122 EAST 42ND STREET NEW YORK 17, N. Y.

March 1st, 1954

To the Stockholders of Graham-Newman Corporation:

Submitted herewith are financial statements of the Corporation covering the fiscal year ended January 31st, 1954.

The appended balance sheet indicates a net asset value of \$1,286.69 per share on January 31st, 1954, compared with \$1,361.11 per share on January 31st, 1953. The indicated net asset value on February 12th, 1954, was approximately \$1,288 per share.

FISCAL YEAR RESULTS AND DIVIDENDS

The overall gain for the fiscal year, including the net increase in unrealized appreciation, was \$15.89 per share, or 1.2% on the asset value of the shares at the beginning of the fiscal year.

Net realized profits for the fiscal year (without reflecting the decrease in unrealized appreciation) amounted to \$139.12 per share. The total dividends paid and declared applicable to the net realized profits for the fiscal year aggregate \$154 per share. Such dividends consist of the quarterly dividends of \$12.50 each paid in June, September and December 1953, and a dividend of \$116.50 declared February 17th, 1954 payable March 5th, 1954 to stockholders of record February 23rd, 1954.

Total dividends of \$154 per share applicable to the fiscal year exceed the net realized profit for the fiscal year by \$14.88 per share. This distribution is necessary due to applicable provisions of the Internal Revenue Code under which we have elected to be taxed as a "regulated investment company".

Of the total dividends of \$154 per share applicable to the fiscal year, the entire amount represents long term capital gains.

CALENDAR YEAR DIVIDENDS

During the calendar year 1953 the total dividends paid amounted to \$90.31, consisting of a dividend of \$52.81 paid in March out of net realized profits of the fiscal year ended January 31st, 1953 and dividends of \$37.50 paid as stated above.

Of the dividends of \$90.31 paid during the calendar year 1953, \$74.81 per share represents long term capital gains, \$14.67 per share represents ordinary income, and \$.83 is a return of capital.

The financial statements have been reviewed by Messrs. Stern, Porter, Kingston and Coleman, independent public accountants, whose certificate is set forth herein.

THE ANNUAL MEETING

The proxy statement for the annual meeting of stockholders which will be held on April 12th, 1954 will be mailed to the stock-holders on or about March 31st, 1954.

At the annual meeting resolutions, previously approved by the Board of Directors, will be presented, providing a more responsible position for Howard A. Newman in the Management of the Corporation. Mr. Howard A. Newman is presently Vice President and a Director of the Corporation, and a General Partner of Newman & Graham. Under the new arrangement Benjamin Graham will become Chairman of the Board, Jerome A. Newman will become President and Howard A. Newman will become Vice President and Treasurer of the Corporation. The Management contract will be revised so as to name Howard A. Newman as a third Manager of the Corporation. However, there will be no increase in the total compensation provided for the Managers, including therein amounts paid last year to Howard A. Newman.

By order of the Board of Directors,

Benj. Graham, President

Jerome A. Newman, Vice President & Treasurer

<u>OFFICERS</u>

Benjamin Graham, President Edward E. Laufer, Secretary Walter J. Se

Jerome A. Newman, Vice Pres. & Treas. Howard A. Newman, Vice Pres.

Walter J. Schloss, Asst. Secy.

DIRECTORS

Benjamin Graham Robert J. Marony Jerome A. Newman David L. Dodd Wm. K. Jacobs, Jr. Howard A. Newman

STERN, PORTER, KINGSTON & COLEMAN

CERTIFIED PUBLIC ACCOUNTANTS

551 Gifth Avenue, New York 17, N. Y. MURRAY HILL 2-8075

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, 1954 and the related statements of Profit and Loss, and Changes in Net Assets for the fiscal year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

In our opinion, the accompanying Balance Sheet and related statements of Profit and Loss and Changes in Net Assets, as supplemented by the notes appended thereto present fairly the financial position of Graham-Newman Corporation as at January 31, 1954 and the results of its operations for the fiscal year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

KINGSTON

Certified Public Accountants

New York, N.Y. February 20, 1954.

GRAHAM-NEWMAN

NEW

BALANCE

JANUARY 31,

A S S E T S	=
CASH	\$1,041,274.63
U. S. TREASURY BILLS DUE MARCH 4,1954 (\$750,000)	747,056.25
DUE FROM BROKERS FOR SECURITIES SOLD	9,195.56
DEPOSITS WITH BROKERS	254,993.35
INVESTMENTS IN SECURITIES-AT MARKET VALUE (Note A) (Cost \$3,495,507.20)	5,326,213.00
OTHER ASSETS Dividends receivable Interest accrued on bonds Deposits and sundry receivables Furniture and fixtures	\$ 6,137.26 2,488.64 4,874.36 10,595.35 24,095.61

\$<u>7,402,828.4</u>0

YORK

SHEET

1954

LIABILITIES AND CAPITAL

SECURITIES SHORT - at cover value (net proceeds of sales \$209,597.20)	\$	252,998.00
DUE TO BROKERS FOR SECURITIES PURCHASED		2,307.76
SUNDRY PAYABLES AND ACCRUALS		12,051.78
DUE TO OFFICERS (Benjamin Graham and Jerome A. Newman) for additional compensation-on basis of realized net income for the five fiscal years ended January 31, 1954 (Note B)		349,198.14
of which payable within one year \$ 108,774.88 balance payable in installments (1955-1958) \$ 240,423.26		
PROVISION FOR ADDITIONAL CONTINGENT COMPENSATION OF OFFICERS (Benjamin Graham and Jerome A. Newman) on increase in unrealized appreciation of investments subsequent to January 31, 1948 (Note B)		352,809.28
NET ASSETS APPLICABLE TO OUTSTANDING CAPITAL STOCK Capital Stock: Authorized, issued and outstanding- 5,000 shares of no par value-	€	3,433,463.44
stated value \$500.00 per share 2,500,000.00 Capital Surplus 2,097,580.92 Earned Surplus 401,386.80	<u>.</u>	
Total Capital Stock and Surplus 4,998,967.72 Unrealized appreciation of investments-after deducting provision for related additional contingent compensation of officers (Note A) 1,434,495.72		
Total, as above $\frac{6,433,463.44}{\text{(equivalent to $1,286.69 per share)}}$		

NEW YORK

PROFIT AND LOSS STATEMENT

FOR THE FISCAL YEAR ENDED JANUARY 31, 1954

STATEMENT OF INCOME AND EXPENSES (excluding gain or loss on investments)		4
<u>Income</u> Dividends Interest on investments		\$160,366.54 7,040.22 167,406.76
Total		•
Expenses Salaries of Officers: Benjamin Graham (Note B) Jerome A. Newman (do) Other	\$ 25,000.00 25,000.00 30,856.67	
Other: Office salaries Executive committee fees Directors' fees Rent and light Telephone and telegraph	11,358.66 10,000.00 450.00 5,242.13 1,300.85	
Taxes (other than Federal taxes on income) Legal and auditing Custodian fees Contributions General expense Depreciation (furniture and fixtures)	6,900.69 10,304.08 1,801.90 4,650.00 2,761.94 1,667.17	
Total Expenses (exclusive of additional compensation of officers)		137,294.09
Net Income (excluding gain or loss on investments, before deducting additional compensation of officer and provision for Federal taxes on income)	S	30,112.67
Cost 1	,751,366.22 ,961,963.59	
NET INCOME, before deducting additional compensation of officers and provision for Federal taxes on income		819,515.30
Deduct-Additional compensation of officers (Note B): Benjamin Graham \$61,951.53 Jerome A. Newman 61,951.53 Provision for Federal taxes on income (Note C)	123,903.06 None	123,903.06
NET INCOME FOR YEAR DEDUCT-DECREASE IN UNREALIZED APPRECIATION (Note A) At January 31, 1954 \$1,787,305.00 At January 31, 1953 2,557,512.35	(770,207.35	695,612.24
Less-Reduction in related additional compensation of officers (Note B)		(616,165.89)
"OVER ALL" NET INCOME FOR YEAR		\$ <u>79,446.35</u>
Equivalent to \$15.89 per share		

NEW YORK

STATEMENT OF CHANGES IN NET ASSETS FOR THE FISCAL YEAR ENDED JANUARY 31, 1954

			Per Share
NET ASSETS AT JANUARY 31, 1953		\$6,805,567.0	9 \$1,361.11
ADD-NET INCOME FOR THE FISCAL YEAR ENDED JAN.3	31,1954		
Net Income, excluding gain or loss on investments (before deducting additional compensation of officers) Net realized gain on sales of investments Total	\$ 30,112.67 789,402.63 819,515.30		
Deduct-Additional compensation of officers (Note B) Net Income for year	123,903.06	695,612.2	24 139.12
DEDUCT-Decrease in unrealized appreciation of investments Less-Reduction in related additional continger compensation of officers (Note B)	(770,207.35 nt (<u>154,041.46</u>		<u>(123.23</u>)
TOTAL		6,885,013.4	1,377.00
DEDUCT-DIVIDENDS PAID Per Share March 12, 1953 \$52.81 June 12, 1953 12.50 Sept. 10, 1953 12.50 Dec. 18, 1953 \$90.31	264,050.00 62,500.00 62,500.00	451,550.0	00 90 .31
BALANCE-NET ASSETS AT JANUARY 31, 1954		\$6,433,463.4	\$1,286.69
THE REPORT OF THE PARTY OF THE			
ANALYSIS OF CHANGES IN NET FOR THE FISCAL YEAR ENDED JANUAR	ASSETS RY 31, 1954		Unrealized
	apital <u>urplus</u>	Earned A	Appreciation (Net) (*)
Net Assets at Jan.31,1953 \$6,805,567.09 \$2,500,000 \$2,09 Add-Net Income		157,324.56 \$1	2,050,661.61
for the year 695,612.24 Deduct-Decrease in unrealized appreciation (C1C 1CE 20)		000,012.01	(616,165.89)
(net)(*) <u>(616,165.89)</u> Total 6,885,013.44		852,936.80	1,434,495.72
Deduct-Dividends paid 451,550.00		451,550.00	
Balance-Net Assets at Jan.31,1954 \$6,433,463.44 \$2,500,000 \$2,0	97,580.92	401,386.80 \$	1,434,495.72

^(*) Unrealized appreciation as shown herein represents the net amount after deducting related contingent additional compensation of officers.

NEW YORK

NOTES TO FINANCIAL STATEMENTS

JANUARY 31, 1954

NOTE A - VALUATION OF INVESTMENTS-UNREALIZED APPRECIATION OF INVESTMENTS

Investments have been evaluated at their quoted market values as at January 31, 1954 except as noted below. These valuations are not, however, intended as representations of the amounts which may be actually realizable upon sale of the securities.

The unrealized appreciation of investments at January 31, 1954 is represented as follows:

	Cost	Value at Jan.31,1954	Unrealized Appreciation
Investments in securities Securities short (a)	\$3,495,507.20 (209,597.20)	\$5,326, 213 . (252,998)	\$1,830,705.80 (43,400.80)
Net securities position	\$ <u>3,285,910.00</u>	\$ <u>5,073,215</u>	
Unrealized Appreciation at	January 31, 1954		\$ <u>1,787,305.00</u>

(a) Securities short are stated at amount realized on sale, cover value, and indicated loss.

The unrealized appreciation of investments at the beginning of the year, the decrease therein for the current year, the related additional contingent compensation of officers (see Note B) and the balance applicable to the outstanding capital stock were as follows:

	Total	Contingent Compensation	Applicable to Stock
At January 31, 1953 Decrease for year	\$2,557,512.35 (770,207.35)	\$506,850.74 (<u>154,041.46</u>)	\$2,050,661.61 (616,165.89)
At January 31, 1954	\$ <u>1,787,305.00</u>	\$ <u>352,809.28</u>	\$ <u>1,434,495.72</u>

The investment in Atlantic Gulf and West Indies Steamship Lines (AGWI) common stock (the entire cost of which has already been realized through liquidating distributions) has been valued at its quoted market value on the New York Stock Exchange as at January 31, 1954, and upon this basis shows an unrealized appreciation at that date of \$1,399,047.00. There have recently been only occasional transactions in AGWI common stock on the New York Stock Exchange. The investment in Perkin Elmer Corporation 5% Income Debentures due March 1, 1967, for which no market quotations were available, has been evaluated by the management and in the statements herein at cost (\$50,000), and the investment in Market Street Railway Company Prior Preferred stock (the entire cost of which has likewise already been realized through liquidating distributions) has been evaluated by the management at \$10,000. The management is of the opinion that these investments have been fairly valued.

NOTE B - COMPENSATION OF OFFICERS

The President and Treasurer each receive a salary of \$25,000 per annum, and additional compensation of 10% of the excess of the realized net income in each year as determined at the close thereof (less the net unrealized depreciation, if any, in the value of investments at the year end which had accrued subsequent to January 31, 1948) over an amount equivalent to \$40.00 per share per annum (\$10.00 per share per quarter) on the presently outstanding capital stock. The total amount of addi-

NOTES TO FINANCIAL STATEMENTS

JANUARY 31, 1954

(CONTINUED)

NOTE B - COMPENSATION OF OFFICERS (continued)

tional compensation payable to each of these officers from and after February 1, 1948 is, however, limited to $12\frac{1}{2}\%$ of the excess of total dividends paid during this period over an amount equivalent to \$40.00 per share per annum on the presently outstanding stock (or the equivalent on the old stock outstanding prior to recapitalization in 1950). The board of directors, with the approval of the company's counsel, has determined that for the purpose of computing this limitation, the first dividend paid in any fiscal year which, under the provisions of the Internal Revenue Code, may be included for tax purposes in the amount of dividends paid during the prior year shall be so included in the amount of dividends paid during such prior year. The additional compensation for the fiscal years ended January 31, 1950 to January 31, 1954 is payable in five equal annual installments within sixty days of the close of the respective years. In the event of the death of either of these officers, or the termination of his tenure of office, such officer or his estate will be entitled to receive further additional compensation in an amount equal to 10% of the increase in unrealized appreciation, if any, which had accrued subsequent to January 31,1948, less the amount, if any, of the \$40.00 per share per annum exclusion noted above to the extent that such exclusion had not previously been applied in the computation of additional compensation in any prior year.

NOTE C - TAX STATUS

The Corporation has elected to be taxed as a "regulated investment company" under the Internal Revenue Code, and as such will be liable to Federal taxes on income on such amount only as is represented by its undistributed net long term capital gains (less its net short term capital loss if any) and its undistributed net income from other sources. The Corporation has in the past, and intends in the future, to distribute as dividends each year, or within the time limit provided by the terms of the internal revenue code, an amount which will absorb the total net income in each of the above categories which is reportable for Federal income tax purposes, and in this event will not be liable for Federal taxes on income. No provision has therefore been made for such taxes either in respect of the realized net income for the current period or in respect of unrealized appreciation at the close thereof.

NOTE D - SUPPLEMENTARY INFORMATION

The aggregate dollar amounts of purchases and sales of investment securities, other than United States Government obligations, made during the year were as follows:

Cost of Securities purchased \$808,974.09 Proceeds of sales of securities \$2,684,985.37

NEW YORK

INVESTMENTS IN SECURITIES

JANUARY 31, 1954

SUMMARY

		MARKET VALUE AT JANUARY 31,1954
INVESTMENT COMPANIES Common Stocks		\$ 112,350
HOLDING COMPANIES Common Stocks		305,211
OTHER SECURITIES		
<u>Bonds</u> Railroads Utilities Industrial		240,212 21,427 50,000
<u>Preferred Stocks</u> Utilities Industrial	j	31,600 405,537
Common Stocks Railroads Utilities Banks Industrial		566,520 109,250 40,000 <u>3,444,106</u>
TOTAL		\$ <u>5,326,213</u>

NEW YORK

INVESTMENTS IN SECURITIES

JANUARY 31, 1954

No.of sh	ares	
or <u>Face amo</u>	unt_	MARKET VALUE JAN. 31,1954
INVESTMENT	COMPANIES	
Common S		
700	Amoskeag Company	\$ 94,850
1,000	Mission Development Co.	<u>17,500</u>
HOLDING CO	MPANIES .	\$ <u>112,350</u>
Common S	tocks_	
3,405	Engineers Public Service	en 1
1,100	Company (stubs) Georgia Railroad & Banking Company	511 234,300
	Royal Dutch Petroleum Co. (Certi-	·
	ficates for New York shares)	70,400
		<u>305,211</u>
OTHER SECU	RITIES-BONDS	
Railroad		
25 M.	Chicago, Indianapolis & Louisville Railway Co. First Income	
	4% 1/1/1983	16,562
70 M.	Chicago, Terre Haute & Southeastern	·
	Railroad Co. Income Mortgage 2-3/4% 1/1/1994	49,350
50 M.	International Great Northern Rail-	40,000
	road Company Adjustment	7 A 7 A
	Mortgage Series A 6% 1952	39,375
50 M.	Missouri Pacific Railroad: 5\frac{1}{2}\mathcal{K} Series A 5/1/49	44,250
75 M.	4% General Mortgage 3/1/1975	74,625
200 M.	4号 65 year Series A When Issued	(300)* (400)*
150 M.	4,	(400)~
TOO M*	New York, New Haven & Hartford Rail- road Co. Certificates of	
	Beneficial Interest	<u>16,750</u>
		\$ <u>240,212</u>
<u>Ut1l1t1e</u>	<u>s</u> Brazilian Traction Light & Power Co.,	
20 A•	Ltd. Series E Convertible Collat-	•
	eral Trust $4\frac{1}{2}\%$ 9/1/71	20,750
155 M.	Chicago Rapid Transit Company First	
	& Refunding Mortgage) Series A 6% 7/1/1953 (stubs))	636
	do $6\frac{1}{2}\%$ 7/1/1944 (stubs)	
6 M.	Union Elevated Railroad Company First	
	Mortgage 5% 10/1/1945 (stubs)	<u>41</u>
		<u>21,427</u>

INVESTMENTS IN SECURITIES

JANUARY 31, 1954

No. of shares	
or	MARKET VALUE
Face amount	JAN. 31,1954
OTHER SECURITIES-BONDS (Continued)	
Industrial	
50 M. Perkin Elmer Corporation 5% subor-	
dinated Convertible Income	¢ =0 000**
3/1/1967	\$ <u>50,000</u> **
OTHER SECURITIES-PREFERRED STOCKS	
<u>Utilities</u>	
1,200 Central States Electric Corpora- tion 7% Cumulative Preferred	
(stubs)	21,600
10,000 Market Street Railway Company 6%	32,000
Cumulative Prior Preferred (x)	<u>10,000</u> **
	<u>31,600</u>
<u>Industrial</u> 500 American Woolen Co.,Inc.\$4.00	
Cumulative Convertible Preferred	42,250
800 Avco Manufacturing Corporation \$2.25	·
Cumulative Convertible Preferred	31,200
300 Cluett, Peabody & Co. 4% Cumulative Convertible Second Preferred	27,975
200 Consolidated Cigar Co. \$5.00	
Cumulative Preferred	16,200
900 Crucible Steel Company of America 5% Cumulative Convertible Preferred	70,200
600 Fedders Quigan Corporation Series A	
5% Cumulative Convertible Preferred	36,300
400 Gar Wood Industries, Inc. 4½% Cumulative Convertible Preferred	10,850
400 Mengel Co. 5% Cumulative Convertible	20,000
First Preferred	19,200
1,500 Murray Corporation of America 4% Cumulative Preferred	66,562
800 Thermoid Company \$2.50 Cumulative	00,002
Convertible Preferred	32,800
1,000 Tung Sol Electric, Inc. 5% Cumulative Convertible Preferred	52,000
Cumulative Convertible Freterred	405,537
OTHER SECURITIES-COMMON STOCKS	400,001
Rallroads Cleveland & Pittsburgh Railroad Co.:	
400 \$3.50 Regular Guaranteed	29,000
400 \$2.00 Special Guaranteed Betterment	17,200 104,400
200 Mahoning Coal Railroad Co. 4.000 Montgomery & Erie Railway Company	104,400
$(3\frac{1}{2}\%$ guaranteed by Erie Railroad	
Company) (x)	32,000 17,300
200 Northern Central Railroad Co. 2,000 Northern Pacific Railway Company	17,300 119,500
240 Vermont & Massachusetts Railroad Co.	25,440
4,163 Western Pacific Railroad Company	221,680
	<u>566,520</u>

INVESTMENTS IN SECURITIES

JANUARY 31, 1954

No. of Shares		MARKET VALUE JAN.31, 1954
OTHER SECUR	ITIES-COMMON STOCKS (Continued)	
<u>Utilities</u> 500 300	Gold & Stock Telegraph Company International Ocean Telegraph Company	\$ 77,750 31,500 109,250
Banks 10,000	Continental Bank & Trust Company (N. Y.)	40,000
7,500	A.C.F.Brill Motors Corp. Adam Hat Stores, Inc. Allied Kid Company American Hawaiian Steamship Company American La France Foamite Corporation American Woolen Co. Atlantic Gulf & West Indies	6,500 21,562 27,562 362,500 22,125 21,288
400 1,300 600 2,500 1,000	Steamship Lines (x) Brockway Motors Burnswicke Balke Collander Co. Carribean Sugar Co. Carman & Co., Inc. Chamberlin Co. of America	1,399,047 10,100 19,012 138 6,875 5,625
1,150 1,500 1,000 5,000	Cleveland Worsted Mills Company C. G. Conn Ltd. Consolidated Cigar Corporation Consolidated Liquidating Corporation Coro, Inc.	91,425 9,188 20,875 5,625 29,600
3,000 1,600	Crowley Milner & Co. De Vilbiss Company Diamond T Motor Car Co. Dictograph Products Co., Inc. Easy Washing Machine Corporation Class B	7,350 55,500 18,800 6,000
45,950 1,600 1,300 1,600 500	Flagg Utica Corporation General Cigar Co. Greif Bros. Cooperage Class A Gruen Watch Company Hart Schaffner & Marx	166,569 31,600 23,888 26,400 12,875
800 700 600 600 500	Hercules Motors Corporation Holland Furnace Co. Howe Scale Company Jenkins Brothers (Non-voting) Jones & Lamson Machine Co.	11,800 8,138 3,000 14,550 20,625
1,500 400 300 700 200	Kalamazoo Stove & Furnace Co. Kayser (Julius) & Co. I. B. Kleinert Rubber Company Mandel Bros., Inc. Manhattan Shirt Company	4,875 5,800 4,725 3,500 5,275

INVESTMENTS IN SECURITIES

JANUARY 31, 1954

	ITIES-COMMON STOCKS (Continued)	MARKET VALUE JAN. 31,1954
Industria	<u>ls</u> (Continued) Forward	\$2,541,817
25 420 6,000 500 4,160	Marshall-Wells Company Miller Falls Co. Monterey Oil Company Montgomery Ward & Co. Nathan Straus-Duparquet, Inc.	6,362 9,240 203,250 30,000 19,240
1,100 2,300 2,300 2,600 26,600	National Department Stores Corporation Nesco, Inc. New York Merchandise Co., Inc. Pacific Mills Philadelphia & Reading Coal & Iron Co.	13,888 36,800 18,400 63,700 269,325
500 1,100 1,100 200 220	Reliable Stores Corporation Reliance Manufacturing Co. Rice-Stix, Inc. Sargent & Co. Shuron Optical Company, Inc.	14,000 11,138 25,987 2,775 6,930
945 1,450 450 700 1,100	Timely Clothes, Inc. Todd Shipyards Corporation Tyer Rubber Company Underwood Corporation Youngstown Sheet & Tube Co.	12,167 79,025 14,400 19,600 46,062

\$3,444.106

⁽x) represents investment in a non-controlled affiliate as defined in Investment Company Act of 1940, under which an issuer is an affiliate of one who owns 5% or more of its outstanding voting securities.

NEW YORK

SECURITIES SHORT

JANUARY 31, 1954

No. of Shares		COVER VALUE JAN.31,1954
PREFERRED STOCKS		
Railroads	Missouri Pacific Railroad Company:	
2,500	5% Cumulative Convertible Preferred	\$114,687
2,694-98/100	\$5.00 Preferred Series A- When Issued	(467)*
COMMON STOCKS		
Industrials 1,999-36/100	Crucible Steel Company of America	48,984
2,362	Fedders Quigan Corporation Gar Wood Industries, Inc.	34,544 7,650
1,800 2,800	Tung Sol Electric, Inc.	47,600
		\$ <u>252,998</u>

*Indicated gain