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MOODY'S MANUAL OF INVESTMENTS

AMERICAN AND FOREIGN

INDUSTRIAL SECURITIES

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Also callable on like notice for sinking fund (which see) at following prices to each Dec. 15 incl. ($ per share plus dividends):

1951---	101½	1953---	101¼	1955---	101
1957---	100¾	1959---	100½	1961---	100¼

and thereafter at 100.

SINKING FUND—Annually June 15, commencing 1951, 3% of greatest number of shares of $5 preferred theretofore issued, to call preferred on following Sept. 1. Company may take credit for $5 preferred theretofore called or purchased (except for purchase fund), any balance less than $10,000 to be held over to next calendar year.

OTHER PROVISIONS—Same as $1.20 preferred (No. 1 above) excluding conversion rights.

PURPOSE—Proceeds of (30,000 shares) offered by company applied to same purposes as debenture 3s due 1970.

OFFERED—(50,000 shares) at $98 per share (proceeds to company $95 as to 30,000 shares) on Feb. 1, 1950 by a group headed by A. G. Becker & Co. Inc., Chicago.

Remaining shares issued in exchange for stock of Aetna Oil Co. and Freedom-Valvoline Oil Co.

3. Ashland Oil & Refining Co. common stock; par $1:

AUTHORIZED—3,000,000 shares; outstanding, Sept. 30, 1950, 1,749,153 shares; in treasury, 19,321 shares; reserved for conversion of preferred stock, 485,113 shares; par $1.

VOTING RIGHTS—Has one vote per share voting equally share for share with $1.20 cum. conv. and $5 cum. preferred stocks (Nos. 1 and 2) above. Cumulative voting for directors permitted.

PREEMPTIVE RIGHTS—None.

DIVIDEND RESTRICTIONS—See funded debt above.

DIVIDENDS—(payments since 1935 follow):

1936---	$0.20	1937-45	$0.40	1946---	$0.55
1947---	0.85	1948---	1.10	1949---	1.30
1950---	1.70	[1]1951-	0.50		

[1]To Mar. 16.

LISTED—On New York and Midwest Stock Exchanges.

ISSUED—In connection with consolidation of Swiss Oil Corp. and Ashland Refining Co.

Additional 5,000 shares offered at $5 per share in June, 1939, by Bankers Bond Co., Inc., and Almstedt Brothers, Louisville, Ky., and Security & Bond Co., Lexington, Ky., to residents of Kentucky only.

357,500 shares issued in Aug., 1948 in connection with merger of Allied Oil Co., Inc., under History above).

39,680 shares issued in Dec., 1949 in connection with acquisition of Freedom-Valvoline Oil Co.

Transfer Agents: Company's office land, Ky. and Chase National Bank, New York

Registrar: Second National Bank, Ashland, Ky. and J. P. Morgan & Co., Inc., New York

Subscription Rights: Common stockholders of record Apr. 26, 1945 had right to subscribe to 40,000 shares of 4¼% convertible preferred at $101.50 per share on basis of one preferred share for each 24 7/10 common shares held; rights expired May 7, 1945.

Voting Trust Agreement: W. W. Vandeveer and F. R. Newman each deposited 13,720 preferred and 167,522 common shares received by them upon merger into company of Allied Oil Co., Inc. under a 10-year voting trust agreement dated July 27, 1948. The shares so deposited represent all shares received by them other than the 100,000 preferred shares which they sold publicly. First National Bank of Cincinnati is voting trustee and depositary under agreement.

THE CELOTEX CORPORATION

CAPITAL STRUCTURE

FUNDED DEBT Issue	Rating	Amount Outstanding	[1]Times Charges Earned 1950	1949	Interest Dates	Call Price	Price Range 1950	1932-50
1. 3¼% debentures, 1960	Baa	$3,860,000	21.75	12.89	F&A 1	[3]102½	102 -100½	[4]106-99
2. 3¼% debentures (series 1947), 1960	Baa	2,450,000			F&A 1	100	101½-101½	[7]104-93

CAPITAL STOCK Issue	Par Value	Amount Outstanding	[1]Earned per Sh. 1950	1949	[1]Divs. per Sh. 1950	1949	Call Price	Price Range 1950	1932-50
1. 5% cum. preferred	$20	256,862 shs.	$11.69	$7.59	$1.00	$1.00	20	17¾-15½	[5]23 -15½
2. Common	No par	[6]906,374 shs.	3.03	1.86	1.00	1.50	---	21 -13¼	[2]38⅛- 5

[1]Fiscal years. [2]Range since 1938, after 100% stock dividend. Before 100% stock dividend. 1935-38 range 48¼-12½. [3]To July 31, 1951 incl.; thereafter at 102 to July 31, 1952, incl. when price again changes; see text. [4]Range since 1945. [5]Range since 1943 for $20 par share. Range for $100 par shares from 1935 and to the 5-for-1 split in 1943, 93-46. [6]Includes 29,226 partially paid shares. [7]Range since 1947.

HISTORY

Incorporated in Delaware June 29, 1935, as successor in reorganization to the Celotex Co. (Del.). Latter company was incorporated in Delaware in 1920 as "Louisiana Celotex Co." On June 16, 1932, the latter company was placed in receivership. On Feb. 8, 1935, trustees were appointed under Section 77-B of the U. S. Bankruptcy Act. A reorganization plan was submitted under date of May 1, 1934 (subsequently modified), and on Nov. 1, 1935, the business and assets of the predecessor company were transferred to the present company. Details of reorganization appear in Moody's 1935 Industrial Manual.

In 1937, organized English Company, Celotex, Ltd.

In 1937 acquired an interest in American Gypsum Co., Port Clinton, Ohio, and in 1939 completed acquisition of company.

In Mar., 1945, acquired properties and business of Texas Cement Plaster Co. located at Plasterco and Longworth, Tex.; manufacturers of full line of gypsum plaster and board products.

On Aug. 30, 1946, acquired 83 1/3% interest in El Rey Products Co.; purchased balance of outstanding stock in 1947 and acquired direct ownership of property and assets including 20% interest in stock of California Mill Supply Co., dealers in waste paper, rags, etc.

Acquired properties in Ohio of Weaver-Hall Co. in Aug., 1946.

On Aug. 15, 1950 acquired properties of Wasem Plaster Co., Fort Dodge, Ia.

SUBSIDIARIES

This is principally an operating company. At Oct. 31, 1950, 100% of the voting power was owned in the following companies:

Name, place of incorporation and business:
American Gypsum Co., Ohio, inactive.

El Rey Products Co., Inc., California, inactive.

At Oct. 31, 1950, owned less than 100% of voting power in following company.

Celotex, Ltd., England, manufactures and sells Celotex products in British Empire (80%) [1].

[1]Articles of Association of Celotex, Ltd. provide that unless and until number shall be changed as provided therein, number of directors shall not be less than 2 nor more than 5. Holders of first preference shares are entitled to appoint 1 such director. By virtue of its ownership of 100% of deferred shares, Celotex Corp. is entitled to elect remaining directors. At Oct. 31, 1950, there were 5 directors.

Note: At Oct. 31, 1950, company owned 205,328 common shares of South Coast Corp. (see general index) constituting approximately 48% of voting power of all outstanding stock of that company and 600 shares (20%) of California Mill Supply Corp.

BUSINESS & PRODUCTS

The company manufactures building and insulating products, consisting for the most part of products marketed under the trade name "Celotex." These products are manufactured principally from bagasse, the fiber remaining after the juice has been extracted from sugar cane, and are used, among other things, for exterior sheathing, plaster base, exterior and interior finish, for insulating roofs, and as insulation in the manufacture of household refrigerators, railway refrigerator cars, cold storage plants and other products.

The company also manufactures and sells products for correction of acoustical conditions in office buildings, auditoriums, theaters, broadcasting studios, and other places in which acoustical treatment is desired, including products marketed under the trade names "Acousti-Celotex."

The company also is engaged in the manufacture and sale of other types of insulating and building material products, including loose granulated and batt forms of rock wool, roofing products, gypsum plaster, lath and wallboards, and also various items used as accessories in the application of products sold.

Celotex also sells products made by other manufacturers, such as hard boards, which cut, saw and handle like lumber (made by Masonite Corp.), and are used for paneling of all sorts, for decoration, shelving, etc. Celocrete (made by various steel companies), a light weight concrete aggregate, is made of expanded molten blast furnace slag, and is used with Portland cement to manufacture precast concrete.

The Celotex Corp. maintains offices throughout the world and has branch offices in 15 cities located in various parts of the United States, including the Pacific Coast.

PRINCIPAL PLANTS & PROPERTIES

The main manufacturing plant is located at Marrero, in Jefferson Parish, La., close to the City of New Orleans. It comprises approximately 143 acres of land.

The company obtains bagasse, the principal raw material, from a number of sugar mills in Louisiana

A plant at Metuchen, N. J., is located on approximately 14½ acres of land, and contains about 210,000 square feet of floor space, and is used for the manufacture of asbestos cement board with insulating cane (Cemesto), insulating siding. There is also a warehouse and curing building of about 50,000 square feet.

A plant at Port Clinton, Ohio and a plant near Hamlin, Tex. are used in manufacture of gypsum products

A plant near Ft. Dodge, Ia., manufactures plaster products.

A plant near Lagro, Ind. and a plant in Detroit, Mich., are used for production of rock wool insulation products. Plant at Lagro also manufacturers acoustical mineral tile.

Plants at Cleveland, and Avery, O., Madison, Ill., and Los Angeles, Cal. are used in manufacture of roofing products.

Plant of Celotex, Ltd., a subsidiary, is located at Stonebridge Park, London. Buildings, including office building, etc., have a combined floor area of approximately 141,000 sq ft. Equipment includes facilities for preparing raw material and fabricating equipment for preparing finished board.

MANAGEMENT

Officers
O. S. Mansell, President
H. W. Collins, Exec. Vice-President
Carl G. Muench, Senior Vice-Pres.
C. L. Christensen, Vice-Pres. and Chairm. Exec. Com.
F. A. Irvine, Vice-President
A. I. Schimpf, Treasurer
C. W. Johns, Secretary
W. D. Becker, Contr. and Asst. Sec.
J. M. Erickson, Asst. Treasurer
A. F. O. Pfeiffer, Asst. Treasurer
J. W. Franklin, Purchasing Agent
Gates Ferguson, Advertising Manager
G. C. Snyman, Export Manager
Marvin Greenwood, Sales Manager

Directors
C. L. Christensen, Chicago
H. W. Collins, Chicago
W. W. Colpitts, New York
Bror Dahlberg, Chicago
A. J. Dallstream, Chicago
P. H. Davis, Chicago
Parrish Fuller, Oakdale, La.
John Irwin, Chicago
O. S. Mansell, Chicago
Carl G. Muench, Chicago
A. C. Simmonds, Jr., New York
E. B. Wilber, New York

General Counsel: Pam, Hurd & Reichmann, Chicago.

Annual Meeting: Third Tuesday in February.

Number of Stockholders: Oct. 31, 1950 (approx.), 12,200.

Number of Employees: Oct. 31, 1950, 5,400.

General Office: 120 So. La Salle St., Chicago 3, Ill.

Management Compensation Plan: For fiscal year bonus payments are based on the consolidated net earnings (as defined) in excess of $1,800,000 and are limited to 40% of combined annual compensation rate of officers and certain other employees, such amount to be distributed in accordance with their respective salaries with such modifications as are designated by the president.

Pension Plans: Effective Nov. 1, 1950. Corporation established two pension plans, a noncontributory plan covering the hourly workers at Marrero, La. plant and a contributory plan covering substantially all of salaried employees.

Under plans corporation will make annual contributions to pension trusts beginning in 1951 in amounts in each period sufficient to cover the normal cost of the pensions for each year and to fund the past service cost of pensions on the basis of a level method of funding over a 20-year period from effective date of plans. It is estimated that the total cost of the plans for 1951 will be approximately $320,000, of which $162,500 represents current service cost, and balance of $157,500 represents payments to fund the past service cost, including interest. Unfunded past service cost of plans as of Nov. 1, 1950 is estimated at approximately $2,475,000.

There are other arrangements for pension payments to certain persons not covered by the above pension plans under which payments of approximately $57,000 will be required in 1951.

INCOME ACCOUNTS COMPARATIVE CONSOLIDATED INCOME ACCOUNT, YEARS ENDED OCT. 31

	1950	1949	1948	1947	1946	1945	1944
Net sales	$48,714,716	$38,362,160	$54,190,341	$46,872,120	$33,090,464	$22,185,651	$20,693,859
Cost of sales and expenses	41,876,732	33,718,358	41,530,140	35,668,208	25,425,359	20,041,957	19,069,196
[1]Deprec., depletion & amortization	1,599,690	1,503,697	1,322,596	925,048	557,250	770,782	816,481
Operating profit	5,218,294	3,140,405	11,337,605	10,278,864	7,107,856	1,372 912	978,182
Other income	370,684	384,788	388 132	354,220	459,661	244,357	194,410
Total income	5,588,978	3,525,193	11,725,737	10,633,084	7,567,517	1,617,269	1,172,592
Interest on funded debt	216,596	229,794	237,694	153,075	160,225	114,459	111,391
Other interest			45,302	85,040	8,135		3,394
Debt discount and expense	30,621	33,808	35,050	10,952	10,139	13,580	15,057
Other deductions	213,208	126,401	183,414	108,487	100,524	304,296	176,289
Federal income taxes	2,051,000	1,135,000	4,307,000	3,963,867	2,476,186	400,920	320,500
Excess profits tax					952,300	157,220	6,200
Post-war credit—excess profits tax							[1]cr 48,120
Other inc. taxes & conting. tax res.	74,000	51,000	132,088	83,732	35,682	21,268	25,604
Net profit	3,003,552	1,949,190	6,785,189	6,227,929	3,824,324	605,525	562,276
Preferred dividends	256,862	256,863	256,862	256,863	256,862	170,752	156,863
Common dividends	875,532	1,307,554	1,518,091	968,628	830,513	377,772	377,759
[2]Surplus for year	1,871,158	384,773	$5,010,235	$5,002,438	$2,736,949	$57,000	$27,654

[1]*1945 includes amortization on accelerated basis ($268,910 after deducting $150,486 applicable taxes).*

[2]1946: Before debiting $456,634 provision for additional Federal income and excess profits taxes and interest for prior years (while basis and amount are being protested, this provision has been made for the entire amount computed on basis as proposed by the Treasury Dept.) and crediting $49,556 applicable net adjustments of depreciable assets.

1945: Before debiting $120,321 costs and expenses relative to sale of 100,000 additional preferred shares.

[3]Includes $47,500 credit due to carry back to prior year of unused excess profits credit of current year.

General Notes

Above report excludes Celotex, Ltd. Net profit of that company for years ended Oct. 31: *1950*, $52,066; *1949*, $147,954; *1948*, $189,231; *1947*, $44,148; 1946, $7,906; 1945, $59,343; 1944, $55,628.

Record of Earnings, years ended Oct. 31:

Year	Net Sales	Cost and Expenses	Operating Profit	Oth. Inc. & Ded. (Net)	Inc. Bef. Taxes	Income Taxes	Net Income	Common Dividends	Com. Shs. Outstand.	Earn. Per Com. Sh.
1936	$7,589,955	$6,724,665	$865,290	*d* $99,856	$765,434	$29,419	$736,015		268,685	$2.20
1937	10,574,242	9,280,992	1,293,250	37,203	1,330,453	63,700	1,266,753	$322,422	268,685	4.17
1938	9,126,489	8,471,885	654,604	*d* 126,246	528,358	10,000	518,358	312,429	312,429	1.19
1939	12,317,936	11,242,829	1,075,107	*d* 254,351	820,756	79,000	741,756		629,960	0.95
1940	13,817,501	12,808,896	1,008,605	*d* 171,677	836,928	89,300	747,628		627,676	0.96
1941	19,977,155	16,809,199	3,167,957	171,069	2,996,889	1,247,790	1,749,099	706,138	627,676	2.55
1942	23,510,364	19,645,214	3,865,150	*d* 95,247	3,769,903	2,645,936	1,123,967	471,901	632,068	1.54
1943	22,598,269	20,630,162	1,968,107	*d* 299,367	1,668,743	1,138,544	530,199	325,293	696,933	0 54

BALANCE SHEETS COMPARATIVE CONSOLIDATED BALANCE SHEET, AS OF OCT. 31

ASSETS:	1950	1949	1948	1947	1946	1945	1944
Cash	$5,017,130	$6,491,340	$5,777,132	$5,101,040	$2,453,820	$1,853,639	$2,256,657
U. S. Government securities	1,993,400			465,035	4,550,951	6,025,651	850,000
[2]Notes and accounts receivable, net	6,638,856	4,787,368	5,329,177	5,085,297	3,609,718	2,305,393	2,277,526
Federal tax refund claims						266,730	
[1]Inventories	4,814,099	5,077,234	4,612.704	4,222,985	3,546,432	2,305,964	2,221,552
Total current assets	$18,463,485	$16,355,942	$15,719.013	$14,874,357	$14,160,971	$12,757,376	$7,605,735
[3]Operating properties	34,015,827	32,150,768	31,514.090	28,349,631	19,130,942	13,183,159	11,570,263
Deprec., depletion & amortization	12,775,108	11,419,129	10,332.815	9,249,071	8,591,957	8,094 104	7,317,421
Net operating property	21,240,719	20,731,639	21,181,275	19,100,559	10,538,985	5,089 54	4,252,842
Non-operating property (net)						120,0 7	177,523
Patents and rights	1	1	1	1	1	1	1
[2]South Coast Corp. investment	438,541	438,541	438.541	438,541	438,541	438,541	438,541
[5]Investment in Celotex, Ltd.	700,460	700,460	695,161	703,074	711,007	718,913	726,086
Investment in El Rey Prod. Co.					2,181,790		
[6]Calif. Mill Supply Corp.	202,838	202,838	202,838	202,838			
Suspense					[11]55,130		
[4]Invest. Certain-teed Prod. Corp.							1,137,540
Post-war tax refund							83,753
Other assets	*165,169*	*340,001*	*622,845*	227,379	*220,143*	195,106	*345,669*
Unamort. debt discount & expense	171,487	202,107	235,915	81,252	92,204	102,671	107,769
Deferred charges	540,254	383,534	448.747	475,439	357,018	207,579	148,678
Total	$41,922,953	$39,355,063	$39,544,336	$36,103,440	$28,755,790	$19,629,438	$15,024,138
LIABILITIES							
Notes payable				$1,000,000	$1,300,000		
Accounts payable	$2,503,539	$1,897,502	$2,223,634	2,234,898	2,310,542	$1,359,294	$986,057
Accrued expenses	1,435,275	997,830	919.460	897,131	812,733	593,155	458,639
Accrued interest	51,269	54,673	58.183	41,998	43,458	40,802	35,987
Prov. for misc. taxes	248,298	181,882	146.231	126,270	93,509	73,781	94,301
Sinking fund requirement	437,500	437,500	437,500	250,000	250,000	175,000	
[7]Prov. for income taxes	505,105	546,261	585,726	1,912,673	830,898	257,810	682,272
Total current liabilities	$5,180,987	$4,115,648	$4,370,735	$6,462,969	$5,641,140	$2,499,842	$2,257,257
Debentures	5,872,500	6,291,500	6,723,500	4,342,000	4,582,000	4,825,000	2,879,000
Bank loan				2,000,000			
Liab. under license agreement							23,849
Payment rec. on stock sales					[11]55,130		
5% preferred stock ($20 par)	5,137,250	5,137,250	5,137.250	5,137,250	5,137,250	5,137,250	3,137,250
[5]Common stock	*876,246*	873,957	869,332	863,183	855,472	755,472	755,472
[14]Partially paid com. shares	29,226	31,519	36,144	42,325			
[16]Paid-in surplus	6,269,661	6,217,014	6,110.639	5,969,212	5,793,659	2,457,684	1,953,797
Earned surplus	18,559,332	16,688,175	16,296.735	11,286,500	6,691,140	3,954,191	4,017,512
Total capital and surplus	30,871,715	28,947,915	28,450,100	23,298,470	18,477,521	12,304,597	9,864,031
[8]Treasury common stock	2,250						
Net capital and surplus	30,869,465	28,947,915	28,450,100	23,298,470	18,477,521	12,304,597	9,864,031
Total	$41,922,953	$39,355,063	$39,544,336	$36,103,440	$28,755,790	$19,629,438	$15,024,138
Net current assets	$13,282,498	$12,240,294	$11,348.278	$8,411,388	$8,519,831	$10,257,534	$5,348,478

[1]At lower of cost or market. 1950: Comprises: Raw materials (including at cost, $1,260,005 basic raw materials for which the corporation is the only substantial market), $2,261,405; goods in process, $248,176; finished goods, $680,952; operating and maintenance supplies, $1,623,566; total, $4,814,099.

[2]1950: Comprises: $1,577,260 debenture 5s (subordinated) 1973 and 205,328 shares of common stock carried at $438,541. Market value Oct. 31, 1950, debenture 5s, (subordinated), 1973, $1,072,537; common shares, $744,314; total, $1,816,851.

[3]Investment at cost (less $64,940 reserve in 1950) in securities Celotex, Ltd. (English subsidiary—not consolidated.)

[4]Investment sold in 1945.

[5]No par shares: 1950, 876,246; 1949, 873,957; *1948, 869,332; 1947, 863,183; 1946, 855,472; 1945–44, 755,472.*

[6]At cost (after $47,162 reserve in 1950).

[7]After deducting investment in U. S. Treasury notes, tax series, at cost: 1950, $2,000,000; 1949, $1,000,000; 1948, $4,080,000; 1947, $3,380,000; 1946, $3,190,000; 1945, $1,000,000; $1944, $390,000.

[8]1950: 98 shares at cost.

Includes provision for renegotiation in 1944.

[16]Principal paid-in surplus changes follow: 1949-47: After crediting (1949, $106,375; 1948, $141,427; 1947, $177,353) excess of consideration received for (1949, 4,625; 1948, 6,149; 1947, 7,711) common shares fully paid in the year over stated value of $1 per share (after $1,800 costs and expenses relative to sale of stock in 1947).

1946: After crediting $3,575,000 excess of amount received from sale at $36.75 of 100,000 additional common shares over stated value of $1 per share; less $239,024 cost and expenses relative to sale of stock.

1945: After crediting $503,886 excess of net proceeds of sale of portion of investment in Certain-teed Products Corp. common stock over 1938 written-down value thereof.

1944: After crediting $514,953 net excess of consideration received from sale at $10.50 per share of 58,539 additional common shares, no par value over $1 stated value and $75,000 book value assigned to assets received in exchange for $125,000 principal amount of South Coast Corp. 5% income debentures (subordinated) which were carried on books at $1.

[11]Amount received from employees on stock sales agreement.

[12]After reserves (1950, $766,060).

[13]1945: Includes $817,327 emergency facilities covered in full by reserve. It is anticipated that these facilities will continue in use.

[14]1950, 29,226 (1949, 31,515; 1948, 36,140; 1947, 42,289) shares. Total subscribed by employees, 1950, $701,424 (1949, $756,360; 1948, $867,360; 1947, $1,014,936); less unpaid portion due in installments to 1950, $672,198 (1949, $724,841; 1948, $831,216; 1947, $972,611); balance, 1949, $31,519 (1948, $36,144; 1947, $43,325).

Accounts certified by Arthur Young & Co.

STATISTICAL RECORD, FISCAL YEARS

	1950	1949	1948	1947	1946	1945	1944
Earned per share—preferred	$11.69	$7.59	$26.42	$24 25	$14.89	$2.36	$3.55
—common	$3.03	$1.86	$7.20	$6.59	$4.17	$0.57	$0.7[illegible]
Dividends per share—preferred	$1 00	$1.00	$1.00	$1.00	$1 00	$1.00	$1.00
—common	$1.00	$1 50	$1.75	$1.12½	$1 00	$0.50	$0.7[illegible]
[1]Price range—preferred	173¾-151½	183¾-151½	201⅛-175⅛	217¾-193¾	22-20	217⅛-181½	191[illegible]
—common	21-13¼	26¾-13¾	34⅜-22¾	32⅝-19⅞	38⅛-22½	25¼-14⅞	15[illegible]
Net tangible assets per sh.—preferred	$120.18	$112.69	$110 76	$90.70	$71 93	$47.90	$62.[illegible]
—common	$28.42	$26.29	$25.75	$20.06	$15.59	$9.49	$8.90
Fixed charges earned:							
Bef. inc. taxes, deprec. & depl.	28.22	18.60	40.45	45.97	44.95	16.27	12.[illegible]
Bef. inc. taxes & aft. deprec. & depl.	21.75	12.89	36.20	42.26	41.83	10.25	7.67
After inc. tax., deprec. & depl.	13.15	8.39	22.33	26.00	22.42	5.73	5.[illegible]
Times charges & pfd. div. earned	6.45	4.25	12.36	12.80	9.19	2.46	2.4[illegible]
Price range—3¼s, 1960 (issued 1945)	102-100½	101⅝—99¼	102-99	106-101	105½-102⅜	103¼-102	----------
—3¼s, 1960 (series 1947)	101½-101½	101½-101	101-100⅛	104-93	----------	----------	----------
Net tangible assets $1,000 fund. debt	$6,257	$5,601	$5,231	$4,674	$5,033	$3,550	$4,[illegible]
Net curr. assets per $1,000 fund. debt	$2,262	$1,946	$1,688	$1,326	$1,859	$2,126	$1,85[illegible]
Times preferred dividends earned	11.69	7.59	26.42	24.25	14 89	3.55	3.58
Number of shares—preferred	256,863	256,863	256,863	256,863	256,863	256,862½	156,86[illegible]
—common	[2]905,374	[2]905,472	[2]905,472	[2]905,472	855,472	755,472	755,472

[1]Calendar years.
[2]Including partially paid shares: 1950, 29,226; 1949, 31,515; 1948, 36,140; 1947, 42,289.

FUNDED DEBT

1. Celotex Corp. debenture 3¼s, due 1960:
Rating—Baa

AUTHORIZED—$5,000,000; outstanding, $3,860,000.
DATED—Aug. 1, 1945.
MATURITY—Aug. 1, 1960.
INTEREST—F&A 1 at office of trustee or at City National Bank & Trust Co., Chicago. Principal and interest payable in U. S. legal tender.
TRUSTEE AND REGISTRAR—Chemical Bank & Trust Co., New York.
DENOMINATION—Coupon, $1,000; registerable as to principal.
CALLABLE—As a whole or in part on at least 30 days' published notice at any time to July 31, incl., as follows:

1952	102	1953	101⅛	1954	101
1959	100½	[1]1959	100		

[1]After July 31, 1959.

Also callable for sinking fund, which see.
SINKING FUND—Annually on or before first day of fifth calendar month next succeeding close of each fiscal year beginning 1945, 15% of sinking fund earnings (as defined), but not to exceed $250,000. Sinking fund payments shall average at least $175,000, whether or not earned, for each fiscal year after Oct. 31, 1944. Debentures may be tendered in lieu of cash at an amount equal to principal amount of debentures or the cost but not to exceed sinking fund redemption price on next Aug. 1; any excess of debentures (acquired otherwise than by redemption) so tendered shall be credited at not to exceed sinking fund redemption price against next succeeding payments. Cash payments to be used prior to the next succeeding Aug. 1 at direction of company to purchase at not to exceed sinking fund redemption price or to redeem debentures; company on request of trustee shall pay accrued interest and commissions on debentures purchased or redeemed. Any balance in sinking fund on any Aug. 1 sufficient to redeem at least $25,000 (or less if requested by company) to be used to redeem debentures by lot on or before any succeeding Oct. 1, and any moneys not so used shall be added to next sinking fund payment. Any amounts not so used after Oct. 1, 1959, shall be applied to payment at maturity or to earlier redemption of debentures. Debentures purchased or redeemed to be cancelled.

Callable for sinking fund at 104 to July 31, 1948, incl., and thereafter at above call prices.
SECURITY—Not secured by any lien.
CREATION OF ADDITIONAL DEBT, ETC.—Company will not, directly or indirectly, create or assume, or permit any subsidiary to create or assume, any mortgage, pledge, or encumbrance on property or assets now owned or hereafter acquired, or on income or profits therefrom, unless debentures are equally and ratably secured thereby, except purchase money or other permitted liens.

Company will not (A) pay or declare any cash dividend on common, or acquire for value any capital stock (except by issuance or application of proceeds of additional shares), or (B) make any investment in excess of $50,000 in capital stock or obligations of or loans to any company not then or immediately thereafter by reason thereof to become a subsidiary (except through issue or proceeds of sale or disposition of such investment or capital stock of company) if such dividends, acquisitions of stock, or amount of such investments or loans exceed the sum of (a) consolidated net earnings (as defined) since Oct. 31, 1944, plus (b) $1,000,000 and (c) proceeds of sale or disposition after date of indenture of any such investment or capital stock not applied as referred to in (A) and (B) above after deducting therefrom (i) all cash dividends paid or declared after Oct. 31, 1944, and cost of all stock acquired, in each case as in clause (A) above, and (ii) all investments or loans as in clause (B) above, after date of indenture.

Note: The above clauses (A) and (B) of the 1947 issue (No. 2) are the same except that the date is Apr. 30, 1947 instead of Oct. 31, 1944.

Consent of 66 2/3% of debentures necessary to create, assume, or issue, directly or indirectly, or permit any subsidiary so to do, any additional funded debt, except (a) for refunding, renewal or extension of not to exceed like amount thereof, or (b) funded debt (as defined) of a subsidiary to company; provided, that company shall not dispose or part with control thereof (except to such subsidiary), unless immediately thereafter (1) average annual consolidated net earnings available for interest (as defined) on funded debt for two fiscal years immediately preceding equal at least 4 times total annual interest requirements on consolidated funded debt; (2) excess of current assets (as defined) over current liabilities at least equal outstanding funded debt, except funded debt secured by liens as permitted, and (3) consolidated net tangible assets (as defined) at least equal 2½ times consolidated funded debt.
DIVIDEND RESTRICTION—No dividend (except stock dividends) shall be declared or paid on capital stock if thereupon current assets would be less than twice current liabilities.

See also clauses (A) and (B) above.
RIGHTS ON DEFAULT—In event of default (30 day grace period for payment of interest, 60 days for sinking fund installment), trustee or 25% of debentures may declare principal due and payable immediately.
INDENTURE MODIFICATION — Indenture may be modified except as provided with consent of 66 2/3% of debentures.
PURPOSE—Net proceeds used to redeem debenture 3¾s, due 1955, and for additional working capital.
TAX STATUS—Company refunds personal property taxes in Pennsylvania not to exceed 4 mills and in Kentucky not to exceed 5 mills on taxable value, and income taxes in Massachusetts up to 6% and in Maryland up to 5% per annum.
LISTED—On New York Stock Exchange.
OFFERED—($5,000,000) at 102½ (proceeds to company 99) on Sept. 6, 1945 by a syndicate headed by Paul H. Davis & Co., Chicago.

2. Celotex Corp. debenture 3¼s (issue of 1947) due 1960:
Rating—Baa

AUTHORIZED—$3,000,000; outstanding, $2,450,000.
DATED—Aug. 1, 1947.
MATURITY—Aug. 1, 1960.
INTEREST—F&A 1 at office of trustee or City National Bank & Trust Co., Chicago. Principal and interest payable in U. S. legal tender.
TRUSTEE AND REGISTRAR—Bank of New York, New York.
DENOMINATION—Coupon, $1,000; registerable as to principal.
CALLABLE—As a whole or in part on at least 30 days' published notice at any time at par and interest.
SINKING FUND—Annually on or before first day of tenth calendar month next succeeding close of each fiscal year, beginning with fiscal year ending in 1947, the lesser of 9% of sinking fund earnings (as defined) or $187,500, but to be maintained at a minimum average of $125,000 for each 12-months period regardless of such earnings. Debentures may be tendered at an amount equal to the principal amount of the debentures in lieu of cash; any excess credits to apply on future payments. Debentures so redeemed or credited to be cancelled.
OTHER PROVISIONS—Same as debenture 3¼s, issue of 1945, due 1960 (No. 1) with exception noted.
PURPOSE—Net proceeds to pay term bank loans; balance to general funds.
LISTED—On New York Stock Exchange.
OFFERED—($3,000,000 at 97½ on Nov. 21, 1947 by a syndicate headed by Paul H. Davis & Co., Chicago, and Union Securities Corp., New York.

CAPITAL STOCK

1. The Celotex Corp. 5% cumulative preferred stock; par $20.
AUTHORIZED—500,000 shares (increased from 100,000 shares, July 12, 1943); outstanding, 256,862½ shares; par $20 (changed from $100 par June 18, 1943, five $20 par shares issued for each $100 par share).
PREFERENCES—Has preference for assets and dividends.
DIVIDEND RIGHTS—Entitled to cumulative dividends of 5% per annum, payable quarterly Feb. 1, etc.
DIVIDEND RECORD—No dividends paid on $100 par shares to Nov. 10, 1936 when 5% was paid clearing up arrears. Thereafter, regular dividends paid quarterly February 1, etc., to May 4, 1943, incl.

Initial dividend of 25 cents per share paid on $20 par shares Aug. 9, 1943; regular dividends paid quarterly thereafter.
DIVIDEND LIMITATIONS — See "Dividend Restriction" under debenture 3¼s, 1960.
VOTING RIGHTS—None, except that if at any time cumulative dividends have accrued to the extent of $2 per share, holders of preferred stock shall have one vote per share.
LIQUIDATION RIGHTS—Has preference over common to par plus accrued and unpaid dividends.
PREEMPTIVE RIGHTS—None.
CALLABLE—On any quarterly dividend date, in whole or in part (by lot), on 30 days' notice, at $20 per share plus accrued dividends.
LISTED—On New York Stock Exchange.
TRANSFER AGENT—Chase National Bank, New York.
REGISTRAR—Chemical Bank & Trust Company, New York.
OFFERED—(100,000 shares) at $20 per share (proceeds to company $19 per share) on Sept. 6, 1945 by a syndicate headed by Paul H. Davis & Co., Chicago.

2. The Celotex Corp. common; no par.
AUTHORIZED—1,500,000 shares; outstanding, 905,374 shares (including 29,226 shares partially paid subscribed by employees); in treasury, 98 shares; no par.

Dividend Record (In $)
(Calendar years)

1935-36	Nil	1937	1.20	1938	[1]
1939-40	Nil	1941	1.12½	1942	0.75
1943-45	0.50	1946	1.00	1947	1.12½
1949	1.75	1949	1.50	1950	1.00
[2]1951	0.50				

[1]Paid 100% in stock Nov. 4, 1938.
[2]To May 1.

DIVIDEND LIMITATIONS — See "Dividend Restriction" under debenture 3¼s, 1960.
VOTING RIGHTS—One vote per share. Cumulative voting permitted for election of directors. See "Voting Rights" under 5% preferred stock, above.
PREEMPTIVE RIGHTS—None.
LISTED—On New York Stock Exchange.
TRANSFER AGENT—Chase National Bank, New York.
REGISTRAR—Chemical Bank & Trust Company, New York.
OFFERED—(100,000 shares) at 36¾ by Paul H. Davis & Co., Chicago and Union Securities Corp., New York.
Subscription Rights: Common stockholders of record Oct. 22, 1943 had right to subscribe, at $10.50 per share, for shares of common stock, on the basis of one share for each ten shares then held.

INTRODUCTION Users of this Manual should consult the Introduction on heavy white paper in the front of this volume which contains valuable information concerning the scope of this volume.