

**D.H. HOWDEN
& CO. LIMITED**

**ANNUAL REPORT
1984**

HOWARD ROSS
OF
APR 29 1985
MCGILL UNIVERSITY

Highlights (in thousands)

| | 1984 | 1983 |
|--|-----------|-----------|
| Gross sales | \$111,638 | \$100,405 |
| Net income | 853 | 1,430 |
| Basic earnings per common share | | |
| Before extraordinary item | \$1.71 | \$2.07 |
| Extraordinary item | — | .79 |
| Per common share income | \$1.71 | \$2.86 |
| Working capital | 17,440 | 15,082 |
| Decrease (increase) in operating net assets | 101 | (1,751) |
| Ratio of current assets to current liabilities | 2.83:1 | 2.02:1 |
| Shareholders' equity per common share | \$22.52 | \$21.31 |
| Return on net worth | 8.00% | 14.20% |
| Dividends paid on common shares | \$.50 | \$.50 |

Directors

JOHN W. ADAMS, F.C.A.
Chairman, Emco Limited

T. BRAYL COPP
President, Copp Builders' Supply
Company Limited

TONY J. CRNCICH
Chairman and Chief Executive Officer
Big V Pharmacies Company Ltd.

JOHN B. CRONYN
Company Director, John Labatt Limited

PETER R. LOCKYER
Partner, Harrison, Elwood, Barristers
and Solicitors

KEITH A. MITCHELL
Retired: Formerly Senior Vice President,
Beaver Lumber Company Limited

W. MOWBRAY SIFTON
Chairman, Sifton Properties Limited

DAVID H.M. STEWART
Chairman of the Board,
D.H. Howden & Co. Limited

MICHAEL C. TUCKER
President, D.H. Howden & Co. Limited
and Pro Hardware (Canada) Limited

Head Office
635 Southdale Road,
P.O. Box 2485
London, Ontario N6A 4G8

Quebec Office
Distribution Howden
750 St-Jean-Baptiste, Bureau: 150,
Quebec City G2E 5J5

Auditors
Touche Ross & Co.

Officers

D.H.M. STEWART
Chairman of the Board

M.C. TUCKER
President

S.R. MILLAR
Vice President Corporate Planning
and Secretary

K.G. ALLASTER, C.A.
Vice President Finance and Treasurer

F.P. FORAN
Vice President – Sales

M.C. HUMPHREY
Vice President – Distribution

R.C. McKERLIE
Vice President – Merchandising

Listing of Common Stock
Toronto Stock Exchange

General Counsel
Harrison, Elwood, Barristers and
Solicitors

Transfer Agent & Registrar
The Canada Trust Company, Toronto

Annual Meeting
The Annual Meeting of the
Shareholders of the Corporation
will be held in the Victoria Room,
Holiday Inn London – City Centre Tower,
300 King Street, London, Ontario,
on Thursday, the 23rd of May, 1985,
at the hour of 11:30 a.m.

Consolidated sales for 1984 were \$111.6 million, an increase of 11.2% over 1983 sales of \$100.4 million.

Consolidated net profit was \$852,952 (\$1.71 per common share) compared to \$1,036,943 in 1983 (\$2.07 per common share). The final consolidated net profit in 1983 including extraordinary items was \$1,429,619 (\$2.86 per common share).

Our results for 1984 were somewhat disappointing, due primarily to our slow start in the first quarter. During this period we experienced additional start-up costs with the Quebec operation as well as substantial losses in corporate retail stores due to closings and liquidations. The remainder of the year continued on a positive note.

The retailing industry has been recovering from the combination of oversaturation and recession which occurred simultaneously in the early 1980's. During this period, too many stores were chasing too few dollars and once the recession hit, many retail stores experienced hard times with many disappearing from the marketplace. The resulting losses which occurred in the retail industry, are still being felt.

We are going into 1985 with a strong balance sheet, a strong contingent of new franchised dealers and many new programs and services that will lead us into the remainder of the 1980's with strength and enthusiasm. We have positioned ourselves to respond to growth as well as an ability to weather non growth economic conditions. Either situation may occur in 1985 depending on interest rates, the government's ability to handle the deficit, and other Canadian economic problems. We feel that we have positioned ourselves properly to deal with the consequences whatever they may be.

Marketing Division

Many of our traditional customers who failed to change in past years have disappeared, victims, in many cases of the economy and an unwillingness to upgrade their marketing skills. We have continued to replace these losses and have over the past two years added 80 new franchised Pro hardware stores. These new Pro stores are, in most cases, better financed and larger retail operations more suited to cope with the existing competitive pressures. These stores have added great strength to our existing dealer network, who for the most part, enjoyed a very profitable 1984. As we enter 1985, we do so with the strongest Pro franchise organization in our history. The addition of Quebec with 50 Pro stores has added additional strength to our buying power and our national visibility.

This favourable trend takes on added significance given Beaver Lumber's decision to do their own distribution in Western Canada for 1985. Our relationship over the past two years was very positive and mutually beneficial to both companies.

During 1984 we completed an agreement with Hardware Wholesalers, Inc. of Fort Wayne, Indiana, for the licensing rights of the Do-it center franchise for Canada. Do-it is a retail marketing program for lumber yards and home centers developed in the United States and marketed successfully there for the last three years. American stores using the program have experienced dramatic sales and profit increases and we feel the same will be experienced with our Canadian customers. Howden's participation, confined to the marketing of hardware products, ensures our continued growth in the home center lumber dealer market. We presently have five stores signed on the Do-it center program with grand openings slated for May or June 1985. This program is not designed to compete with Pro hardware stores or to replace them. It is a complementary franchise approach that we are offering to the lumber dealer segment within our industry.

Sales Division

During 1984 we reorganized the Sales and Marketing Divisions of our Corporation and no longer have a separate sales organization for Pro stores and building supply stores in Ontario. The sales organization has been combined to eliminate the duplication of costs and a new Marketing Division formed to concentrate entirely on the franchise development of our customer base. Our Sales Division is actively involved in servicing accounts as well as prospecting for new dealers and introducing new products, systems and programs to our stores. This change was very well received by our dealers as well as being cost effective for the organization.

Sporting Goods Division

This Division concentrates on the sale of guns and ammunition to sporting goods dealers across Canada. Significant this year was our entry into telemarketing for our sporting goods customers. The majority of sales are now handled by telephone which allows us to communicate with our dealers on a more regular basis and not have the expense of a regular salesman on the road. With lower operating margins and stiff competition, this move has kept us in line servicing the customer more profitably.

Export Division

We are in our second full year of exporting and sales continue to grow but at a relatively slow rate. This is partly due to our strict export credit requirements. We are concentrating primarily in the Caribbean region and have been successful in attracting more new accounts in 1984. We opened our first Pro hardware store in Bermuda this year and the use of our advertising and other marketing programs has proven very successful in that market.

New Programs

Our displayphone activity continued to gain success with our customers during the year. There are now over 160 dealers utilizing the displayphone which provides two-way computer communication between Howden and the dealer's store. Many enhancements were made to the program which improves speed and provides a variety of information. The displayphone utilizes the Datapac network which provides a very low cost means of communication and allows any dealer in Canada to access our computer and display information relative to his store at minimal costs. Our dealers are therefore given the advantage of immediate information as to product availability, cost, future orders, etc., not presently provided by our competitors.

We also developed and implemented in 1984 a retail training program for our customers. C.A.S.H. (CREATIVE APPROACH TO SELLING HARDWARE) is a "hands on" sales training program in which a dealer and his staff participate and learn some very practical selling skills. This has been one of the most important and popular programs we have ever introduced with over 700 participants registered in the training sessions. Our goal is to give our stores better training and thereby give them an edge over their competitors in servicing the customer.

Retail Stores

As reported earlier, we spent significant time and money winding down our corporate store activity as economically as possible. The acquisition of these stores resulted from the failure of independent locations in premises on which Howden was on the covenant. These obligations were entered into in the late 1970's when sales were rising and, of course, we did not anticipate the downturn that eventually came. The cost of these failures has been absorbed as we have reduced from 9 to 3 stores. With this activity largely behind us, the impact that it will have on 1985 can only be positive.

Quebec

We also acquired late in 1983 the Lacroix operation in Quebec City. The costs of this acquisition and movement of inventory adversely impacted the fourth quarter of 1983 and the first quarter of 1984. Our sales growth in 1984 was steady but not spectacular. We have, through training and new dealer acquisition, built a very strong base for operation and future growth. We have a very enthusiastic staff in Quebec as well as a very loyal and dedicated dealer network. The prospects, therefore, look very good.

Operational and Financial

Our greatest progress is reflected on our balance sheet, where assets were reduced by \$3.1 million while sales rose by \$11.2 million. This is largely the result of our continued diligence in cleaning up our accounts receivable and improving our inventory turnover to our more traditional levels. Current ratios, debt equity and other financial measurements have continued to improve. More money has been positioned in long-term loans in an attempt to hedge against a rise in interest rates in the latter half of 1985, which we feel may possibly occur. Long-term debt was rescheduled to a 10 year amortization.

Outlook

In summary, we have developed programs and improved our balance sheet to position for future growth. Growth is not only desirable but a necessity. The job for our management is to distinguish between desirable and undesirable growth. Our Corporation has shifted dramatically over the years to become more "retail oriented". Our systems and people reflect this change from that of a traditional wholesaler. The Quebec expansion, displayphone, Do-it and C.A.S.H. are all consistent and interrelated with this strategy. It also further develops our national marketing strategy and programs well beyond that of our competitors. We will continue to attract, therefore, new and better retailers to both the Pro and Do-it programs and continue to expand our franchise development. We look with confidence to 1985 and beyond as we continue to improve our market penetration, profitability, and our ability to grow.

We would like to express our thanks to the staff for their continued support and loyalty and to our dealers, suppliers and to our shareholders for their continuing support.



D.H.M. Stewart, Chairman of the Board



M.C. Tucker, President

Auditors' Report

The Shareholders,
D.H. Howden & Co. Limited.

We have examined the consolidated balance sheet of D.H. Howden & Co. Limited as at December 31, 1984 and the consolidated statements of income, retained earnings and changes in financial position for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the Corporation as at December 31, 1984 and the results of its operations and the changes in its financial position for the year then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

London, Ontario
March 6, 1985.

TOUCHE ROSS & CO.
Chartered Accountants.

Management's Report to the Shareholders

The financial statements of the Corporation have been prepared by management in accordance with generally accepted accounting principles consistently applied. Management is responsible for all information in the Annual Report and financial and operating data in the Report are consistent, where appropriate, with the financial statements.

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of periodic financial statements necessarily involves the use of estimates and approximations. These have been made using careful judgment and with all information available up to March 6, 1985. The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the accounting policies summarized in note 1 of the notes to the consolidated financial statements.

The Board of Directors annually appoints an Audit Committee, a majority of whom are not employees of the Corporation. The committee meets with management, the Corporation's internal auditors, and the independent auditors to review any significant accounting and auditing matters and discuss the results of audit examinations. The Audit Committee also reviews the financial statements and the auditors' report and submits its findings to the Board of Directors for their consideration in approving the financial statements.

London, Ontario
March 6, 1985

Michael C. Tucker
President

Kingsley G. Allaster
VP Finance & Treasurer

Consolidated Balance Sheet as at December 31, 1984

| Assets | 1984 | 1983 |
|---|---------------------|---------------------|
| Current | | |
| Cash | \$ 129,503 | \$ 70,511 |
| Accounts receivable | 13,266,864 | 14,147,229 |
| Inventories | 12,798,196 | 15,275,855 |
| Prepaid expenses | 671,715 | 356,740 |
| Income taxes recoverable | 103,596 | — |
| | 26,969,874 | 29,850,335 |
| Property, plant and equipment (Notes 2 and 3) | 5,561,950 | 5,800,776 |
| | \$32,531,824 | \$35,651,111 |

| Liabilities | 1984 | 1983 |
|---|-------------------|-------------------|
| Current | | |
| Bank indebtedness (Note 4) | \$ — | \$ 2,400,000 |
| Accounts payable and accrued liabilities | 8,413,244 | 9,966,295 |
| Current portion of long-term debt (Note 5) | 893,331 | 1,664,286 |
| Current portion of obligation under capital leases (Note 3) | 223,592 | 213,757 |
| Income taxes payable | — | 523,923 |
| | 9,530,167 | 14,768,261 |
| Long-term debt (Note 5) | 10,344,137 | 8,997,715 |
| Obligation under capital leases (Note 3) | 669,730 | 639,297 |
| Security deposits (Note 6) | 727,500 | 588,500 |
| Contingent liabilities (Note 7) | | |

Shareholders' Equity

| | | |
|---------------------------|---------------------|---------------------|
| Capital stock | | |
| Common shares | | |
| Authorized 950,000 shares | | |
| Issued 500,000 shares | 564,546 | 564,546 |
| Retained earnings | 10,695,744 | 10,092,792 |
| | 11,260,290 | 10,657,338 |
| | \$32,531,824 | \$35,651,111 |

On behalf of the Board

Director D.H.M. STEWART

Director M.C. TUCKER

See accompanying notes to consolidated financial statements.

Consolidated Statement of Changes in Financial Position

For The Year Ended December 31, 1984

| | 1984 | 1983 |
|--|-------------------|----------------------|
| Cash provided by (used in) operations | | |
| Earnings before extraordinary item | \$ 852,952 | \$ 1,036,943 |
| Items not requiring cash | | |
| Depreciation and amortization | 624,443 | 556,439 |
| Write-off of goodwill and deferred development costs | — | 165,368 |
| Working capital provided by operations | 1,477,395 | 1,758,750 |
| Extraordinary items | — | 392,676 |
| Decrease (increase) in operating net assets | 101,359 | (1,751,488) |
| Dividends paid | (250,000) | (250,000) |
| | 1,328,754 | 149,938 |
| Financing | | |
| (Decrease) increase in bank indebtedness | (2,400,000) | 150,000 |
| Proceeds from long-term debt | 2,500,000 | 2,848,750 |
| Decrease in long-term debt | (1,153,578) | (2,604,410) |
| Increase in obligations arising from capitalization of leases | 30,433 | 383,459 |
| Proceeds from security deposits | 210,000 | 631,000 |
| Repayment of security deposits | (71,000) | (42,500) |
| Issuance of second preference shares | — | 71,500 |
| Redemption of second preference shares | — | (664,000) |
| | (884,145) | 773,799 |
| Cash invested | | |
| Expenditures for property, plant and equipment | 680,600 | 1,065,750 |
| Disposals of property, plant and equipment | (294,983) | (147,960) |
| | 385,617 | 917,790 |
| Increase in cash | 58,992 | 5,947 |
| Cash at beginning of year | 70,511 | 64,564 |
| Cash at end of year | \$ 129,503 | \$ 70,511 |
| Decrease (increase) in operating net assets provided by | | |
| Decrease (increase) in | | |
| Accounts receivable | \$ 880,365 | \$ (537,767) |
| Inventories | 2,477,659 | (4,931,482) |
| Other current assets | (418,571) | 546,732 |
| (Decrease) increase in | | |
| Accounts payable and accrued liabilities | (1,553,051) | 2,193,210 |
| Other current liabilities | (1,285,043) | 977,819 |
| | \$ 101,359 | (\$1,751,488) |

See accompanying notes to consolidated financial statements.

Consolidated Statement of Income

For The Year Ended December 31, 1984

| | 1984 | 1983 |
|--|----------------------|----------------------|
| Gross sales | \$111,638,222 | \$100,405,286 |
| Less sales tax | 4,932,134 | 4,167,813 |
| | 106,706,088 | 96,237,473 |
| Cost of sales and operating expenses other than items noted below | 102,828,157 | 92,233,626 |
| Interest – bank indebtedness | 478,953 | 458,360 |
| – long-term debt | 1,414,483 | 1,320,358 |
| Depreciation and amortization | 624,443 | 556,439 |
| | 105,346,036 | 94,568,783 |
| Income from continuing operations | 1,360,052 | 1,668,690 |
| Income from discontinued operations | — | 75,253 |
| Income before taxes and extraordinary item | 1,360,052 | 1,743,943 |
| Income taxes | 507,100 | 707,000 |
| Income before extraordinary item | 852,952 | 1,036,943 |
| Gain on sale of Computer Horizons (Canada) Limited | — | 392,676 |
| Net income for the year | \$ 852,952 | \$ 1,429,619 |
| Basic earnings per common share | | |
| Before extraordinary item | \$1.71 | \$2.07 |
| Extraordinary item | — | .79 |
| | \$1.71 | \$2.86 |

D.H. Howden & Co. Limited and Subsidiary Companies

Consolidated Statement of Retained Earnings

For The Year Ended December 31, 1984

| | 1984 | 1983 |
|---|---------------------|---------------------|
| Retained earnings, beginning of year | \$10,092,792 | \$ 8,913,173 |
| Net income for the year | 852,952 | 1,429,619 |
| | 10,945,744 | 10,342,792 |
| Dividends | | |
| Common shares | 250,000 | 250,000 |
| Retained earnings, end of year | \$10,695,744 | \$10,092,792 |

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

December 31, 1984

1. Summary of significant accounting policies

The consolidated financial statements have been prepared in accordance with generally accepted accounting principles consistently applied and those of particular significance are set out below.

a) Principles of consolidation

The consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiaries, D.H. Howden Stores (Central) Limited, Cowan Hardware (1968) Limited, Howden-Howland Limited and Pro Hardware (Canada) Limited.

b) Inventories

Inventories consist of finished goods and are valued at the lower of cost on a first-in, first-out basis and net realizable value.

c) Property, plant and equipment

Property, plant and equipment are recorded at cost. When an asset is sold, or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any gain or loss on disposition is recognized in earnings. Commencing in 1979, equipment leased under contracts is capitalized and the related lease obligations are reflected as liabilities. Depreciation and amortization are provided on the various classes of assets using the following methods at the following rates:

| | |
|--------------------------------|---|
| Buildings | 5% straight-line |
| Roadways | 4%-8% declining balance |
| Equipment | 20%-30% declining balance |
| Leasehold improvements | Straight-line over term of lease |
| Equipment under capital leases | Straight-line over the economic life of the asset |

2. Property, plant and equipment

| | 1984 | 1983 |
|--|--------------------|--------------------|
| Buildings and roadways | \$3,767,341 | \$3,775,525 |
| Equipment and leasehold improvements | 2,872,670 | 2,747,488 |
| Equipment under capital leases | 1,474,401 | 1,197,734 |
| | <u>8,114,412</u> | <u>7,720,747</u> |
| Less accumulated depreciation and amortization | 3,349,157 | 2,724,666 |
| | <u>4,765,255</u> | <u>4,996,081</u> |
| Land | 796,695 | 804,695 |
| | <u>\$5,561,950</u> | <u>\$5,800,776</u> |

3. Leases

For all leases entered into after January 1, 1979, the Corporation has adopted the recommendations for accounting for leases issued by the Canadian Institute of Chartered Accountants. The recommendations have not been adopted on a retroactive basis.

a) Capital leases – commencing after January 1, 1979
The capitalized value and amortization of such leases is contained in Note 2 to these consolidated financial statements.

b) Capital leases – commencing prior to January 1, 1979

The following is an analysis of equipment and building leases currently defined as capital leases for which the current recommendations have not been adopted. These are included in the consolidated financial statements as operating leases during the transitional period. Had such leases been accounted for as capital leases, the effect on the balance sheet for 1984 and 1983 comparative figures would have been as follows:

| | Assets | |
|---------------------------------|--------------------|--------------------|
| | 1984 | 1983 |
| Buildings, at capitalized value | \$1,930,074 | \$1,930,074 |
| Equipment, at capitalized value | 177,253 | 223,626 |
| | <u>2,107,327</u> | <u>2,153,700</u> |
| Less accumulated amortization | 887,547 | 848,437 |
| | <u>\$1,219,780</u> | <u>\$1,305,263</u> |

Liabilities and Shareholders' Equity

| | | |
|--|--------------------|--------------------|
| Current portion of obligation under capital leases | \$ 109,253 | \$ 89,345 |
| Obligation under capital leases | 1,454,264 | 1,563,518 |
| Deferred income taxes | (175,306) | (180,056) |
| | <u>1,388,211</u> | <u>1,472,807</u> |
| Retained earnings | (168,431) | (167,544) |
| | <u>\$1,219,780</u> | <u>\$1,305,263</u> |

A prior period adjustment of \$164,574 to reduce the opening balance of 1983 retained earnings would have been required to reflect the capitalization of leases on a retroactive basis.

c) Lease payments

The following is a schedule of future minimum lease payments for leases capitalized by the Corporation and for those capital leases treated as operating leases during the transitional period.

| | Capital Leases | Operating Leases |
|---|-------------------|--------------------|
| Year ending December 31, 1985 | \$ 328,917 | \$ 668,000 |
| 1986 | 334,514 | 623,000 |
| 1987 | 249,212 | 624,000 |
| 1988 | 155,500 | 544,000 |
| 1989 | 55,101 | 278,000 |
| | <u>1,123,244</u> | <u>2,737,000</u> |
| Less amounts representing interest at various rates ranging from 9.26% to 19% | 229,922 | — |
| | <u>893,322</u> | <u>2,737,000</u> |
| Less portion due within one year | 223,592 | — |
| | <u>\$ 669,730</u> | <u>\$2,737,000</u> |

4. Bank indebtedness

Accounts receivable have been pledged as security for bank indebtedness. As at December 31, 1984, there was no outstanding bank indebtedness (1983 – \$2,400,000).

Notes to Consolidated Financial Statements (continued)

December 31, 1984

5. Long-term debt

| | 1984 | 1983 |
|---|---------------------|---------------------|
| 10¾% mortgage, payable \$24,091 monthly including interest and maturing July 1, 1989, land and buildings have been pledged as security. | \$ 2,537,468 | \$ 2,558,479 |
| 11% mortgage, payable \$305 monthly including interest and maturing July 1, 1984 | — | 27,481 |
| Second mortgage, payable \$4,715 principal monthly plus interest, maturing June 1, 1988 and bearing an interest rate of bank prime plus ½%. The rate at December 31, 1983 was 11½%. | — | 815,745 |
| Term bank loan, payable \$870,000 principal annually plus interest with a final principal payment of \$2,610,000, maturing May 1, 1992 with interest varying from time to time related to the lender's cost of borrowing. The rates at December 31, 1984 were: 13¼% on \$3,900,000, 13½% on \$2,500,000 and 12% on \$2,300,000. A fixed and floating charge debenture on all Corporate assets has been pledged as security. Such security is subordinate to that provided for the mortgage and the bank indebtedness described in Note 4. | 8,700,000 | 7,100,000 |
| 6% secured sinking fund debentures maturing May 1, 1989 | — | 73,048 |
| Term loan, payable \$591 principal monthly plus interest, maturing August 20, 1991 and bearing interest at a rate of bank prime plus 1½%. The rate at December 31, 1983 was 12½%. | — | 54,268 |
| Small business loan, payable \$485 principal monthly plus interest, maturing July 10, 1984 and bearing interest at the rate of bank prime plus 1%. The rate at December 31, 1983 was 12%. | — | 32,980 |
| | <u>11,237,468</u> | <u>10,662,001</u> |
| Less portion due within one year | 893,331 | 1,664,286 |
| | <u>\$10,344,137</u> | <u>\$ 8,997,715</u> |

6. Security deposits

Security deposits represent funds deposited by certain dealers in accordance with their franchise agreements. These deposits are refundable upon termination of the franchise agreement.

The security deposits are included in equity for purposes of calculating financial compliance ratios.

During the year 1984 the Corporation issued \$210,000 (1983 — \$631,000) and redeemed \$71,000 (1983 — \$42,500) of security deposits.

7. Contingent liabilities

The Corporation was contingently liable at December 31 for guarantees of franchise store leases in the amount of \$1,369,000 (1983 — \$1,501,000).

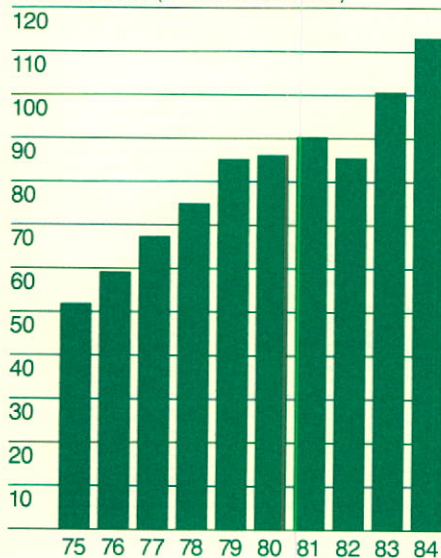
8. Income taxes

A reconciliation of the statutory income tax rate to the effective income tax rate, prior to extraordinary items, is as follows:

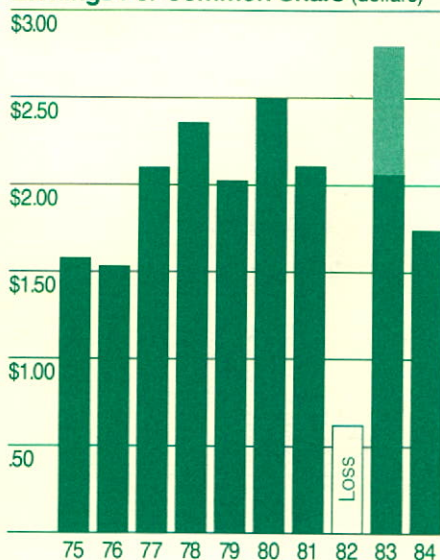
| | 1984 | 1983 |
|---|--------------|--------------|
| Statutory income tax rate in Canada | 51.0% | 51.0% |
| Inventory credit | (17.5) | (9.1) |
| Other | 3.8 | (1.4) |
| Effective income tax rate before extraordinary item | <u>37.3%</u> | <u>40.5%</u> |

Financial Review

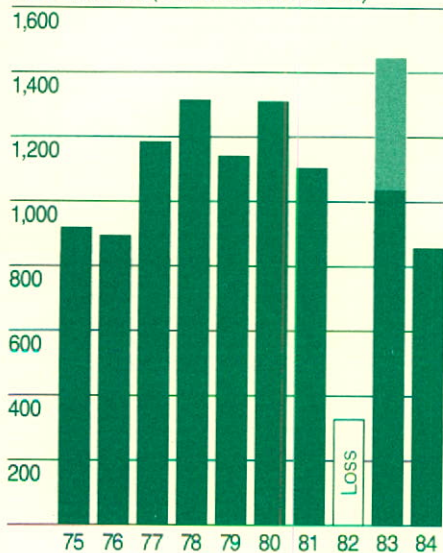
Gross Sales (in millions of dollars)



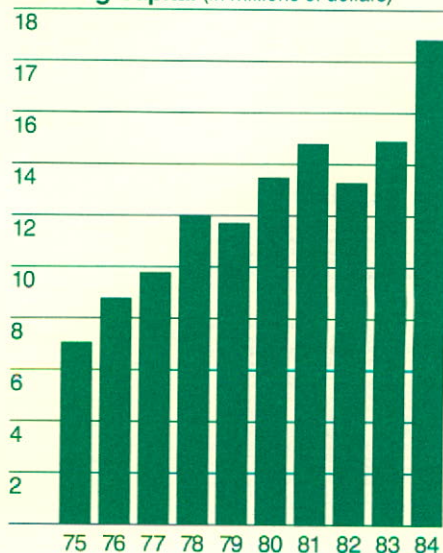
Earnings Per Common Share (dollars)



Net Income (in thousands of dollars)



Working Capital (in millions of dollars)



10 Year Highlights

(in thousands)

| | 1984 | 1983 | 1982 (Restated) | 1981 (Restated) |
|---|-----------|-----------|--------------------|--------------------|
| Operating Results | | | | |
| Gross sales | \$111,638 | \$100,405 | \$85,308 | \$90,092 |
| Income before income taxes and extraordinary items | 1,360 | 1,744 | (529) | 1,828 |
| Income taxes | 507 | 707 | (209) | 737 |
| Income before extraordinary item | 853 | 1,037 | (320) | 1,091 |
| Extraordinary item | — | 393 | — | — |
| Net income | 853 | 1,430 | (320) | 1,091 |
| Retained earnings | 10,696 | 10,093 | 8,913 | 9,502 |
| Financial Position | | | | |
| Accounts receivable | 13,267 | 14,147 | 13,609 | 17,025 |
| Inventories | 12,798 | 15,276 | 10,344 | 13,801 |
| Total current liabilities | 9,530 | 14,768 | 11,447 | 16,550 |
| Working capital | 17,440 | 15,082 | 13,475 | 15,014 |
| Property, plant and equipment | 5,562 | 5,801 | 5,439 | 5,485 |
| Total long-term liabilities | 11,742 | 10,226 | 9,009 | 10,215 |
| Shareholders' equity | 11,260 | 10,657 | 10,070 | 10,675 |
| Return on net worth (January 1) | 8.00% | 14.20% | (3.00%) | 11.07% |
| Per Common Share | | | | |
| Earnings before extraordinary item | \$1.71 | \$2.07 | \$ (.68) | \$ 2.15 |
| Net earnings | 1.71 | 2.86 | (.68) | 2.15 |
| Shareholders' equity | 22.52 | 21.31 | 18.96 | 20.13 |
| Dividend paid | .50 | .50 | .50 | .50 |

| 1980 | 1979 | 1978 | 1977 | 1976 | 1975 |
|----------|----------|----------|----------|------------|----------|
| | | | | (Restated) | |
| \$86,787 | \$85,108 | \$75,011 | \$67,874 | \$59,806 | \$51,029 |
| 2,416 | 1,943 | 2,390 | 2,057 | 1,583 | 1,743 |
| 1,082 | 792 | 1,053 | 851 | 680 | 824 |
| 1,334 | 1,151 | 1,337 | 1,206 | 903 | 919 |
| — | — | — | — | — | — |
| 1,334 | 1,151 | 1,337 | 1,206 | 903 | 919 |
| 8,678 | 8,141 | 7,241 | 6,126 | 5,126 | 4,416 |
| 12,399 | 12,933 | 10,823 | 9,120 | 7,242 | 7,790 |
| 10,588 | 11,250 | 11,219 | 8,326 | 7,919 | 6,165 |
| 9,505 | 12,979 | 10,228 | 7,794 | 6,583 | 6,876 |
| 13,745 | 11,975 | 12,120 | 9,980 | 8,957 | 7,378 |
| 5,385 | 5,017 | 873 | 766 | 614 | 466 |
| 9,413 | 7,748 | 4,650 | 3,692 | 3,407 | 2,493 |
| 9,854 | 9,344 | 8,395 | 7,220 | 6,339 | 5,582 |
| 14.28% | 13.71% | 18.51% | 19.02% | 16.13% | 19.07% |
| \$ 2.50 | \$ 2.06 | \$ 2.40 | \$ 2.14 | \$ 1.59 | \$ 1.62 |
| 2.50 | 2.06 | 2.40 | 2.14 | 1.59 | 1.62 |
| 17.54 | 15.93 | 14.29 | 12.27 | 10.45 | 9.16 |
| .475 | .425 | .375 | .325 | .30 | .25 |



HOWDEN