Ore lands and leases	$ 2.00	$ —o—	$ —o—	$ —o—	$ 2.00
Land	2,236,322.83	31,512.32	15,014.50	—o—	2,252,820.65
Railroad sidings	54,967.90	—o—	—o—	—o—	54,967.90
Buildings	7,456,778.17	110,319.47	75,823.23	—o—	7,491,274.41
Machinery and equipment	8,260,742.67	267,268.21	390,006.33	—o—	8,138,004.55
Furniture and fixtures	511,951.63	31,004.98	24,044.37	—o—	518,912.24
Automotive equipment	73,188.48	11,894.08	40,454.21	—o—	44,628.35
Construction in process	13,822.39	13,205.09A	—o—	—o—	27,027.48
TOTAL	$18,607,776.07	$ 465,204.15	$ 545,342.64	$ —o—	$18,527,637.58
YEAR ENDED OCTOBER 31, 1934					
Ore lands and leases	$ 2.00	$ 13,887.23	$ —o—	$ —o—	$ 13,889.23
Land	2,252,820.65	41,187.75	27,726.50	—o—	2,266,281.90
Railroad sidings	54,967.90	3,035.60	—o—	—o—	58,003.50
Buildings	7,491,274.41	246,789.06	72,816.09	—o—	7,665,247.38
Machinery and equipment	8,138,004.55	396,772.43	137,497.00	—o—	8,397,279.98
Furniture and fixtures	518,912.24	54,023.20	21,498.32	—o—	551,437.12
Automotive equipment	44,628.35	15,804.88	6,272.45	—o—	54,160.78
Construction in process	27,027.48	542,610.79A	—o—	—o—	569,638.27
TOTAL	$18,527,637.58	$ 1,314,110.94	$ 265,810.36	$ —o—	$19,575,938.16
YEAR ENDED OCTOBER 31, 1935					
Ore lands and leases	$ 13,889.23	$ 12,191.57	163.26	$ —o—	$ 25,917.54
Land	2,266,281.90	93,064.35	53,190.02	—o—	2,306,156.23
Railroad sidings	58,003.50	6,616.60	545.18	—o—	64,074.92
Buildings	7,665,247.38	372,706.69	169,621.79	—o—	7,868,332.28
Machinery and equipment	8,397,279.98	935,743.37	469,955.32	—o—	8,863,068.03
Furniture and fixtures	551,437.12	47,409.20	20,221.11	—o—	578,625.21
Automotive equipment	54,160.78	10,117.17	9,184.03	—o—	55,093.92
Construction in process	569,638.27	461,787.76*A	—o—	—o—	107,850.51
TOTAL	$19,575,938.16	$ 1,016,061.19	$ 722,880.71	$ —o—	$19,869,118.64
FIVE MONTHS ENDED MARCH 31, 1936					
Ore lands and leases	$ 25,917.54	$ —o—	$ —o—	$ —o—	$ 25,917.54
Land	2,306,156.23	38,402.12	—o—	3,856.80	2,348,415.15
Railroad sidings	64,074.92	—o—	8.00	1,278.65	65,345.57
Buildings	7,868,332.28	20,232.51	2,013.75	20,534.96	7,907,086.00
Machinery and equipment	8,863,068.03	82,850.13	25,980.72	69,415.27	8,989,352.71
Furniture and fixtures	578,625.21	19,652.96	7,987.10	992.98	591,284.05
Automotive equipment	55,093.92	1,325.09	813.99	—o—	55,605.02
Construction in process	107,850.51	300,647.50A	—o—	—o—	408,498.01
TOTAL	$19,869,118.64	$ 463,110.31	$ 36,803.56	$ 96,078.66B	$20,391,504.05

* Credits or deductions.

(Note A) Amounts shown as additions to construction in process represent net additions or transfers for periods stated.

(Note B) Acquired in liquidation of subsidiary company.

SCHEDULE II-A
RESERVE FOR REVALUATION OF FIXED ASSETS
THE GLIDDEN COMPANY AND SUBSIDIARIES

Reserves for Property Shown in Schedule II	Balance at Beginning of Period	Credits During Period	Charges During Period	Balance at End of Period
YEAR ENDED OCTOBER 31, 1933				
Land	$ 510,937.77	$ —o—	$ 10,000.00	$ 500,937.77
Buildings	1,759,626.36	—o—	44,411.44	1,715,214.92
Machinery and equipment	1,669,951.41	—o—	171,150.27	1,498,801.14
Furniture and fixtures	29,544.92	—o—	483.41	29,061.51
Railroad siding	6,339.77	—o—	—o—	6,339.77
TOTAL	$3,976,400.23	$ —o—	$ 226,045.12	$3,750,355.11
YEAR ENDED OCTOBER 31, 1934				
Land	$ 500,937.77	$ —o—	$ —o—	$ 500,937.77
Buildings	1,715,214.92	—o—	3,072.30	1,712,142.62
Machinery and equipment	1,498,801.14	—o—	6,317.09	1,492,484.05
Furniture and fixtures	29,061.51	—o—	—o—	29,061.51
Railroad siding	6,339.77	—o—	—o—	6,339.77
TOTAL	$3,750,355.11	$ —o—	$ 9,389.39	$3,740,965.72
YEAR ENDED OCTOBER 31, 1935				
Land	$ 500,937.77	$ —o—	$ —o—	$ 500,937.77
Buildings	1,712,142.62	—o—	18,298.82	1,693,843.80
Machinery and equipment	1,492,484.05	—o—	3,741.83	1,488,742.22
Furniture and fixtures	29,061.51	—o—	15.54	29,045.97
Railroad siding	6,339.77	—o—	—o—	6,339.77
TOTAL	$3,740,965.72	$ —o—	$ 22,056.19	$3,718,909.53
FIVE MONTHS ENDED MARCH 31, 1936				
Land	$ 500,937.77	$ —o—	$ —o—	$ 500,937.77
Buildings	1,693,843.80	—o—	—o—	1,693,843.80
Machinery and equipment	1,488,742.22	—o—	1,534.11	1,487,208.11
Furniture and fixtures	29,045.97	—o—	13.29	29,032.68
Railroad siding	6,339.77	—o—	—o—	6,339.77
TOTAL	$3,718,909.53	$ —o—	$ 1,547.40	$3,717,362.13

(Note) This reserve was provided by charges to capital surplus and reserve for depreciation, to eliminate appreciation of fixed assets and to reduce the latter to estimated basis of values during 1932 as determined by the Board of Directors.

SCHEDULE III—RESERVES FOR DEPRECIATION, DEPLETION AND AMORTIZATION OF FIXED ASSETS

THE GLIDDEN COMPANY AND SUBSIDIARIES

Reserves for Property Shown in Schedule II	Balance at Beginning of Period	Additions to Reserves Charged to Costs or Income	Total	Charges to Reserves: Retirements, Renewals and Major Repairs	Charges to Reserves: Other	Balance at Close of Period
YEAR ENDED OCTOBER 31, 1933						
Buildings	$1,086,209.60	$ 112,597.09	$1,198,806.69	$ 8,943.54	$ —0—	$1,189,863.15
Machinery and equipment	2,553,366.61	320,659.52	2,874,026.13	96,479.87	—0—	2,777,546.26
Furniture and fixtures	302,844.92	33,694.36	336,539.28	6,437.88	—0—	330,101.40
Railroad sidings	3,418.30	972.48	4,390.78	—0—	—0—	4,390.78
Automotive equipment	59,263.08	11,105.43	70,368.51	34,367.80	—0—	36,000.71
TOTAL	$4,005,102.51	$ 479,028.88	$4,484,131.39	$ 146,229.09	$ —0—	$4,337,902.30
YEAR ENDED OCTOBER 31, 1934						
Ore lands and leases (reserve for depletion)	$ —0—	$ 3,867.66	$ 3,867.66	$ —0—	$ —0—	$ 3,867.66
Buildings	1,189,863.15	110,664.22	1,300,527.37	3,209.23	—0—	1,297,318.14
Machinery and equipment	2,777,546.26	324,949.54	3,102,495.80	16,123.67	—0—	3,086,372.13
Furniture and fixtures	330,101.40	32,991.63	363,093.03	10,396.15	—0—	352,696.88
Railroad sidings	4,390.78	972.48	5,363.26	—0—	—0—	5,363.26
Automotive equipment	36,000.71	5,027.84	41,028.55	5,687.45	—0—	35,341.10
TOTAL	$4,337,902.30	$ 478,473.37	$4,816,375.67	$ 35,416.50	$ —0—	$4,780,959.17
YEAR ENDED OCTOBER 31, 1935						
Ore lands and leases (reserve for depletion)	$ 3,867.66	$ 6,677.19	$ 10,544.85	$ —0—	—0—	$ 10,544.85
Buildings	1,297,318.14	118,519.88	1,415,838.02	13,917.08	—0—	1,401,920.94
Machinery and equipment	3,086,372.13	357,145.01	3,443,517.14	25,789.38	—0—	3,417,727.76
Furniture and fixtures	352,696.88	34,937.00	387,633.88	7,482.17	—0—	380,151.71
Railroad sidings	5,363.26	1,077.13	6,440.39	—0—	—0—	6,440.39
Automotive equipment	35,341.10	9,515.18	44,856.28	7,553.39	—0—	37,302.89
TOTAL	$4,780,959.17	$ 527,871.39	$5,308,830.56	$ 54,742.02	—0—	$5,254,088.54
FIVE MONTHS ENDED MARCH 31, 1936						
Ore lands and leases (reserve for depletion)	$ 10,544.85	$ —0—	$ 10,544.85	$ —0—	$ —0—	$ 10,544.85
Buildings	1,401,920.94	50,204.83	1,452,125.77	832.47	493.27*	1,451,786.57
Machinery and equipment	3,417,727.76	150,157.81	3,567,885.57	8,273.16	6,220.28*	3,565,832.69
Furniture and fixtures	380,151.71	10,951.56	391,103.27	1,876.67	24.08*	389,250.68
Railroad sidings	6,440.39	435.15	6,875.54	—0—	35.04*	6,910.58
Automotive equipment	37,302.89	4,175.46	41,478.35	763.99	—0—	40,714.36
TOTAL	$5,254,088.54	$ 215,924.81	$5,470,013.35	$ 11,746.29	$ 6,772.67*	$5,465,039.73

*Credit—Acquired in liquidation of subsidiary company.

(Note A) The policy of the Companies with respect to depreciation is to provide amounts considered by the management as fair and reasonable to cover wear, tear and deterioration of the property on the basis of specific rates as determined. It is not certain to what extent obsolescence is covered in these provisions as changes in the art may result in shortening the useful life of the property. Depreciation claimed for federal income tax purposes by the registrant and domestic subsidiaries consolidated herein, for the fiscal years ended October 31, 1933, 1934 and 1935, exceeded the charge to profit and loss, by the respective amounts of $82,709.98, $77,797.29 and $75,773.47 and it is expected that depreciation to be claimed for federal income tax purposes for the five months ended March 31, 1936 will also exceed the charge to profit and loss, such excess being due to depreciation claimed on costs written off or credited to revaluation reserve during 1932.

SCHEDULE IV—INTANGIBLE ASSETS

THE GLIDDEN COMPANY AND SUBSIDIARIES

Description of Assets By Main Classes	Balance at Beginning of Period	Additions During Period at Cost	Deductions During Period Charged: To Income	Deductions During Period Charged: To Other Accounts	Other Changes During Period—Debit Credit*	Balance at Close of Period
YEAR ENDED OCTOBER 31, 1933						
Good will	$2,502,303.00				$ 10,295.07*-A	$2,492,007.93
Patents and trade marks	129,420.63	$ 37,263.90B			10,295.07A	176,979.60
Rights to manufacture, secret processes, formulas, etc.	61,417.61					61,417.61
	$2,693,141.24	$ 37,263.90	$ —0—	$ —0—	$ —0—	$2,730,405.14
YEAR ENDED OCTOBER 31, 1934						
Good will	$2,492,007.93					$2,492,007.93
Patents and trade marks	176,979.60	$ 150.00	$ 1,105.18C			176,024.42
Rights to manufacture, secret processes, formulas, etc.	61,417.61	11,500.00	819.27C			72,098.34
	$2,730,405.14	$ 11,650.00	$ 1,924.45	$ —0—	$ —0—	$2,740,130.69
YEAR ENDED OCTOBER 31, 1935						
Good will	$2,492,007.93					$2,492,007.93
Patents and trade marks	176,024.42	$ 63,086.00	$ 5,437.24E		$ 500.00*-D	233,173.18
Rights to manufacture, secret processes, formulas, etc.	72,098.34		1,770.36E			70,327.98
	$2,740,130.69	$ 63,086.00	$ 7,207.60	$ —0—	$ 500.00*	$2,795,509.09
FIVE MONTHS ENDED MARCH 31, 1936						
Good will	$2,492,007.93					$2,492,007.93
Patents and trade marks	233,173.18	$ 625.50	$ 2,391.17-G			231,407.51
Rights to manufacture, secret processes, formulas, etc.	70,327.98		737.65-G		$ 10,000.00-F	79,590.33
	$2,795,509.09	$ 625.50	$ 3,128.82	$ —0—	$ 10,000.00	$2,803,005.77

(Note A) Transfer of certain items from good will to patents and trade marks.

(Note B) This item includes patents acquired with 500 shares of prior preference stock and 1,000 shares of common stock of the registrant at a cost to the latter of $36,739.40.

(Note C) Amortization of patents and rights during the year ended October 31, 1934 was computed on items having a cost of $48,239.40 and consisting of the patents referred to in Note B and license rights acquired at a cost of $11,500.00 during 1934.

(Note D) Sold for cash.

(Note E) Amortization of patents and rights during the year ended October 31, 1935 was computed on items having a cost of $106,325.40, consisting of patents and rights referred to in Note C and $58,086.00 of patents acquired in 1935. No amortization is provided for on other items represented herein.

(Note F) Acquired in liquidation of subsidiary.

(Note G) Amortization of patents and rights for the five months ended March 31, 1936 was computed on items having a cost of $106,950.90, consisting of patents and rights referred to in Notes C and E and current additions in the amount of $625.50. No amortization is provided for on other items represented herein.

SCHEDULE VI—RESERVES

THE GLIDDEN COMPANY AND SUBSIDIARIES

Descriptive Name of Reserves	Balance at Beginning of Period	Additions During Period Charged: To Costs Or Income	Additions During Period Charged: To Other Accounts	Charges to Reserve: Amount	Charges to Reserve: Nature	Balance at Close of Period
RESERVE FOR TAXES, CONTINGENCIES, ETC.						
Year ended October 31, 1933	$266,607.14	$ 47,994.53	$ 32,019.00A	$ 14,637.16B	Federal taxes—1931	$268,406.16
				27,141.82E	Litigation expenditures	
				5,315.46E	Royalties	
				15,120.07E	Equipment scrapped, moving, etc.	
				16,000.00E	Loss on consigned inventory	
				$ 78,214.51		
Year ended October 31, 1934	268,406.16			$ 27,561.18E	Litigation expenditures	122,100.45
				80,000.00	Transfer to reserve for closed banks	
				38,744.53C	Additional compensation	
				$146,305.71		
Year ended October 31, 1935	122,100.45		13,697.57D			135,798.02
Five months ended March 31, 1936	135,798.02			$ 67,912.46	Returned to capital surplus	67,885.56
RESERVE FOR DOUBTFUL ACCOUNTS, DISCOUNTS, ETC.						
Year ended October 31, 1933	$155,156.95	$232,302.89	$ 26,616.03F	$254,625.98	Accounts charged off	$171,381.09
		11,931.20G				
		$244,234.09				
Year ended October 31, 1934	171,381.09	$178,906.08	29,120.04F	$ 11,697.72	Net charge for special discounts	189,350.98
				178,358.51	Accounts charged off	
				$190,056.23		
Year ended October 31, 1935	189,350.98	$143,532.39	39,871.81F	$204,845.08	Accounts charged off	193,955.18
		26,045.08G				
		$169,577.47				
Five months ended March 31, 1936	193,955.18	33,993.26	24,928.45F	37,883.12	Accounts charged off	206,483.71
				8,510.06	Net charge for special discounts	
				$ 46,393.18		
RESERVE FOR CLAIMS AGAINST CLOSED BANKS						
Year ended October 31, 1934	$ —o—		$ 80,000.00H	$ 4,987.50	Claims charged off	$ 75,012.50
Year ended October 31, 1935	75,012.50					75,012.50
Five months ended March 31, 1936	75,012.50					75,012.50

(Note A) Transferred from reserve for Canadian exchange no longer required and previously provided out of earned surplus.
(Note B) Various provisions for income taxes were made in prior years and credited to this reserve. Income tax payments for 1931 and prior years were charged to this reserve.
(Note C) Provided from operations and credited to reserve in preceding year.
(Note D) Excess provision for 1934 federal income taxes.
(Note E) Charged against the portion of reserve provided out of capital surplus as of November 1, 1931.
(Note F) Represents recoveries on accounts previously charged off.
(Note G) Represents excess of net provision for special discounts over charges.
(Note H) Transferred from reserve for taxes, contingencies, etc.

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SCHEDULE VII—CONSOLIDATED SURPLUS
THE GLIDDEN COMPANY AND SUBSIDIARIES

	Year Ended October 31 1933	1934	1935	Five Months ended March 31, 1936
Capital Surplus				
Balance at beginning of period	$8,167,458.17	$8,194,404.39	$8,240,951.64	$ 9,870,176.72
Credits				
Excess of selling price over stated value of common stock:				
1933— 3,000 shares	26,946.22			
1935—103,881 shares			1,629,225.08*	
1936— 46,119 shares				784,023.00
Excess of selling price over cost of 2,116 shares 7% prior preference stock		46,123.25		
Credit on sale of property previously written off		424.00		
Restoration of portion of reserve for contingencies provided out of capital surplus at November 1, 1931				67,912.46
	$8,194,404.39	$8,240,951.64	$9,870,176.72	$10,722,112.18
Charges				
Reorganization expenses and commissions on sale of preferred stock written off				365,921.09
Balance at end of period	$8,194,404.39	$8,240,951.64	$9,870,176.72	$10,356,191.09

*This credit of $1,629,225.08 represents the net excess after deducting underwriting fees and commissions of $108,500.00 and other expenses of $28,251.92.

	1933	1934	1935	Five Months ended March 31, 1936
Profit and Loss—Surplus				
Balance at beginning of period	$2,920,165.28	$3,903,360.33	$4,249,179.07	$ 5,358,242.84
Credits				
Net profit as shown by profit and loss statement	1,432,863.20	1,532,323.99	2,645,590.17	635,203.96
	$4,353,028.48	$5,435,684.32	$6,894,769.24	$ 5,993,446.80
Charges				
Cash dividends paid (Note A):				
Prior preference—7%	$ 449,668.15	$ 440,345.50	$ 455,000.00	$ 227,500.00
Common—$1.15 a share in 1934, $1.60 a share in 1935, on basis of $2.00 a share in 1936	—o—	746,159.75	1,081,526.40	776,924.00
Reduction of investment in Nello-Resin Corporation to net book value as shown on books of that company at November 1, 1935				60,972.40
	$ 449,668.15	$1,186,505.25	$1,536,526.40	$ 1,065,396.40
Balance at end of period	$3,903,360.33	$4,249,179.07	$5,358,242.84	$ 4,928,050.40

(Note A) On March 31, 1936 the registrant transferred the amount of $513,726.00 to Chase National Bank of New York for payment of April 1st dividends of $1.75 a share on preferred stock and $.50 a share on common stock. Such cash and the dividend liability have been eliminated from this balance sheet.

(Note B) As of November 1, 1931, the Board of Directors of the registrant authorized the following charges against capital surplus:

Revaluation of properties	$2,275,448.88
Equipment scrapped and demolished	50,988.93*
Note and bond discount and expense	130,052.90*
Provision for contingent reserve	198,491.75*
Development expenses written off	33,251.44*
	$2,688,233.90

If the above items indicated (*) had been charged against profit and loss-surplus instead of capital surplus, the balances of surplus accounts would be:

	Capital Surplus	Profit and Loss—Surplus
As of October 31, 1933	$ 8,607,189.41	$3,490,575.31
As of October 31, 1934	8,653,736.66	3,836,394.05
As of October 31, 1935	10,282,961.74	4,945,457.82

If the above items indicated (*), less the amount of $67,912.46 restored to capital surplus from reserve for contingencies in 1936, had been charged against profit and loss-surplus instead of capital surplus, the balances of the capital surplus and earned surplus as of March 31, 1936, would be $10,701,063.65 and $4,583,177.84 respectively.

SCHEDULE VIII—SUPPLEMENTARY PROFIT AND LOSS INFORMATION

THE GLIDDEN COMPANY AND SUBSIDIARIES

	Charged to costs	Charged to profit and loss	Charged to other accounts	Total
YEAR ENDED OCTOBER 31, 1933				
Maintenance and repairs	$268,097.68	$ 19,208.99		$287,306.67
Depreciation	479,028.88			479,028.88
Taxes (other than income taxes)	137,512.39	80,869.60		218,381.99
Rent—office and warehouse	14,303.11	103,415.12		117,718.23
Royalties	26,963.79		$5,315.46A	32,279.25
YEAR ENDED OCTOBER 31, 1934				
Maintenance and repairs	374,006.60	22,884.51		396,891.11
Depreciation and depletion	478,473.37			478,473.37
Taxes (other than income taxes)	123,747.64	84,932.40		208,680.04
Rent—office and warehouse	425.00	101,168.77		101,593.77
Royalties	25,925.77			25,925.77
YEAR ENDED OCTOBER 31, 1935				
Maintenance and repairs	383,025.74	27,717.66		410,743.40
Depreciation and depletion	527,871.39			527,871.39
Taxes (other than income taxes)	133,938.49	94,268.45		228,206.94
Rent—office and warehouse		110,787.24		110,787.24
Royalties	84,244.01			84,244.01
FIVE MONTHS ENDED MARCH 31, 1936				
Maintenance and repairs	186,077.45	13,125.15		199,202.60
Depreciation and depletion	215,924.81			215,924.81
Taxes (other than income taxes)	90,534.48	26,818.31		117,352.79
Rent—office and warehouse		47,714.64		47,714.64
Royalties	35,093.26			35,093.26

(Note A) Represents royalties charged to reserve for contingencies.
(Note B) Processing taxes have not been included in the above schedule.

SCHEDULE IX

INCOME FROM DIVIDENDS

THE GLIDDEN COMPANY AND SUBSIDIARIES

	Amount of dividends			Amount of registrant's equity in affiliates' earnings or losses for period of report
	Cash	Other	Total as shown by profit and loss statement	
YEAR ENDED OCTOBER 31, 1935				
Miscellaneous investments	$ 34.20		$ 34.20	
FIVE MONTHS ENDED MARCH 31, 1936				
Miscellaneous investments	$9,017.10		$9,017.10	

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SCHEDULE X—FUNDED DEBT OF REGISTRANT AND ITS SUBSIDIARIES—CONSOLIDATED

THE GLIDDEN COMPANY AND SUBSIDIARIES

Name of issuer	Title of issue	Amount authorized by indenture	Amount outstanding exclusive of amount held in treasuries of registrant and consolidated subsidiaries	Amount outstanding as per consolidated balance sheet	Amount in treasuries of registrant and consolidated subsidiaries	Amount pledged by registrant and consolidated subsidiaries
s of the Close of Business October 31, 1935						
The Glidden Company	Five Year 5½% Gold Notes (due June 1, 1939, including $3,000.00 extended after October 31, 1935)	$6,000,000.00	$3,262,000.00	$3,262,000.00	—o—	None
The Chemical and Pigment Company, Inc.	First Mortgage 6% Serial Bonds ($33,000.00 due April 15, 1936 and $26,000.00 due April 15, 1937)	350,000.00	59,000.00	59,000.00	11,000.00	None
Wisconsin Food Products Ohio Company	First Mortgage 6% Bonds (Due August 15, 1937)	40,000.00	38,200.00	38,200.00	1,800.00	None
s of the Close of Business March 31, 1936						
The Glidden Company	Five Year 5½% Gold Notes—due June 1, 1939	$6,000,000.00	$3,262,000.00	$3,262,000.00	—o—	None
The Chemical and Pigment Company, Inc. (Assumed by The Glidden Company)	First Mortgage 6% Serial Bonds ($33,000 due April 15, 1936 and $26,000.00 called for redemption May 1, 1936)	350,000.00	59,000.00	59,000.00	11,000.00	None
Wisconsin Food Products Ohio Company (Assumed by The Glidden Company)	First Mortgage 6% Bonds—called for redemption August 15, 1936	40,000.00	38,200.00	38,200.00	1,800.00	None

SCHEDULE XII—INDEBTEDNESS OF AFFILIATES

THE GLIDDEN COMPANY AND SUBSIDIARIES

AS OF THE CLOSE OF BUSINESS OCTOBER 31, 1935		
CALIFORNIA MINING COMPANIES—100% OWNED		
The California Zinc Company (exclusive of bonds shown in Schedule I)	$ 711,644.16	
Afterthought Zinc Mining Company	115,257.81	$ 826,901.97
OTHER AFFILIATES		
American Zirconium Company	$ 225,976.90	
Nelio-Resin Corporation	319,943.89	545,920.79
		$1,372,822.76
AS OF THE CLOSE OF BUSINESS MARCH 31, 1936		
CALIFORNIA MINING COMPANIES—100% OWNED		
The California Zinc Company (exclusive of bonds shown in Schedule I)	$ 719,956.71	
Afterthought Zinc Mining Company	115,270.31	$ 835,227.02
OTHER AFFILIATES		
American Zirconium Company		369,313.47
		$1,204,540.49

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BALANCE SHEET
THE GLIDDEN COMPANY
As of the close of business October 31, 1935

ASSETS			
CURRENT			
Cash on hand and demand deposit		$ 909,974.40	
Notes and acceptances receivable (trade)	$ 27,559.33		
Accounts receivable (trade)	1,349,756.26		
	$ 1,377,315.59		
Less reserve for doubtful, etc. (Schedule VI)	93,725.93	1,283,589.66	
Inventories (valuation based on the lower of cost or market-estimated inter-company profit eliminated):			
Raw materials and supplies	$ 699,121.14		
In process and finished merchandise	957,443.55	1,656,564.69	
Other current assets:			
Consolidated subsidiaries—portion of control accounts of subsidiaries equal to net current assets of debtor companies	$ 8,845,921.76		
Miscellaneous current accounts and vendors debit balances	53,746.44	8,899,668.20	$12,749,796.95
INVESTMENTS IN SUBSIDIARY AND AFFILIATED COMPANIES*			
Consolidated subsidiaries—control accounts (Schedule I)	$12,329,982.88		
Less portion included in current assets	8,845,921.76	$ 3,484,061.12	
California Mining Companies:			
Capital stock—fully owned (Schedule I)	$ 15,000.00		
Bonds—principal amount $500,000.00 (Schedule I)	187,500.00		
Advances (Schedule XII)	826,901.97	1,029,401.97	
Other affiliated companies:			
Capital stock (Schedule I)	$ 483,200.00		
Advances (Schedule XII)	534,310.37	1,017,510.37	5,530,973.46
OTHER ASSETS			
Insurance claims collected in December 1935		$ 707,241.85	
Cash surrender value of life insurance		334,148.75	
Claims against closed banks	$ 152,888.12		
Less reserve (Schedule VI)	75,012.50	77,875.62	
Miscellaneous notes and accounts, salesmens advances, etc		53,801.67	
Sundry investments (Note A)		59,162.70	1,232,230.59
FIXED ASSETS (Note B)			
Land, buildings, machinery, equipment, etc., on basis of cost or appraisal value (Schedule II)	$14,207,410.45		
Less reserve for revaluation as determined by the Board of Directors (Schedule II-A)	2,661,011.43	$11,546,399.02	
Less reserves for depreciation and depletion (Schedule III)		3,971,692.58	7,574,706.44
INTANGIBLES (Schedule IV) (Note C)			
Good Will		$ 2,492,007.93	
Patents and trade marks		103,607.48	
Rights to manufacture, secret processes, formulas, etc		61,417.61	2,657,033.02
DEFERRED			
Inventory of advertising stock, stationery, unexpired insurance premiums, prepaid taxes, etc		$ 178,629.24	
Special new products development		95,570.71	
Reorganization expenses (Note C)		205,521.09	
Commission on sale of preferred stock (Note C)		160,400.00	
Unamortized note issue expense		10,368.81	650,489.85
			$30,395,230.31

* The registrant carries its investments in and advances to fully owned subsidiaries (exclusive of California Mining Companies—not consolidated in the consolidated balance sheet) in its accounts under general accounting division controls. It is not considered practicable to segregate the balances in these controlling accounts between securities of subsidiaries, advances and other inter-company transactions. With the exception of The Glidden Company, Ltd., none of the consolidated subsidiaries carry any capital stock or surplus-deficit accounts on their books. The net operating results of these subsidiaries are transferred to the registrant annually at the close of each fiscal year, and there are no differences between the amounts of the investments as shown by the parent Company's records and the subsidiaries' records except the amount of $839,456.73 representing undistributed accumulated earnings of The Glidden Company, Ltd., which amount is included in the consolidated profit and loss—surplus.

BALANCE SHEET

THE GLIDDEN COMPANY

As of the close of business October 31, 1935

LIABILITIES, CAPITAL STOCK AND SURPLUS

CURRENT			
Notes payable—banks		$ 1,000,000.00	
Accounts payable—trade, etc.		399,023.18	
Unpaid wages and commissions		43,195.04	
Accrued liabilities:			
Taxes, including federal income		164,800.90	
Interest		75,544.17	
Royalties, water rent, etc.		32,187.06	
Insurance		36,467.02	
Other current liabilities:			
Five year 5½% gold notes, due June 1, 1935, extended to June 1, 1939, after October 31, 1935.		3,000.00	$ 1,754,217.37
CONSOLIDATED SUBSIDIARY CONTROL ACCOUNT			
The Glidden Company, Ltd. (Schedule I)			377,498.09
LONG TERM DEBT (see item 9A of registration statement as to details)			
Five year 5½% gold notes due June 1, 1939			3,259,000.00
DEFERRED			
Unapplied portion of insurance settlements (Note J)			210,349.00
RESERVE (Schedule VI)			
For contingencies (including amount of $67,912.46 provided from capital surplus in 1932)			135,798.02
CAPITAL STOCK AND SURPLUS			
CAPITAL STOCK (see item 10A of registration statement as to details)			
PRIOR PREFERENCE—7% CUMULATIVE ($100 par value—redeemable at $105 a share and accrued dividends)			
Authorized 75,000 shares	$ 7,500,000.00		
Less unissued and redeemed 10,000 shares	1,000,000.00		
Outstanding 65,000 shares		$ 6,500,000.00	
COMMON—WITHOUT PAR VALUE			
Authorized 800,000 shares			
Outstanding 753,881 shares			
Reserved (Note D):			
For sale to officers and employees 46,000 shares			
For sale to others 119 shares			
Stated capital at $5.00 a share		3,769,405.00	
SURPLUS (Schedule VII) (Note E)			
Capital	$ 9,870,176.72		
Profit and loss	4,518,786.11	14,388,962.83	24,658,367.83
			$30,395,230.31

Investments in non-consolidated subsidiaries consist of:

(a) Investments in California Mining Companies, whose assets consist almost entirely of properties not being operated. These investments are stated herein at less than cost, which carrying value, on the basis of unaudited balance sheets, was $115,609.70 less than the book value of the net assets of those companies. Unaudited statements of these companies show accumulated losses of $1,057,297.86 from date of acquisition to October 31, 1935, exclusive of depreciation on appreciation and unpaid interest on bonds held by registrant, which interest has not been taken as income by registrant. Against these accumulated losses, registrant has provided, in prior years, the sum of $581,671.76 out of surplus and contingency reserve and has a credit of $312,500.00 arising from its reacquisition of $450,000.00 face value of bonds of The California Zinc Company at a cost of $137,500.00. The operation of the mining properties of the California Mining Companies was discontinued in 1927 and the value of the investments is indeterminable at this time.

(b) 50% interest to April 30, 1935 and a 45% interest subsequent thereto in outstanding common stock and 100% interest in preferred stock of a company, the unaudited statement of which shows an accumulated deficit of $81,730.63 ($38,599.77 applicable to investment of registrant since date of acquisition) at October 31, 1935.

(c) Approximately 54% of common stock of a company, at cost, which was $31,638.75 in excess of the equity in that company's net assets at October 31, 1935, such amount representing equity in accumulated losses since date of acquisition.

No separate statements are included herein for the aforementioned subsidiaries not consolidated as it is believed that the aggregate investments represented therein are not significant in respect of (1) the assets they represent, and (2) the sales or operating revenues of such non-consolidated subsidiaries.

This balance sheet is subject to notes on the following page.

NOTES TO BALANCE SHEET
THE GLIDDEN COMPANY
As of the close of business October 31, 1935.

(Note A) Sundry investments are included at cost or less. Securities carried at a cost of $33,170.00 had a quoted market value of $31,610.00 at October 31, 1935. U. S. Government securities included therein, at a cost of $15,000.00 were deposited with a bank in connection with workmens' compensation insurance requirements.

(Note B) The fixed assets are stated on the basis of cost or appraised values less reserves provided for revaluation and depreciation. The remaining portion of unrealized appreciation included in the gross value of these assets is offset by a portion of the revaluation reserve and that reserve was also provided to reduce the cost value of certain assets to estimated basis of values prevailing during the year 1932 as determined by the Board of Directors. The cost of fixed assets consists principally of cash expenditures, although certain properties were acquired partly for stock. The net value of the fixed assets is not intended to represent the present value of the properties.

(Note C) Good will, patents, trade marks and other items classified as intangibles are stated at values assigned thereto as of dates of acquisition for cash or capital stock of the registrant, less small amounts amortized. Of the items represented under this classification the net amount of $54,859.04 is being amortized. No amortization has been provided against reorganization expenses and commissions on sale of preferred stock classified as deferred.

(Note D) During the year ended October 31, 1935 the registrant entered into an underwriting agreement for the sale of 104,000 shares of its common stock, of which 103,881 shares were sold, principally to shareholders, at $22.00 each and the remaining 119 shares have been reserved for issuance. Of the proceeds realized, the amount of $5.00 a share was credited to stated capital and the remainder to capital surplus, after deducting therefrom underwriting fees and commissions and expenses in connection with the issue. The corporate minutes record an authorization for the issuance of 46,000 additional common shares to officers and key employees at a price of $22.00 a share. No allocation of these shares had been made at October 31, 1935.

(Note E) As of November 1, 1931, the Board of Directors of the registrant authorized the following charges against capital surplus:

Revaluation of properties of registrant and subsidiaries	$2,275,448.88
Equipment scrapped and demolished	50,988.93*
Note and bond discount and expense	130,052.90*
Provision for contingent reserve	198,491.75*
Development expenses written off	33,251.44*
	$2,688,233.90

If the above items indicated (*) had been charged against profit and loss-surplus instead of capital surplus, the respective amounts of such surplus accounts would be $4,106,001.09 and $10,282,961.74 as of the date of this balance sheet.

(Note F) Registrant was reported as having letters of credit outstanding in the amount of $976,957.48 and it was contingently liable for subscriptions to capital stock of other corporations in the amount of $199,600.00.

(Note G) The registrant has guaranteed the payment of the principal and the interest on the First Mortgage 6% Serial Gold Bonds of its fully owned subsidiary, The Chemical and Pigment Company, Inc., in the principal amount of $59,000.00 outstanding as of October 31, 1935, and has also guaranteed the payment of the principal and the interest on the First Mortgage 6% Gold Bonds of its fully owned subsidiary, Wisconsin Food Products Ohio Company, in the principal amount of $38,200.00 outstanding as of October 31, 1935.

(Note H) Officials of the registrant have expressed the opinion that pending lawsuits are of minor importance and that the registrant and subsidiaries will have no material losses in connection therewith.

(Note I) The federal income tax returns of the registrant have been verified through the year ended October 31, 1931 and there are at present no unpaid assessments and no additional assessments are anticipated; the Treasury Department is now investigating the depreciation policy of the registrant as affecting its income tax returns for 1932 and subsequent years, but registrant does not expect that any material adjustments of tax liability will result from such investigation.

(Note J) The unapplied portion of insurance settlements is considered as an adequate reserve for all damage claims and other liabilities resulting from explosion at the Chicago plant.

(Note K) The system of bookkeeping used by the registrant and its subsidiaries is such that complete segregation of the accounts of registrant cannot be made without undue expense. The balance sheet of registrant has been prepared for the purpose of conforming as nearly as practicable with the requirements of this Registration Statement but reference is made to the accompanying consolidated balance sheet and accompanying footnotes. By resolution of the Board of Directors, all obligations of its subsidiaries have been guaranteed by the registrant although direct guaranties have not been given to individual creditors in all instances.

PROFIT AND LOSS STATEMENT
THE GLIDDEN COMPANY
For the Fiscal Year Ended October 31, 1935

Gross Sales—Less Discounts, Returns and Allowances, Etc.			
To consolidated affiliates		$1,435,388.32	
To others		8,006,661.19	$9,442,049.51
Cost of Sales (opening and closing inventories not used in computation)			6,639,960.72
Manufacturing Profit			$2,802,088.79
Selling, General and Administrative Expenses			
Expenses exclusive of items set forth below		$2,098,978.18	
Expenses per Schedule VIII:			
Maintenance and repairs	$ 10,576.76		
Taxes—other than income taxes	38,038.99		
Rent—office and warehouse	83,474.83		
Provision for doubtful accounts, less recoveries	81,399.85	213,490.43	2,312,468.61
Operating Profit			$ 489,620.18
Other Income			
Dividends received from affiliates consolidated (Schedule IX)		$1,912,625.50	
Dividends received—other (Schedule IX)		34.20	
Interest received from affiliates		505,238.51	
Interest earned—other		14,699.50	
Miscellaneous commissions and profits on merchandise purchased and sold		92,613.08	
Profit on disposal of capital assets (Note G)		5,014.96	
Miscellaneous income		9,799.61	2,540,025.36
			$3,029,645.54
Other Deductions			
Interest on funded debt		$ 179,296.95	
Other interest expense		58,654.80	
Extraordinary legal expense		51,072.11	
Idle plant expense		26,954.14	
Losses of consolidated subsidiaries (Schedule IX)		3,620.76	
Note and bond expense		2,992.20	
Miscellaneous		1,379.88	323,970.84
Profit Before Providing for Federal Income Tax			$2,705,674.70
Provision for Federal Income Tax			105,000.00
Net Profit			$2,600,674.70

(Note A) Net profits of The Glidden Company, Ltd. (wholly owned subsidiary) in the amount of $44,915.47 for the fiscal year ended October 31, 1935, have not been included in the foregoing statement and no provision has been made for (1) loss of fully owned non-operated California Mining Companies for the year, amounting to $45,714.71, including provision for depreciation in the amount of $34,362.88 and (2) portion of loss amounting to $54,522.29, applicable to the Company's investment in common stock of other affiliated companies.

(Note B) Discount and expense on notes of the registrant were charged to capital surplus as of November 1, 1931, as authorized by the Board of Directors. If these items had been amortized on the basis of money in use, the amount of $11,814.48 would have been charged against income for the year ended October 31, 1935.

(Note C) Depreciation or amortization on patents and rights is included in the above statement in the amount of $3,226.96 on a gross value of $58,086.00. No amortization is provided, either in the profit and loss statement or surplus, for other intangibles or for reorganization expenses and commissions on sale of preferred stock.

(Note D) Depreciation claimed for federal income tax purposes exceeded the provision charged against income in this statement by the amount of $48,215.24 for the fiscal year ended October 31, 1935, such excess being due to depreciation claimed on costs written off or credited to revaluation reserve as of November 1, 1931.

(Note E) Special new products development aggregating $61,535.06 for the fiscal year 1935, deferred in accompanying balance sheet, was treated as expense for the purpose of computing estimated federal income tax liability for the year.

(Note F) Estimated profits on sales to and purchases from subsidiary companies have been eliminated in the foregoing statement.

(Note G) It is the Company's practice to reflect minor items of this nature through profit and loss or reserve accounts rather than directly through surplus.

(Note H) Due to the system of bookkeeping followed by the Company prior to November 1, 1934, satisfactory segregation cannot be made as to the operating accounts of the parent Company and the profit and loss statement for the period of two years prior to that date has been omitted.

(Note I) Reference is made to the consolidated profit and loss statement submitted herewith.

SCHEDULE I

INVESTMENT IN SECURITIES OF AFFILIATES

THE GLIDDEN COMPANY

For the year ended October 31, 1933

Name of Issuer	Title of Issue	Balance at Beginning of Period: Number of Shares. Principal Amount of Bonds	Balance at Beginning of Period: Amount in Dollars	Additions During Period: Number of Shares. Principal Amount of Bonds	Additions During Period: Amount in Dollars	Reduction During Period: Number of Shares. Principal Amount of Bonds	Reduction During Period: Amount in Dollars	Balance at Close of Period: Number of Shares. Principal Amount of Bonds	Balance at Close of Period: Amount in Dollars
FFILIATES CONSOLIDATED									
Wilhelm, A., Company	Common capital stock	50	$ 650,669.80		$ 146,759.00	$	—o—	50	$ 797,428.80
American Paint Works	Common capital stock	50	165,460.49		89,879.15		—o—	50	255,339.64
Campbell Paint & Varnish Company	Common capital stock	50	311,520.67		68,771.76		—o—	50	380,292.43
Blood, T. L., & Company	Common capital stock	105 }	314,251.61		—o—		58,380.60	105 }	255,871.01
Twin City Varnish Company	Common capital stock	100 }			—o—		—o—	100 }	
Nubian Paint & Varnish Company	Common capital stock	250	212,955.80		147,483.94		—o—	250	360,439.74
Glidden Company of California	Common capital stock	500	660,767.97		—o—		7,421.39	500	653,346.58
Glidden Company of Massachusetts	Common capital stock	50	134,457.76		—o—		7,128.00	50	127,329.76
Adams & Elting Company	Common capital stock	5,000 }	585,403.52		—o—		217,073.31	5,000 }	368,330.21
Heath & Milligan Manufacturing Company	Common capital stock	250 }			—o—		—o—	250 }	
Forest City Paint & Varnish Company	Common capital stock	50	25,184.76		15,039.23		—o—	50	40,223.99
Chemical and Pigment Company, Inc.	Common capital stock	50	1,624,582.26		—o—		150,160.72	50	1,474,421.54
Metals Refining Company	Common capital stock	50	1,104,125.75		12,930.69		—o—	50	1,117,056.44
Euston Lead Company	Common capital stock	50	506,584.47		30,512.93		—o—	50	537,097.40
Durkee Famous Foods, Inc.	Common capital stock	400	4,484,233.18		880,207.08		—o—	400	5,364,440.26
Wisconsin Food Products Ohio Company	Common capital stock	1,000	169,893.28		—o—		8,096.48	1,000	161,796.80
Glidden Company of Florida	Common capital stock	50	209,378.15		—o—		11,867.80	50	197,510.35
Glidden Company of Texas	Common capital stock	100	244,334.53		4,190.90		—o—	100	248,525.43
Glidden Company of Indiana	Common capital stock	50	116,422.70		10,719.33		—o—	50	127,142.03
			$11,520,226.70		$1,406,494.01	$	460,128.30		$12,466,592.41
Glidden Company, Ltd.	Common capital stock	500	$ 196,107.56*		$ 158,450.58*	$	—o—	500	$ 354,558.14*
FFILIATES NOT CONSOLIDATED									
Fully owned:									
California Zinc Company	Common capital stock	1,000	$ 5,000.00		$ —o—	$	—o—	1,000	$ 5,000.00
California Zinc Company	Bonds	$500,000.00	187,500.00		—o—		—o—	$500,000.00	187,500.00-A
Afterthought Zinc Mining Company	Common capital stock	100	10,000.00		—o—		—o—	100	10,000.00
Other:									
Nelio-Resin Corporation	Common capital stock	5,000	50,000.00		—o—		—o—	5,000	50,000.00
			$ 252,500.00		$ —o—	$	—o—		$ 252,500.00

* Credit balance.

(Note A) Interest on these bonds is in default.

(Note B) Registrant carries its investment and advances to fully owned subsidiaries (exclusive of California Mining Companies not consolidated in the consolidated balance eet) in its accounts under general accounting division controls. The net operating results of the consolidated subsidiaries, except The Glidden Company, Ltd., are transferred to gistrant, through the control account, annually. It is not considered practicable to segregate the balances in these controlling accounts between securities, advances and other er-company transactions. The control account with The Glidden Company, Ltd., shows a credit balance at October 31, 1933.

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SCHEDULE I
INVESTMENT IN SECURITIES OF AFFILIATES
THE GLIDDEN COMPANY
For the year ended October 31, 1934

Name of Issuer	Title of Issue	Balance at Beginning of Period: Number of Shares. Principal Amount of Bonds	Balance at Beginning of Period: Amount in Dollars	Additions During Period: Number of Shares. Principal Amount of Bonds	Additions During Period: Amount in Dollars	Reduction During Period: Number of Shares. Principal Amount of Bonds	Reduction During Period: Amount in Dollars	Balance at Close of Period: Number of Shares. Principal Amount of Bonds	Balance at Close of Period: Amount in Dollars
FILIATES CONSOLIDATED									
Vilhelm, A., Company	Common capital stock	50	$ 797,428.80		$ 118,232.39		$ —o—	50	$ 915,661.19
American Paint Works	Common capital stock	50	255,339.64		104,568.09		—o—	50	359,907.73
ampbell Paint & Varnish Company	Common capital stock	50	380,292.43		27,356.70		—o—	50	407,649.13
Hood, T. L., & Company	Common capital stock	105 }	255,871.01		3,578.27		—o—	105 }	259,449.28
Twin City Varnish Company	Common capital stock	100 }			—o—		—o—	100 }	
Gubian Paint & Varnish Company	Common capital stock	250	360,439.74		36,321.60		—o—	250	396,761.34
Glidden Company of California	Common capital stock	500	653,346.58		—o—		250,027.28	500	403,319.30
Glidden Company of Massachusetts	Common capital stock	50	127,329.76		—o—		3,551.37	50	123,778.39
Adams & Elting Company	Common capital stock	5,000 }	368,330.21		43,845.99		—o—	5,000 }	412,176.20
Heath & Milligan Manufacturing Company	Common capital stock	250 }			—o—		—o—	250 }	
Forest City Paint & Varnish Company	Common capital stock	50	40,223.99		—o—		15,375.34	50	24,848.65
Chemical and Pigment Company, Inc.	Common capital stock	50	1,474,421.54		233,778.10		—o—	50	1,708,199.64
Metals Refining Company	Common capital stock	50	1,117,056.44		—o—		96,451.15	50	1,020,605.29
Euston Lead Company	Common capital stock	50	537,097.40		183,118.70		—o—	50	720,216.10
Durkee Famous Foods, Inc.	Common capital stock	400	5,364,440.26		201,684.25		—o—	400	5,566,124.51
Wisconsin Food Products Ohio Company	Common capital stock	1,000	161,796.80		22,573.36		—o—	1,000	184,370.16
Glidden Company of Florida	Common capital stock	50	197,510.35		—o—	50	197,510.35	—o—	—o—
Glidden Company of Texas	Common capital stock	100	248,525.43		—o—	100	248,525.43	—o—	—o—
Glidden Company of Indiana	Common capital stock	50	127,142.03		—o—	50	127,142.03	—o—	—o—
			$12,466,592.41		$ 975,057.45		$ 938,582.95		$12,503,066.91
he Glidden Company, Ltd.	Common capital stock	500	$ 354,558.14*		$ —o—		$ 4,191.96*	500	$ 350,366.18*
ILIATES NOT CONSOLIDATED									
ully owned:									
California Zinc Company	Common capital stock	1,000	$ 5,000.00		$ —o—		$ —o—	1,000	$ 5,000.00
California Zinc Company	Bonds	$500,000.00	187,500.00		—o—		—o—	$500,000.00	187,500.00-A
Afterthought Zinc Mining Company	Common capital stock	100	10,000.00		—o—		—o—	100	10,000.00
thers:									
Nelio-Resin Corporation	Common capital stock	5,000	50,000.00	1,000	10,000.00		—o—	6,000	60,000.00
American Zirconium Corporation	Common capital stock			5,000	—o—		—o—	5,000	—o—
American Zirconium Corporation	Preferred capital stock			4,232	423,200.00		—o—	4,232	423,200.00-C
			$ 252,500.00		$ 433,200.00		$ —o—		$ 685,700.00

* Credit balance.

(Note A) Interest on these bonds is in default.

(Note B) Registrant carries its investment and advances to fully owned subsidiaries (exclusive of California Mining Companies not consolidated in the consolidated balance t) in its accounts under general accounting division controls. The net operating results of the consolidated subsidiaries except The Glidden Company, Ltd., are transferred to trant, through the control account, annually. It is not considered practicable to segregate the balances in these controlling accounts between securities, advances and other -company transactions. The control account with The Glidden Company, Ltd., shows a credit balance at October 31, 1934.

(Note C) Registrant was contingently liable for subscription to preferred stock of American Zirconium Corporation in the amount of $176,800.00.

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SCHEDULE I
INVESTMENT IN SECURITIES OF AFFILIATES
THE GLIDDEN COMPANY
For the year ended October 31, 1935

Name of Issuer	Title of Issue	Balance at Beginning of Period: Number of Shares, Principal Amount of Bonds	Balance at Beginning of Period: Amount in Dollars	Additions During Period: Number of Shares, Principal Amount of Bonds	Additions During Period: Amount in Dollars	Reduction During Period: Number of Shares, Principal Amount of Bonds	Reduction During Period: Amount in Dollars	Balance at Close of Period: Number of Shares, Principal Amount of Bonds	Balance at Close of Period: Amount in Dollars
AFFILIATES CONSOLIDATED									
Wilhelm, A., Company	Common capital stock	50	$ 915,661.19		$ —o—		$ 109,089.32	50	$ 806,571.87
American Paint Works	Common capital stock	50	359,907.73		—o—		74,795.69	50	285,112.04
Campbell Paint & Varnish Company	Common capital stock	50	407,649.13		—o—		144,948.76	50	262,700.37
Blood, T. L., & Company	Common capital stock	105 }	259,449.28		—o—		227,099.46	105	32,349.82
Twin City Varnish Company	Common capital stock	100 }			11,474.81		—o—	100	11,474.81
Nubian Paint & Varnish Company	Common capital stock	250	396,761.34		—o—		55,077.45	250	341,683.89
Glidden Company of California	Common capital stock	500	403,319.30		—o—	500	403,319.30	—o—	—o—
Glidden Company of Massachusetts	Common capital stock	50	123,778.39		—o—	50	123,778.39	—o—	—o—
Adams & Elting Company	Common capital stock	5,000 }	412,176.20		—o—		58,437.88	5,000	353,738.32
Heath & Milligan Manufacturing Company	Common capital stock	250 }			56,884.95		—o—	250	56,884.95
Forest City Paint & Varnish Company	Common capital stock	50	24,848.65		9,508.02		—o—	50	34,356.67
Chemical and Pigment Company, Inc.	Common capital stock	50	1,708,199.64		—o—		1,004.99	50	1,707,194.65
Metals Refining Company	Common capital stock	50	1,020,605.29		255,979.66		—o—	50	1,276,584.95
Euston Lead Company	Common capital stock	50	720,216.10		—o—		157,106.50	50	563,109.60
Durkee Famous Foods, Inc.	Common capital stock	400	5,566,124.51		917,546.42		—o—	400	6,483,670.93
Wisconsin Food Products Ohio Company	Common capital stock	1,000	184,370.16		—o—		99,402.84	1,000	84,967.32
Heath & Milligan Manufacturing Company of California	Common capital stock	100	—o—		19,960.88		—o—	100	19,960.88
Glidden Company of Oregon	Common capital stock	50	—o—		9,621.81		—o—	50	9,621.81
			$12,503,066.91		$ 1,280,976.55		$ 1,454,060.58		$12,329,982.88
The Glidden Company, Ltd.	Common capital stock	500	$ 350,366.18*		$ 27,131.91*		$ —o—	500	$ 377,498.09*
AFFILIATES NOT CONSOLIDATED									
Fully owned:									
California Zinc Company	Common capital stock	1,000	$ 5,000.00		$ —o—		$ —o—	1,000	$ 5,000.00
California Zinc Company	Bonds	$500,000.00	187,500.00		—o—		—o—	$500,000.00	187,500.00-A
Afterthought Zinc Mining Company	Common capital stock	100	10,000.00		—o—		—o—	100	10,000.00
Others:									
Nelio-Resin Corporation	Common capital stock	6,000	60,000.00		—o—		—o—	6,000	60,000.00
American Zirconium Corporation	Common capital stock	5,000	—o—		—o—		—o—	5,000	—o—
American Zirconium Corporation	Preferred capital stock	4,232	423,200.00		—o—		—o—	4,232	423,200.00-C
			$ 685,700.00		$ —o—		$ —o—		$ 685,700.00

* Credit balance.

(Note A) Interest on these bonds is in default.

(Note B) Registrant carries its investment and advances to fully owned subsidiaries (exclusive of California Mining Companies not consolidated in the consolidated balance sheet) in its accounts under general accounting division controls. The net operating results of the consolidated subsidiaries except The Glidden Company, Ltd., are transferred to registrant, through the control account, annually. It is not considered practicable to segregate the balances in these controlling accounts between securities, advances and other inter-company transactions. The control account with The Glidden Company, Ltd., shows a credit balance at October 31, 1935.

(Note C) Registrant was contingently liable for subscription to preferred stock of American Zirconium Corporation in the amount of $176,800.00.

(Note D) No separate statements are included herein for the above affiliates not consolidated as it is believed that the aggregate investments represented therein are not significant in respect of (1) the assets they represent, and (2) the sales or operating revenues of such non-consolidated affiliates.

(Note E) Reference is made to Schedule XII for information as to indebtedness of affiliates not consolidated as of October 31, 1935.

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SCHEDULE II—PROPERTY, PLANT AND EQUIPMENT

THE GLIDDEN COMPANY

Property	Balance at Beginning of Period	Additions During Period at Cost	Retirements or Sales During Period	Other Changes Debit and/or Credit*	Balance at Close of Period
YEAR ENDED OCTOBER 31, 1933					
Ore lands and leases	$ —o—	$ —o—	$ —o—	$ —o—	$ —o—
Land	1,478,504.03	1,512.32	14.50	—o—	1,480,001.85
Railroad sidings	20,677.32	—o—	—o—	—o—	20,677.32
Buildings	5,612,108.59	39,408.99	4,916.12	—o—	5,646,601.46
Machinery and equipment	5,108,658.71	204,024.55	349,737.03	—o—	4,962,946.23
Furniture and fixtures	374,924.49	20,027.83	18,562.60	—o—	376,389.72
Automotive equipment	43,017.93	3,862.01	33,446.68	—o—	13,433.26
Construction in process	13,819.77	3,428.20*-A	—o—	—o—	10,391.57
TOTAL	$12,651,710.84	$ 265,407.50	$ 406,676.93	$ —o—	$12,510,441.41
YEAR ENDED OCTOBER 31, 1934					
Ore lands and leases	$ —o—	$ —o—	$ —o—	$ 1.00	$ 1.00
Land	1,480,001.85	28,577.75	221.50	102,194.49	1,610,552.59
Railroad sidings	20,677.32	2,725.00	—o—	—o—	23,402.32
Buildings	5,646,601.46	180,512.66	8,767.52	254,897.20	6,073,243.80
Machinery and equipment	4,962,946.23	150,507.62	35,054.59	168,114.49	5,246,513.75
Furniture and fixtures	376,389.72	34,758.05	15,617.51	89,574.11	485,104.37
Automotive equipment	13,433.26	898.91	279.60*	8,142.86	22,754.63
Construction in process	10,391.57	530,901.41-A	—o—	—o—	541,292.98
TOTAL	$12,510,441.41	$ 928,881.40	$ 59,381.52	$ 622,924.15B	$14,002,865.44
YEAR ENDED OCTOBER 31, 1935					
Ore lands and leases	$ 1.00	$ —o—	$ —o—	$ —o—	$ 1.00
Land	1,610,552.59	91,944.36	52,506.93	—o—	1,649,990.02
Railroad sidings	23,402.32	6,616.60	545.18	—o—	29,473.74
Buildings	6,073,243.80	344,271.42	167,090.75	—o—	6,250,424.47
Machinery and equipment	5,246,513.75	844,332.76	404,957.09	—o—	5,685,889.42
Furniture and fixtures	485,104.37	41,040.51	18,263.31	—o—	507,881.57
Automotive equipment	22,754.63	3,814.02	4,915.03	—o—	21,653.62
Construction in process	541,292.98	479,196.37*-A	—o—	—o—	62,096.61
TOTAL	$14,002,865.44	$ 852,823.30	$ 648,278.29	$ —o—	$14,207,410.45

* Credit or deduction.

(Note A) Amounts shown as additions to construction in process represent net additions for periods stated.

(Note B) Transfers from subsidiary companies.

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SCHEDULE II-A

RESERVE FOR REVALUATION OF FIXED ASSETS

THE GLIDDEN COMPANY

Reserves for Property Shown in Schedule II	Balance at Beginning of Period	Additions to Reserves	Charges During Period	Balance at Close of Period
YEAR ENDED OCTOBER 31, 1933				
Land	$ 433,627.77	$ —o—	$ —o—	$ 433,627.77
Buildings	1,353,451.89	—o—	1,621.13	1,351,830.76
Machinery and equipment	882,783.50	—o—	143,736.46	739,047.04
Furniture and fixtures	30,330.46	—o—	—o—	30,330.46
Railroad sidings	6,339.77	—o—	—o—	6,339.77
TOTAL	$2,706,533.39	$ —o—	$145,357.59	$2,561,175.80
YEAR ENDED OCTOBER 31, 1934				
Land	$ 433,627.77	—o—	—o—	$ 433,627.77
Buildings	1,351,830.76	75,745.92	2,624.41	1,424,952.27
Machinery and equipment	739,047.04	54,195.04	6,980.69	786,261.39
Furniture and fixtures	30,330.46	37.80	—o—	30,368.26
Railroad sidings	6,339.77	—o—	—o—	6,339.77
TOTAL	$2,561,175.80	$129,978.76-B	$ 9,605.10	$2,681,549.46
YEAR ENDED OCTOBER 31, 1935				
Land	$ 433,627.77	$ —o—	$ 240.91	$ 433,386.86
Buildings	1,424,952.27	—o—	18,092.03	1,406,860.24
Machinery and equipment	786,261.39	—o—	2,189.55	784,071.84
Furniture and fixtures	30,368.26	—o—	15.54	30,352.72
Railroad sidings	6,339.77	—o—	—o—	6,339.77
TOTAL	$2,681,549.46	$ —o—	$ 20,538.03	$2,661,011.43

(Note A) This reserve was provided by charges to capital surplus and reserve for depreciation, to eliminate appreciation of fixed assets and to reduce the latter to estimated basis of values during 1932 as determined by the Board of Directors.

(Note B) Transfers from accounts of subsidiaries.

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SCHEDULE III RESERVES FOR DEPRECIATION, DEPLETION AND AMORTIZATION OF FIXED ASSETS

THE GLIDDEN COMPANY

Reserves for Property Shown in Schedule II	Balance at Beginning of Period	Additions to Reserves: Charged to Costs Or Income	Additions to Reserves: Charged to Other Accounts	Total	Charges to Reserves: Retirements, Renewals and Major Repairs	Charges to Reserves: Other	Balance at the Close of Period
YEAR ENDED OCTOBER 31, 1933							
Buildings	$ 858,972.53	$ 82,053.89	$ —o—	$ 941,026.42	$ 502.34	$ —o—	$ 940,524.08
Machinery and equipment	1,851,045.07	198,927.69	—o—	2,049,972.76	85,907.28	—o—	1,964,065.48
Furniture and fixtures	213,957.18	23,222.97	—o—	237,180.15	3,431.82	—o—	233,748.33
Railroad sidings	793.91	286.56	—o—	1,080.47	—o—	—o—	1,080.47
Automotive equipment	40,221.39	808.87	—o—	41,030.26	29,941.76	—o—	11,088.50
TOTAL	$2,964,990.08	$ 305,299.98	$ —o—	$3,270,290.06	$ 119,783.20	$ —o—	$3,150,506.86
YEAR ENDED OCTOBER 31, 1934							
Ore lands and leases (reserve for depletion)	$ —o—	$ 3,867.66	$ —o—	$ 3,867.66	$ —o—	$ —o—	$ 3,867.66
Buildings	940,524.08	82,258.29	61,837.13	1,084,619.50	852.70	—o—	1,083,766.80
Machinery and equipment	1,964,065.48	205,682.59	70,113.58	2,239,861.65	9,000.63	—o—	2,230,861.02
Furniture and fixtures	233,748.33	20,930.16	73,757.19	328,435.68	6,808.09	—o—	321,627.59
Railroad sidings	1,080.47	286.56	—o—	1,367.03	—o—	—o—	1,367.03
Automotive equipment	11,088.50	1,044.79	5,155.88	17,289.17	909.10	—o—	16,380.07
TOTAL	$3,150,506.86	$ 314,070.05	$ 210,863.78C	$3,675,440.69	$ 17,570.52	$ —o—	$3,657,870.17
YEAR ENDED OCTOBER 31, 1935							
Ore lands and leases (reserve for depletion)	$ 3,867.66	$ —o—	$ —o—	$ 3,867.66	$ —o—	$ 3,867.66B	$ —o—
Buildings	1,083,766.80	92,992.21	—o—	1,176,759.01	13,672.72	—o—	1,163,086.29
Machinery and equipment	2,230,861.02	237,705.20	—o—	2,468,566.22	21,069.25	—o—	2,447,496.97
Furniture and fixtures	321,627.59	29,027.10	—o—	350,654.69	6,954.15	—o—	343,700.54
Railroad sidings	1,367.03	386.01	—o—	1,753.04	—o—	—o—	1,753.04
Automotive equipment	16,380.07	3,674.06	—o—	20,054.13	4,398.39	—o—	15,655.74
TOTAL	$3,657,870.17	$ 363,784.58	$ —o—	$4,021,654.75	$ 46,094.51	$ 3,867.66	$3,971,692.58

(Note A) The policy of the Company with respect to depreciation is to provide amounts considered by the management as fair and reasonable to cover wear, tear and deterioration of the property on the basis of specific rates as determined. It is not certain to what extent obsolescence is covered in these provisions as changes in the art may result in shortening the useful life of the property. Depreciation claimed for federal income tax purposes for the fiscal years ended October 31, 1933, 1934 and 1935 exceeded the charge to profit and loss due to depreciation claimed on costs written off or credited to revaluation reserve as of November 1, 1931.

(Note B) Depletion reserve transferred to consolidated subsidiary during 1935.

(Note C) Transfers from subsidiary companies.

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SCHEDULE IV

INTANGIBLE ASSETS

THE GLIDDEN COMPANY

Description of Assets By Main Classes	Balance at Beginning of Period	Additions During Period at Cost	Deductions During Period Charged		Other Changes During Period— Debit-Credit*	Balance at Close of Period
			To Income	To Other Accounts		
YEAR ENDED OCTOBER 31, 1933						
Good will	$2,409,044.49				$ 10,295.07*A	$2,398,749.42
Patents and trade marks		$37,263.90-B			10,295.07-A	47,558.97
Rights to manufacture, secret processes, formulas, etc.	61,417.61					61,417.61
	$2,470,462.10	$37,263.90	$ —0—	$ —0—	$ —0—	$2,507,726.00
YEAR ENDED OCTOBER 31, 1934						
Good will	$2,398,749.42				$ 93,258.51	$2,492,007.93
Patents and trade marks	47,558.97	$ 150.00	$1,105.18-C			46,603.79
Rights to manufacture, secret processes, formulas, etc.	61,417.61	11,500.00	819.27-C			72,098.34
	$2,507,726.00	$11,650.00	$1,924.45	$ —0—	$ 93,258.51	$2,610,710.06
YEAR ENDED OCTOBER 31, 1935						
Good will	$2,492,007.93					$2,492,007.93
Patents and trade marks	46,603.79	$63,086.00	$3,226.96-F		$132,275.98*D 129,420.63-E	103,607.48
Rights to manufacture, secret processes, formulas, etc.	72,098.34				10,680.73*D	61,417.61
	$2,610,710.06	$63,086.00	$3,226.96	$ —0—	$ 13,536.08*	$2,657,033.02

(Note A) Transfer of certain items from good will to patents and trade marks.

(Note B) This item includes patents acquired with 500 shares of prior preference stock and 1,000 shares of common stock of the registrant, at a cost to the latter of $36,739.40.

(Note C) Amortization of patents and rights during the year ended October 31, 1934 was computed on items having a cost of $48,239.40, consisting of patents in the amount of $36,739.40 (referred to in Note B) and rights of $11,500.00 acquired during 1934.

(Note D) Patents, trade marks, rights, etc. transferred to consolidated affiliate during 1935. (Includes items acquired in 1933 and 1934.)

(Note E) Patents and trade marks transferred from consolidated affiliate during 1935.

(Note F) Amortization of patents during the year ended October 31, 1935, was computed on items having a cost of $58,086,00 acquired in 1935.

No amortization is provided for on other items represented herein.

SCHEDULE VI
RESERVES
THE GLIDDEN COMPANY

Descriptive Name of Reserves	Balance at Beginning of Period	Additions During Period Charged: To Costs Or Income	Additions During Period Charged: To Other Accounts	Charges to Reserve: Amount	Charges to Reserve: Nature	Balance at Close of Period
RESERVE FOR TAXES, CONTINGENCIES, ETC.						
Year ended October 31, 1933	$266,607.14	$ 47,994.53	$ 32,019.00A	$ 14,637.16B	Federal taxes—1931	$268,406.16
				27,141.82E	Litigation expenditures	
				5,315.46E	Royalties	
				15,120.07E	Equipment scrapped, moving, etc.	
				16,000.00E	Loss on consigned inventory	
				$ 78,214.51		
Year ended October 31, 1934	268,406.16			$ 27,561.18E	Litigation expenditures	122,100.45
				80,000.00	Transfer to reserve for closed banks	
				38,744.53C	Additional compensation	
				$146,305.71		
Year ended October 31, 1935	122,100.45		13,697.57D			135,798.02
RESERVE FOR DOUBTFUL ACCOUNTS, DISCOUNTS, ETC.						
Year ended October 31, 1933	$ 22,343.97	$ 13,803.79	$ 2,016.42F	$ 11,913.07	Accounts charged off	$ 28,499.28
		2,248.17G				
		$ 16,051.96				
Year ended October 31, 1934	28,499.28	22,147.06	$ 3,474.44F	$ 27,295.60	Accounts charged off	
			20,411.94H	2,870.73	Net charge for special discounts	44,366.39
			$ 23,886.38	$ 30,166.33		
Year ended October 31, 1935	44,366.39	$ 81,399.85	15,145.89H	76,558.22	Accounts charged off	93,725.93
		9,284.74G	20,087.28F			
		$ 90,684.59				
RESERVE FOR CLAIMS AGAINST CLOSED BANKS						
Year ended October 31, 1934	$ —0—		$ 80,000.00I	$ 4,987.50	Claims charged off	$ 75,012.50
Year ended October 31, 1935	75,012.50					75,012.50

(Note A) Transferred from reserve for Canadian exchange no longer required and previously provided out of earned surplus.
(Note B) Various provisions for income taxes were made in prior years and credited to this reserve. Income tax payments for 1931 and prior years were charged to this reserve.
(Note C) Provided from operations and credited to reserve in preceding year.
(Note D) Excess provision for 1934 federal income taxes.
(Note E) Charged against the portion of reserve provided out of capital surplus as of November 1, 1931.
(Note F) Represents recoveries on accounts previously charged off.
(Note G) Represents excess of net provision for special discounts over charges.
(Note H) Amount transferred to parent Company upon acquisition of net assets of subsidiary Companies liquidated.
(Note I) Transferred from reserve for taxes, contingencies, etc.

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SCHEDULE VII—SURPLUS

THE GLIDDEN COMPANY

	Year Ended October 31 1933	1934	1935
Capital Surplus			
Balance at beginning of period	$8,167,458.17	$8,194,404.39	$8,240,951.64
Credits			
Excess of selling price over stated value of common stock:			
1933—3,000 shares	26,946.22		
1935—103,881 shares			1,629,225.08*
Excess of selling price over cost of 2,116 shares 7% prior preference stock		46,123.25	
Credit on sale of property previously written off		424.00	
Balance at close of period	$8,194,404.39	$8,240,951.64	$9,870,176.72

*This credit of $1,629,225.08 represents the net excess after deducting underwriting fees and commissions of $108,500.00 and other expense of $28,251.92.

	1933	1934	1935
Profit and Loss—Surplus			
Balance at beginning of period	$2,166,690.66	$3,147,618.29	$3,454,637.81
Credits			
Net profit, including operating results of consolidated subsidiaries, excepting The Glidden Company, Ltd.	1,430,595.78	1,493,524.77	2,600,674.70
	$3,597,286.44	$4,641,143.06	$6,055,312.51
Charges			
Cash dividends paid:			
Prior preference—7%	$ 449,668.15	$ 440,345.50	$ 455,000.00
Common—$1.15 a share in 1934, $1.60 a share in 1935	—o—	746,159.75	1,081,526.40
	$ 449,668.15	$1,186,505.25	$1,536,526.40
Balance at close of period	$3,147,618.29	$3,454,637.81	$4,518,786.11

(Note) As of November 1, 1931, the Board of Directors of the registrant authorized the following charges against capital surplus.

Revaluation of properties of registrant and subsidiaries	$2,275,448.88
Equipment scrapped and demolished	50,988.93*
Note and bond discount and expense	130,052.90*
Provision for contingent reserve	198,491.75*
Development expenses written off	33,251.44*
	$2,688,233.90

If the above items indicated (*) had been charged against profit and loss-surplus instead of capital surplus, the balances of surplus accounts would be:

	Capital Surplus	Profit & Loss Surplus
As of October 31, 1933	$ 8,607,189.41	$2,734,833.27
As of October 31, 1934	8,653,736.66	3,041,852.79
As of October 31, 1935	10,282,961.74	4,106,001.09

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SCHEDULE VIII—SUPPLEMENTARY PROFIT AND LOSS INFORMATION

THE GLIDDEN COMPANY

For the fiscal year ended October 31, 1935

	Charged to Costs	Charged to Profit and Loss	Charged to Other Accounts	Total
Maintenance and repairs	$ 39,518.62	$10,576.76	—o—	$ 50,095.38
Depreciation and depletion	363,784.58		—o—	363,784.58
Taxes (other than income taxes)	45,503.51	38,038.99	—o—	83,542.50
Rent—office and warehouse		83,474.83	—o—	83,474.83
Royalties	46,888.30		—o—	46,888.30

SCHEDULE IX—INCOME FROM DIVIDENDS
THE GLIDDEN COMPANY
For the fiscal year ended October 31, 1935.

	AMOUNT OF DIVIDENDS			Amount of Registrant's Equity in Affiliates Earnings or Losses* for Period of Report
	Cash	Other (Note A)	Total as Shown by Profit and Loss Statement	
CONSOLIDATED AFFILIATES WHOLLY OWNED				
Adams & Elting Company	—o—	$ 31,293.33	$ 31,293.33	$ 31,293.33
American Paint Works	—o—	36,110.82	36,110.82	36,110.82
T. L. Blood & Company	—o—	10,364.40	10,364.40	10,364.40
Chemical & Pigment Company, Inc.	—o—	500,192.97	500,192.97	500,192.97
Durkee Famous Foods, Inc.	—o—	904,846.50	904,846.50	904,846.50
Euston Lead Company	—o—	67,535.86	67,535.86	67,535.86
Forest City Paint & Varnish Company	—o—	5,364.57	5,364.57	5,364.57
Glidden Company, Ltd.	—o—	—o—	—o—	44,915.47
Heath & Milligan Manufacturing Company	—o—	18,336.93	18,336.93	18,336.93
Metals Refining Company	—o—	14,891.19	14,891.19	14,891.19
Nubian Paint & Varnish Company	—o—	117,352.72	117,352.72	117,352.72
Twin City Varnish Company	—o—	8,224.32	8,224.32	8,224.32
A. Wilhelm Company	—o—	198,111.89	198,111.89	198,111.89
				$1,957,540.97
Campbell Paint & Varnish Company	—o—			$ 2,459.10*
Glidden Company of Oregon, The	—o—			590.23*
Heath & Milligan Manufacturing Company of California	—o—			571.43*
				$ 3,620.76*
		$1,912,625.50	$1,912,625.50	$1,953,920.21
AFFILIATES NOT CONSOLIDATED				
California Mining Companies	—o—		$ —o—	$ 45,422.80*-B
American Zirconium Corporation	—o—		—o—	30,138.91*-B
Nelio-Resin Corporation	—o—		—o—	$ 24,383.38*-B
			—o—	$ 99,945.09*
MISCELLANEOUS INVESTMENTS	$ 34.20		$ 34.20	

(Note A) Represents profits and losses* of consolidated subsidiaries taken up through inter-company control accounts.

(Note B) Losses shown by unaudited statements of affiliates. The loss of the California Mining Companies is exclusive of interest on bonds held by registrant which interest is not taken as income on the books of the registrant.

SCHEDULE XII—INDEBTEDNESS OF AFFILIATES
THE GLIDDEN COMPANY
October 31, 1935.

CALIFORNIA MINING COMPANIES—100% OWNED		
The California Zinc Company (exclusive of bonds shown in Schedule I)	$711,644.16	
Afterthought Zinc Mining Company	115,257.81	$ 826,901.97
OTHER AFFILIATES		
American Zirconium Company	$214,366.48	
Nelio-Resin Corporation	319,943.89	534,310.37
		$1,361,212.34

(Note) See Schedule I for information as to consolidated affiliates.