52 WALL STREET

NEW YORK 5, N. Y.

February 27, 1948

To the Stockholders of Graham-Newman Corporation:

Submitted herewith is a copy of the report of our auditors, Messrs. Stern, Forter, Kingston & Coleman, covering the fiscal year ended January 31, 1948.

The appended balance sheet indicates a net asset value of \$114.13 per share on January 31, 1948, compared with \$116.84 per share on January 31, 1947.

Dividends of \$17.10 per share were paid during the year, of which \$12.97 has been designated as Capital Gain Dividends, pursuant to Section 362 of the Internal Revenue Code.

The over-all gain for the fiscal year, after deduction of the decrease in unrealized appreciation, amounted to \$14.39 per share on the average number of shares outstanding. Net realized profits for the year, without reflecting the shrinkage in unrealized appreciation, amounted to \$17.01 per share.

The indicated net asset value as of February 14, 1948, was approximately \$111 per share.

The annual meeting of stockholders is scheduled to be held on Monday, April 12, 1948. In connection therewith, it is expected that formal notice will be mailed to stockholders before April 2, 1948, together with a proxy statement and request for proxies.

Very truly yours,

Benj. Graham,
President

Jerome A. Newman, Vice-President & Treasurer

#### STERN, PORTER, KINGSTON & COLEMAN

CERTIFIED PUBLIC ACCOUNTANTS

551 Afth Menue, New York 17. N. Y.

To the Board of Directors and Stockholders of Graham-Newman Corporation:

We have examined the Balance Sheet of Graham-Newman Corporation as at January 31, 1948 and the related statements of Profit and Loss, Surplus and Unrealized Appreciation of Investments for the year then ended, have reviewed the system of internal control and the accounting procedures of the company and, without making a detailed audit of the transactions, have examined or tested accounting records of the company and other supporting evidence by methods and to the extent we deemed appropriate and in accordance with generally accepted standards applicable in the circumstances.

Pursuant to regulations of the Securities and Exchange
Commission applicable to regulated investment companies, the Balance
Sheet herein gives effect to the evaluation of investments in securities at their quoted market values as at the date thereof.

In our opinion, the accompanying Balance Sheet and related statements of Profit and Loss, Surplus and Unrealized Appreciation of Investments together with the notes appended thereto, present fairly the position of Graham-Newman Corporation as at January 31, 1948 and the results of its operations for the year then ended, in conformity with the accounting principles set forth hereinabove applied on a basis consistent with that of the preceding year.

TERN, PORTER, KINGSTON & COLEMAN Certified Public Accountants

New York, N. Y. February 24, 1948.

GRAHAM-NEWMAN

NEW

BALANCE

JANUARY 31,

(ON BASIS OF QUOTED MARKET VALUES OF

ASSETS

CASH IN BANKS

\$ 81,955.51

DUE FROM BROKERS

156,178.27

INVESTMENTS IN SECURITIES (see Note A)

Marketable Securities-at Quoted Market Values as at January 31, 1948 (Cost \$3,818,607.17)

3,808,176.00

OTHER ASSETS

Interest accrued

\$782.50

Advance

400.00

1,182.50

\$4,047,492.28

The comments contained in the are an integral part of this statement

CORPORATION

YORK

SHEET

1948

SECURITIES AS AT JANUARY 31, 1948)

# LIABILITIES AND CAPITAL

SECURITIES SHORT - at Quoted Market Values as at  January 31, 1948 (see Note A)  (Net Proceeds of Sales \$71,077.77)	:	\$ 37,388.00
DUE TO BROKERS - for securities purchased		6,658.15
ACCOUNTS PAYABLE AND ACCRUALS  Officers' Compensation Payable (see Note B) Sundry Payables and Accruals  Total Liabilities	\$ 33,664.84 7,832.90	41,497.74 85,543.89
NET ASSETS APPLICABLE TO CAPITAL STOCK  Capital Stock:    Authorized-40,000 shares of no par value    Issued and Outstanding-    34,715 shares, at stated value         of \$50.00 per share  Capital Surplus    Earned Surplus     Total Capital Stock and Surplus  Unrealized Appreciation of Investments	1,735,750.00 2,202,939.79 None 3,938,689.79 23,258.60	
Total Assets Applicable to Capital S  (see Notes A and C)  (Equivalent to \$114.13 per share)		3,961,948.39
		\$4,047,492.28

accompanying notes to financial statements and should be read in conjunction therewith.

#### NEW YORK

#### PROFIT AND LOSS STATEMENT

# FOR THE FISCAL YEAR ENDED JANUARY 31, 1948

# STATEMENT OF INCOME AND EXPENSES - excluding Gain or Loss on Investments

Income Dividends Interest on Investments		\$109,980.28 44,664.31
Total Income		154,644.59
Expenses Officers' Compensation (see Note B): Banjamin Graham Jerome A. Newman	\$ 31,832.42 31,832.42	
Seymour Cohn	10,000.00	
Other: Office Salaries Executive Committee Fees Directors' Fees Rent and Light Telephone and Telegraph	10,422.50 4,400.00 875.00 2,995.66 1,476.79	
Insurance Taxes (other than Federal Income Tax) Auditing and Legal Custodian Fees General Expense Interest	412.50 5,938.61 12,735.87 1,738.27 3,045.07 1,564.58	
Total Expenses		119,269.69
Net Income, exclusive of gain or loss on investments		35,374.90
REALIZED GAIN ON SALES OF INVESTMENTS	546,205.45	
UNREALIZED APPRECIATION OR DEPRECIATION OF INVESTMENTS Unrealized Appreciation at January 31,1947 114,388.84 Unrealized Appreciation at January 31,1948 23,258.60		
Net Decrease of Unrealized Appreciation	91,130.24	455,075.21
TOTAL NET INCOME, including Unrealized Appreciation of Investments (see Notes A and C)		\$490,450.11

#### NEW YORK

### STATEMENT OF CHANGES IN NET ASSETS

# FOR THE FISCAL YEAR ENDED JANUARY 31, 1948

						NO. OF SHARES	PER SHARE	
NET ASSETS AT JAN	UARY 31,1947			\$3,996,593	.16	34,207	\$116.84	,
ADD:-								
Capital Stock	issued during	the year for	cash	65,240	.13	508 34,715	128.42	
Net Income for	year (adjuste	d for decrea	86			, -, ·		
Net Income,	excluding gal	n or						
	investments in on Investme	\$ 35,37 ints <u>546,2</u> 0				,		
Total	al	581,58						
Less-Decres Apprecia	se in Unrealiz tion	ed 91,13	0.24	490,450	.11		14.13(a)	)
Surplus Adjusti	ments-Tax refu of tax reserve							
prior years	or new Leselae	S TUP		3,291	.49		09(a)	į
TOTAL				4,555,574	. AQ		131.23	
	-			1,000,014	.03		101.60	
DEDUCT - DIVIDENDS	Per							
Date Paid	Shar							
May 22,194 August 15,194		•						-
November 25,194	<b>4.</b> 0	0 138,86	0.00					
January 29,194			4.00					
Tota	\$17.1	0		593,626	<u>.50</u>	***************************************	<u>17.10(b)</u>	
NRT ASSETS AT JANU	JARY 31, 1948		1	3,961,948	.39	34,715	\$114.13	
							,	
ANALYSIS	Total	Capital Stock		apital urplus			Unrealized	
Net Assets at							Appreciatio	
January 31,1947 Add:-	3,996,593.16	\$1,710,350.	\$2,1	71,854.32	\$	-	\$114,388.84	!
Capital Stock								
issued during year (508 shs.)	CE 240 37	25.400.61	,	10 040 37/4	,			
Net Income for yes	ar 490.450.11	25,400.07	•	9,640.13(a)		.580.35	-91,130.24	
Surplus Adjustmen	ts 3,291.49				3	291.49		
Total Deduct-Dividends	4,555,574.89	1,735,750.	2,21	11,694.45	584	,871.84	23,258.60	
Paid	593,626.50			8,754.66	584	871.84		
Net Assets at January 31,1948 \$	3,961,948.39	1,735,750.	\$2,20		\$		23,258.60	
• • • • • • • • • • • • • • • • • • •			<b>4</b>					
	( 8 €	e following	page	for footno	tes)			

STERN, PORTER, KINGSTON & COLEMAN

#### STATEMENT OF CHANGES IN NET ASSETS

#### FOR THE FISCAL YEAR ENDED JANUARY 31, 1948

(CONTINUED)

#### **FOOTNOTES**

- (a) Computed on number of shares outstanding at close of year.
- (b) Computed on number of shares upon which dividends were actually paid.
- (c) At stated value of \$50.00 per share.
- (d) Excess of amount realized from sales of capital shares over stated value thereof (\$50.00 per share).

#### NEW YORK

#### NOTES TO FINANCIAL STATEMENTS

JANUARY 31, 1948

#### NOTE A - UNREALIZED APPRECIATION OF INVESTMENTS

The unrealized appreciation of investments at January 31, 1948 was \$23,258.60, represented as follows:

	Cost	Quoted Market Value at January 31,1948	Unrealized Appreciation (or Depreciation)
Investments in Securities Securities Short	\$3,818,607.17 -71,077.77	\$3,808,176. 37,388(a)	\$-10,431.17 +33,689.77
Together	\$3,747,529.40	\$3,770,788.	\$+23,258.60

(a) Cover Value

#### NOTE B - COMPENSATION OF OFFICERS

The compensation of Benjamin Graham and Jerome A. Newman as officers of the company for the current fiscal year is, in respect of each of them (a) a stated salary of \$15,000. per annum, and (b) additional compensation in an amount equal to 10% of the excess of the "over-all net profit" (as adjusted for the net change as at the end of the year, as compared with the status at the beginning of the year, in the unrealized appreciation of investments) over the sum of (i) the amount by which the "over-all net profit" for the prior year was less than an amount equal to \$0.01724 per share per day on the average number of shares outstanding during that year, and (ii) an amount equal to \$5.84 per share on the average number of shares outstanding during the current year. The above amounts viz: \$0.1724 per share per day and \$5.84 per share per year represent respectively the equivalent of 5% on the asset value of the capital stock at the beginning of the respective fiscal years, viz: at January 3,1946 \$125.88 per share and at January 31,1947 \$116.84 per share. In effect, additional compensation is therefore payable to each of these officers in an amount equal to 10% of the excess of the "over-all net profit" over an amount equal to 5% of the asset value of the capital stock at the beginning of the year, any deficiency in profits as compared with such exclusion (of 5% on the asset value of the stock at the beginning of the year) being chargeable against the profits of the subsequent year or years in arriving at the base upon which additional compensation is to be computed. The additional compensation payable to these officers cannot be in excess of 25% (122% to each) of the amount of dividends paid during the year. In the event that additional compensation had been computed and paid upon this latter basis, then, in the event of the death of either, or upon the termination of his tenure of office, he or his estate would be entitled to receive any excess of the amount of additional compensation as computed on the basis of the "over-all net profits" (after deducting the exclusions above noted) over the amounts that had previously been paid to him. Had such event occurred as at January 31,1948 there would, however, have been no additional compensation payable to either officer or to his estate other than the amounts set forth in the statements herein.

#### NOTES TO FINANCIAL STATEMENTS

#### JANUARY 31, 1948

(CONTINUED)

#### NOTE C - TAX STATUS

The company is a "regulated investment company" under the Internal Revenue Code, and as such it is subject to Federal income tax at 25% of the excess of its net long term capital gain (less its net short term capital loss, if any) over the amount distributed as "capital gain dividends", and at 38% of the excess of its other net income over the amount distributed as dividends and chargeable thereto. Dividends were paid during the year in an amount which exceeded both the "capital gains" and other income, so that the company is not subject to income tax for the current year. The company intends in the future to distribute all of its net income as dividends. No provision has therefore been made in the statements herewith for Federal income tax on the net unrealized appreciation in market values as at January 31, 1948.

NOTE D - The aggregate dollar amounts of purchases and sales of investment securities, other than government securities, made by the company during the fiscal year ended January 31, 1948 were as follows:

Cost of Purchases

\$4,459,501.

Proceeds from Sales

4,920,352.

#### NEW YORK

# INVESTMENT IN SECURITIES

# JANUARY 31, 1948

# SUMMARY

	MARKET VALUE
BONDS	
Railroads	\$ 233,365.
Utilities	157,969.
Real Estate	9,913.
Holding Companies	1,021.
U. S. Government	_ 200,000.
Total Bonds	\$ 602,268.
PREFERRED STOCKS	,
Industrials	211,288.
Investment Companies	150,375.
Utilities	385,750.
Insurance Companies	4,150.
Holding Companies	<u>121,678</u> .
Total Preferred Stocks	\$ <u>873,241</u> .
COMMON STOCKS	
Industrials	1,366,888.
Holding Companies	83,522.
Investment Companies	320,544.
Railroads	156,092.
Utilities	116,955.
Insurance Companies	<u> 288,666</u> .
Total Common Stocks	\$2,332,667.
TOTAL	\$3,808,176.

#### NEW YORK

#### INVESTMENT IN SECURITIES

#### JANUARY 31, 1948

PACE AMOUN	T DESCRIPTION OF SECURITIES	MARKET VALUE JANUARY 31,1948
BONDS - RAIL	ROADS	
\$ 50,000.	Boston Terminal Co. $3\frac{1}{2}$ 2/1/1947	<b>\$ 31,750.</b>
\$ 96,000.	Chicago, Terre Haute and Southeastern Railway Co. Income Mortgage 2-3/4% 1/1/1994	72,240.
\$180,000.	Northwestern Terminal Railway Company First Mortgage Income 5% 1/1/1977	88,200.
\$ 63,000.	Rio Grande & Western Railway Co. First Consolidated Mortgage Series A 4% 4/1/1949 (stubs)	6,300.
\$ 50,000.	Wisconsin Central Railway Company First General Mortgage 4% 7/1/1949	<u>34,875</u> .
	Total Railroad Bonds	\$ <u>233,365.</u>
BONDS - UTIL	IT IES	
\$43,000. \$67,000.	Chicago Rapid Transit Company:  First and Refunding Mortgage Series A)  6% 7/1/1953 (stubs)  First and Refunding Mortgage  62% 7/1/1944 (stubs)	6,600.
<b>\$5,</b> 000.	Federal Street & Pleasant Valley Passenger Railway Co. Consolidated Mortgage 5% 5/1/1942	3,700.
\$ 93,000. 494,000.		47,694.
\$ 1,000. 20,000.		2,100.
	Portland Blectric Power Co. Collateral Trust Cumulative Income 6% 3/1/1950	74,375.
<b>\$ 43,</b> 000.	Union Elevated Railroad Company First Mortgage 5% 10/1/1945 (stubs)	4,300.
\$ 30,000.	West End Traction Co. General Mortgage 5% 1/1/1938	<u>19,200</u> .
	Total Utilities Bonds	<b>\$</b> 157,969.
BONDS - REAL 2,500 Unit	ESTATE  as Schulco Company Incorporated Scrip 5% 7/1/1963	2,813.
\$10,000. S	Sunnyside Properties, Inc. 6% Cumulative Income Notes (Registered)	7,100.
	Total Real Estate Bonds	\$ 9,913.
BONDS - HOLDI \$30,000. C	ING COMPANIES Continental Securities Corp. Debenture Series, "A" 5% 5/1/42 (Stubs)	900.
\$96,500. R	eynolds Realization Corporation Debentures 5% 4/1/1946 (Stubs)	121.
	Total Holding Companies Bonds	\$_1,021.

STERN, PORTER, KINGSTON & COLEMAN

# JANUARY 31, 1948

(CONTINUED)

NO. SHARES FACE AM	OR DESCRIPTION OF SECURITIES	MARKET VALUE JANUARY 31,1948
BONDS - U	. S. GOVERNMENT	
	O. U. S. Treasury Bonds 2 1 12/15/1959-62	\$200,000.
PREFERRED	STOCKS - INDUSTRIALS	
1,100		
3 000	Convertible Preferred	<b>41,25</b> 0.
1,000	Autocar Company Cumulative 5% Convertible Preferred Series A, B and C	18,250.
300	Cluett, Peabody & Company 4% Cumulative	20,200.
500	Convertible Second Preferred	26,250.
500	Eastern Sugar Associates \$5.00 Cumulative Preferred Certificates of Beneficial Interest	26,250.
<b>30</b> 0	Franklin Simon & Co. Inc. Cumulative Convertible	20,200.
	Preferred	8,775
<b>5</b> 00	Gar Wood Industries, Inc. 42% Cumulative	•
700	Convertible Preferred	16,125.
750	Graham Paige Motors Corp. Cumulative Convertible Preferred	12,425.
200		31,000.
300	Murray Company \$4.50 Cumulative Preferred	12,563.
400	Thermoid Co. \$2.50 Cumulative Convertible Preferred	<u> 18,400</u> .
	Total Preferred Stocks - Industrials	\$ <u>211,288</u> .
PREFERRED	STOCKS - INVESTMENT COMPANIES	
1,300	Alleghany Corporation Cumulative Convertible	
_,000	\$2.50 Prior Preferred	92,950.
925	Railway and Light Securities Company 4% Cumulative	r
3,500	Convertible Preferred Transit Investment Corp. 6% Cumulative	42,550.
3,300	Participating Preferred	14.875.
•	Total Preferred Stocks - Investment Companies	
	Total Frederied Stocks - Thiestment Companies	\$ <u>150,375</u> .
PREFERRED	STOCKS - UTILITIES	
500	Illinois Power Company 5% Cumulative	
4,000	Convertible Preferred	27,000.
# , 000	Market Street Railway Company Cumulative Prior Preference 6%	65,000.
685	New England Public Service Company \$6.00 Prior Lien	00,000.
	Cumulative Preferred Contingent Certificate for	
1,020	Additional Amount Due (stubs)	2,055.
1,020	New England Public Service Company \$7.00 Prior Lien Cumulative Preferred Contingent Certificate for	
•	Additional Amount Due (stubs)	5,865.
1,300	North American Light & Power Company \$6.00	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
775	Cumulative Preferred	248,300.
775	United Public Utilities Corporation \$1.87 Cumulative Convertible Preferred	70 000
165	United Public Utilities Corporation \$2.04 Cumulative	30,806.
	Convertible Preferred	6,724.
	Total Preferred Stocks - Utilities	\$385,750.
	STERN. PORTER, KINGSTON & COLEMAN	

# JANUARY 31, 1948

(CONTINUED)

NO. OF		MARKET VALUE
SHARES	DESCRIPTION OF SECURITIES	JANUARY 31,1948
PREFERRED	STOCKS - INSURANCE COMPANIES	
400	U. S. Casualty Co. \$0.45 Cumulative Convertible Participating Preferred	\$ <u>4,150</u> .
	STOCKS - HOLDING COMPANIES	
8,850	Certificates for Additional Amounts Due (stubs)	26,550.
	Preferred	13,213.
200	Federal Light & Traction Co. Cumulative Preferred Contingent Certificate for Additional Amount Due	700.
<b>74</b> 0	Standard Power and Light Corporation \$7.00 Cumulative Preferred	81,215.
	Total Preferred Stocks-Holding Companies	\$121,678.
	CKS - INDUSTRIALS	
4,600	A. D. F. Company American Hawaiian Steamship Company	10,925.
3,000 12,300	Bell Aircraft Corporation	116,625. 221,400.
500	Boeing Airplane Company	12,188.
12,100	Brewster Aeronautical Company	7,562.
4,000	·	<del>-</del>
3,000	Buda Company Compania Manufactures del Patrero, S. A.	52,000.
5,000	Consolidated Steel Corporation	162,500.
500	Consolidated Vultee Aircraft Corporation	7,125.
300	Continental Steel Corporation	4,875.
	~	<del>-</del>
900 200	Cuban-American Sugar Company Douglas Aircraft Co.	12,825.
7,128	Equitable Office Building Corporation	10,900.
1,000	Fairchild Engine & Airplane Corporation	32,967. 4,125.
4,200	Fajardo Sugar Co. of Porto Rico	127,050.
*	·	=
500 2,200	Franklin Railway Supply Company L. H. Gilmer Company	8,875.
300	International Match Realization Company, Ltd.	6,325.
<b>6</b> 00	Jones & Lamson Machine Company	2,700.
1,000	Lee Rubber & Tire Corporation	13,650. 43,375.
500	taran da antara da a	· ·
1,550	Mandel Brothers, Inc. Merchants & Miners Transportation Company	4,625.
2,400	National Department Stores Corp.	75,369.
44,790	Mational Transit Pump & Machine Company*	39,600.
500	New Britain Machine Company	274,339. 12,875.
	- •	•
300	W. Y. Shipbuilding Corp.	4,800.
100	Pittsburgh Incline Plane Company	17,000.
2,000	Tide Water Associated Oil Company	42,000.
573	Utica Knitting Company	26,788.
1,000	R. C. Williams Company	<u>11.500</u> .
	Total Common Stocks - Industrials	\$1,366,888.

\*Non-controlled affiliate.

# JANUARY 31, 1948

(CONTINUED)

NO. OF SHARES	DESCRIPTION OF SECURITIES	MARKET VALUE JANUARY 31,1948
COMMON STO	OCKS - HOLDING COMPANIES	
1,500 500 3,005 100	Amerex Holding Corporation Central & Southwest Utilities Co. Engineers Public Service Company-ex distribution Georgia Railroad and Banking Company	\$ 41,250. 4,500. 4,507. 16,250.
3,000 4,500 500	Midland Realization Company Midland Utilities Company Railroad Securities Company	2,250. 765. 14,000.
	Total Common Stocks - Holding Companies	\$ <u>83,522</u> .
COMMON STO	CKS - INVESTMENT COMPANIES	
530 1,000 1,500 7,400 5,000	Aldred Investment Trust American Research & Development Corporation American International Corp. Carriers and General Corporation General Shareholdings Corporation	5,168. 25,000. 17,438. 51,800. 15,625.
5,000 800 1,000 7,000 15,000	General Tin Investments LtdAmerican Certificate for Ordinary Capital Mission Corporation Niagara Shares Corp. "B" Pacific American Investors, Inc. The Pennroad Corporation	8,125. 40,600. 8,750. 19,250. 90,000.
2,300 100	Railway and Light Securities Company U. S. & Foreign Securities Corporation	36,800. 1,988.
	Total Common Stocks-Investment Companies	\$320,544.
COMMON STO	CKS - RAILROADS	
1,700 1,000 500	Boston Elevated Railway Co. Stamped as to Liquidation Payment Mine Hill and Schuykill Haven Railroad Company Northern Pacific Railway Company Vicksburg, Shreveport & Pacific Railway Company	15,592. 76,500. 20,250. 43,750.
	Total Common Stocks - Railroads	\$156,092.
COMMON STO	KS - UTILITIES	
300 10,000 684 400	International Ocean Telegraph Company Longview Bridge Company 4% Non-cumulative Class A Monongahela Street Railway Company United Public Utilities Corporation Total Common Stocks-Utilities	25,500. 70,000. 17,955. 3,500. \$116,955.

# JANUARY 31, 1948

(CONTINUED)

NO. OF SHARES	DESCRIPTION OF SECURITIES	MARKET VALUE
COMMON STO	CKS - INSURANCE COMPANIES	JANUARY 31,1948
1,000 727 4,355	American Surety Company Employers Group Associates National Union Fire Insurance Company New Amsterdam Casualty Company	\$ 45,500. 28,625. 23,446.
200 40 900 1,025	Northern Insurance Company of New York Northwestern National Insurance Co. Standard Accident Insurance Company Universal Insurance Company	123,029. 14,400. 4,800. 28,238 20,628.
	Total Common Stocks-Insurance Companies	\$288,666.

#### NEW YORK

#### SECURITIES SHORT

# JANUARY 31, 1948

# COMMON STOCKS - INDUSTRIALS

NO. OF SHARES	net Proceeds Of sale	COVER VALUE JANUARY 31,1948 Price Amount
2,800 Avco Manufacturing Corp.	\$31,378.63	5-1/4 \$14,700.
2,100 Graham Paige Motors Corporation	22,690.07	5-3/8 11,288.
1,200 Thermoid Co.	17,009.07	9-1/2 11,400.
	and the second s	Alam Condition
Total	\$ <u>71,077.77</u>	\$ <u>37,388</u> .