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WEST END CHEMICAL COMPANY

a California corporation

1956 Webster Street, Oakland, California

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To the Stockholders of
WEST END CHEMICAL COMPANY,
a California corporation.

A special meeting of the stockholders of West End Chemical Company has been duly called, and will be held at the office of the corporation in Room 303 at 1956 Webster Street, Oakland, California on Tuesday, September 25, 1956 at 2:00 o'clock P.M. Pacific Daylight Saving Time, for the purpose of considering and voting upon the adoption of the Agreement of Merger providing for the merger of West End Chemical Company with and into Stauffer Chemical Company, a Delaware corporation, a copy of which Agreement of Merger is included as Exhibit A in the Proxy Statement of West End Chemical Company accompanying this Notice; and to authorize the proper officers of West End Chemical Company to do all things necessary or desirable to carry out the purposes and intents of the Agreement of Merger; and to transact such other business as may come before said meeting or any adjournment or adjournments thereof.

Only stockholders of record at the close of business on August 15, 1956, are entitled to notice of and to vote at, and exercise any rights at said meeting and any adjournment or adjournments thereof.

By order of the Board of Directors.

NORMAN P. ELLIS, *Secretary*

West End Chemical Company

Oakland, California
August 27, 1956

NOTE: All stockholders are urged to attend the meeting in person. If you are unable to attend in person, you are requested to date, sign and return the enclosed proxy in the envelope provided, which may be mailed without postage in the United States.

STAUFFER CHEMICAL COMPANY

380 MADISON AVENUE

NEW YORK 17, N. Y.

EXECUTIVE OFFICES

August 27, 1956

To the Stockholders of
STAUFFER CHEMICAL COMPANY:

The directors of Stauffer Chemical Company and of West End Chemical Company have approved an agreement of merger, subject to adoption thereof by the stockholders, for the merger of West End Chemical Company into Stauffer Chemical Company.

The merger agreement provides for the exchange of one share of the common stock of Stauffer Chemical Company for each 5.6 shares of the common stock of West End Chemical Company, and one share of the common stock of Stauffer Chemical Company for each 60 shares of the participating preferred stock of West End Chemical Company. The shares of West End Chemical Company common and preferred stock owned by Stauffer Chemical Company will be cancelled.

Details relating to the proposed merger are set forth in the attached proxy statement. You are urged to give it careful consideration.

In assessing the advantages of the proposed merger to Stauffer Chemical Company, your Board of Directors has been influenced by the following considerations:

The products of West End Chemical Company in order of importance based on dollar sales in 1955 are soda ash, borax, sodium sulphate and lime. Of these chemicals, the first three are derived from the brine of Searles Lake, California, a portion of which West End Chemical Company leases from the United States of America. The Company mines and crushes limestone from a quarry near Searles Lake.

After the merger, soda ash and lime will represent additions to the line of basic chemicals now produced and sold by Stauffer Chemical Company. Borax has been sold by Stauffer for more than 50 years and for the past 23 years it has been the exclusive sales agent for all of the borax produced by West End Chemical Company. Stauffer Chemical Company does not now own or control a source of borax. Stauffer has been a small producer of sodium sulphate. Demand for this material has increased rapidly with the expansion of paper mills in the forest areas west of the Mississippi.

In general your directors believe that it is sound policy for a manufacturing corporation, so far as possible, to own or control natural resources required for its operations. It also appears to them that when West End is an integral part of Stauffer, sharing in the latter's research program and wide markets, the worth of the business and properties of West End will be greatly enhanced.

In determining the exchange ratio, your directors considered the capital structures, the relative size of the two companies, industry positions, earnings, book values, market prices and other factors deemed relevant. No specific weight was assigned to any one of these factors.

The directors are confident that the merger will commend itself to you. They unanimously recommend that you vote in favor of the merger, that you attend the meeting in person or, if you cannot, that you promptly sign and mail your proxy.

HANS STAUFFER,
President

CHRISTIAN DE GUIGNE,
Chairman of the Board

WEST END'S BUSINESS, PROPERTIES AND SALES

If the merger with West End Chemical Company is approved, Stauffer will acquire a going chemical industrial concern which holds leases on 2,984 acres on Searles Lake, San Bernardino County, California from the United States of America, and owns approximately 800 acres in fee adjacent to the Lake. The manufacturing plant of West End is located on the land owned in fee. It pumps brine from the Lake to its plant and the process converts the brine into soda ash (sodium carbonate) borax (sodium tetraborate) and salt cake (sodium sulphate). It also controls a quarry about 35 miles north of the plant, from which it obtains and refines limerock, some of which is used in the plant process, and some of which is sold as a Company product. It sells all of its own products direct, except the borax, for which Stauffer has had an exclusive sales contract for more than 20 years.

West End also owns in fee a small area a short distance from the plant of approximately 19 acres, a portion of which has recently been subdivided and developed for employee housing. West End also owns its own water system and brings water through pipelines from wells on Company owned property approximately 25 miles from the plant.

West End also owns a deposit of colemanite (a calcium borate ore) in Clark County, Nevada (known as the Anniversary Mine) which was acquired in 1921. The subsequent discovery of kernite (a pure sodium borate) in Kern County, California and the development of the sodium borate which is available in the Searles Lake brine, rendered colemanite an uneconomical source of boron minerals and the Anniversary Mine has not been operated since 1928. The 4 products of soda ash, borax, salt cake, and lime are the only products manufactured by West End.

Approximations of recent and projected expenditures for plant by West End are as follows: The first unit of the sodium sulphate plant cost \$1,200,000, all of which was paid by June 30, 1956. During the two years ended June 30, 1956, there had been expended for the installation and substantial completion of the lime kiln and for the equipment at the lime quarry and other miscellaneous equipment \$2,500,000. When completed, the second sodium sulphate unit now under construction will cost \$1,300,000, of which \$500,000 has been expended as of June 30, 1956.

In 1955, West End's dollar sales were divided among its several products as follows:

Soda Ash	62.09%
Borax	32.19%
Salt Cake	3.05%
Lime	2.67%

See West End's statements of income in the section on West End financial statements, for dollar sales figures.

PRINCIPAL HOLDERS OF VOTING SECURITIES OF WEST END

Stauffer Chemical Company owns 596,175 shares of the preferred stock (about 37%), and 321,119 shares of the common stock (about 16%) of the West End Chemical Company. John Stauffer, presently a Vice-President, the Secretary, a Director and Chairman of the Executive Committee of Stauffer, owns of record and beneficially 341,571 shares (11.2%) of Stauffer's common stock, and of record as a trustee but not beneficially, 50,588 shares (1.6%). John Stauffer is also a Director of West End.

The officers and directors of West End (except John Stauffer as above noted and J. R. Blair, Treasurer of West End, who owns 100 shares of Stauffer common), do not own any shares of stock of Stauffer Chemical Company but their holdings of West End Chemical Company shares, beneficially and of record, as of August 13, 1956 were as follows:

	Preferred	Common
J. R. Blair, Treasurer.....	5,568	
H. D. Budelman, Director.....	14,198	
Donald G. Ellis, Director and Assistant Secretary.....	10	
George C. Ellis, Director and President.....	71,015	173,383
Norman P. Ellis, Secretary.....	16,889	20,958
H. D. Hellmers, Director and Vice-President.....	10,366	
Evelyn Ellis Smith, Vice-President.....	None	None
Frank M. Smith, Director.....	75,400	220,015
John Stauffer, Director		5 ^①
F. G. Stevenot, Director.....		2,005

① Beneficially owned by Stauffer Chemical Company.