Mr Clayton

November 21, 1935.

Board of Governors C. E. Cagle Transamerica Corporation -Application for general voting permit.

The principal problems in this group relate to the following matters which have been govered in much more detail in previous memoranda to the Board on this case (data taken from latest examination report, as of February 11, 1935, end/or January 31, 1935):

I. Liability of Inter-America Corporation on Contract to Bank of America, arising out of losses, depreciation and criticized assets required to be removed from the bank:

June	26.	1931	\$15,000,000
		1931	10,000,000
		1932	10.214.000
	-		

TOTAL

\$35,214,000

Rate of interest 6%, not yet started.

Balance,	9/18/33	\$52,941,000	ŀ
Balance,		28,350,000	1

This item was not shown in the affiliate report required to be published.

* Reduced \$3,200,000 in Jammary 1935, resulting from a corresponding reduction of capital stock of Bank of America (State) in connection with the transfer of 60-odd branches to Bank of America N.T. & S.A.

**Subsequently reduced to \$25,350,000 offset by a write-up of Government bonds on the books of the bank.

When the application for voting permit was filed by Transamerica Corporation, all dividends being paid by the bank were supposed to be applied to a reduction of this obligation. Mr. Clary, vice president, discussed this

policy with members of this division and left a clear understanding that the policy of applying all dividends received from the bank on reduction of the obligation would be continued. The bank resumed dividend payments in July 1935 and apparently applied some of the dividends to the reduction of this item in 1935. Since the early part of 1934 the national examiners reported that dividends paid by the bank have not been applied on the reduction of this obligation, although the bank has since increased its dividend rate twice, it now being 622 cents or 10% on the par value of \$25 per share. The annual dividend now amounts to \$5,000,000. The contract provides for interest at the rate of 6% from the maturity date. It has been the practice to renew the contract shortly before maturity in December of each year, with the result that interest has not yet begun to run. The collateral securing this obligation as of February 11, 1935, is indicated in the list attached at the end of this memorandum, from which it may be noted that apparently the current collateral does not consist of any of the items originally involved in the charge off in 1931.

II. Liability of Transamerica Corporation to Bank of America on a contract for "future and former bank premises", which originated on October 1, 1931, in the amount of \$9,155,000:

Balance, 9/18/35 Balance, 2/11/85 \$7,865,000 5,977,000

This item was not shown in the affiliate report required to be published.

Rate of interest 1% per annum.

These properties were "sold" to Capital Company by its parent, Transamerica Corporation, under a special contract. The Bank, on September 15, 1934, arbitrarily donated \$1,000,000 to Transaserica Corporation because of the excess price at which these properties were originally "sold" to Transaserica Corporation. The offsetting entry on the books of the bank was to "depreciation" account. The examiner reported that of the total reductions to date, only \$356,000 was through proceeds of actual sales of these properties. This obligation is said to have been secured by the real estate covered by the contract.

III. Liability of Capital Company (a 100% subsidiary of Transamerica

Corporation) to Bank of America, under contract, renewed or extended from

time to time, for other real estate (city properties) removed from the

assets of the bank;

Balance, 9/18/33 Balance, 2/11/35 \$11,118,000

Rate of interest 1%, under the terms of the contract the bank being required to pay taxes and retains title.

Average rate of loss on sales based upon these carrying values, 18% for 1933; 21% for 1934. (The realized losses on sales and the estimated potential losses on future sales, of course, were not included in the losses estimated for Bank of America.)

The Board ruled that this company is not an affiliate and therefore no information relative to this item is required to be published.

IV. Liability of California Lands. Inc. (a 100% subsidiary of Transamerica Corporation) to Bank of America on a contract, renewed or extended from time to time, for other real estate (rural properties) removed from the bank:

Balance, 9/18/33 Balance, 2/11/35 \$ 7,675,000 14,241,000

Rate of interest 13, under the terms of the contract the bank being required to pay taxes and retains title.

Average rate of losses on sales based upon these carrying values, 18% for 1955; 23% for 1954. (The realized losses on sales and the estimated potential losses on future sales, of course, were not included in the losses estimated for Bank of America.)

The Board ruled that this company is not an affiliate and therefore no information relative to this item is required to be published.

The foregoing items, numbered I to IV, aggregated over \$70,000,000 as of February 11, 1925, or about 90% of the bank's capital and surplus. These items really constituted other real estate and/or losses, yet they were carried by the bank in "loans and discounts", thus greatly improving the appearance of the bank's published statements.

V. Other Real Estate, on books of Bank of America:

Balance, 9/18/55 Balance, 2/11/55 \$10,063,000

This does not include any of the items listed above.

VI. Potential Other Real Estate, estimated by national examiners as of February 11, 1935, to be approximately \$59,000,000, including \$4,300,000 held as loans where title has been acquired and \$9,600,000 in process of foreclosure. This aggregate does not include any of the amounts described under items I to V above.

VII. Investment in Stock of Merchants National Realty Corporation (100% owned by Bank of America) represents bank premises and/or other real estate but carried in the published statements of the bank as investments.

Total, 9/18/55 Total, 2/11/85 \$3,560,000 6,697,000

Dividends received by bank on common stock none, the bank being assessed a sufficiently large amount in the form of "rentals" to meet fixed charges of the corporation. VIII. Bank Premises, Furniture and Fixtures, on the books of Bank of America:

Balance, 9/18/33 Balance, 2/11/35

\$58,600,000

The reduction apparently resulted from transfer of certain bank premises to Merchants National Realty Corporation.

The total of the foregoing items of slow or fixed assets (not including item VI, Potential Other Real Estate) amounted to over \$125,000,000, or 157% of the bank's capital and surplus.

In addition, the bank had real estate loans of over \$200,000,000, of which amount approximately \$39,000,000 was estimated by the national bank examiner to be potential other real estate.

IX. Dividend Policy

Dividends Declared by Bank of America, N.T. & S.A.

1930 1931 1932													\$6,000,000.00 7,800,000.00
1933	June	-	372¢	per	share,	par	value	\$25.	or	6%	-	\$ 750,000	
	Sept.	-	20	11		. 8			n	20	**	750,000	
	Dec.	-				× B	**	88	Ħ	8		750,000	2,250,000.00
1934	Mar.	-		n	9			n	ŧŧ	33		750,000	
	June 12	-	504	de	n	-	11	20	-	8%	-	1,000,000	
	Sept.11	***	18	8	10	23	22	89	25	33	-	1,000,000	
	Dec. 11		. #	88		Ħ	12	25	85	18	-	1,000,000	3,750,000.00
1935	Mar.	-	62½¢	16	10	**	18		=	10%	-	1,250,000	
	June	-	10		99	23		18	-	-	-	1,250,000	
	Sept.	-	10	-	89	-	22	-	-	W	-	1,250,000	
	(Dec.	-	88		*	8		18	n		-		5,000,000.00*

*Announced policy - 2,000,000 shares, par value \$25, outstanding.

Dividends Declared by Transamerica Corporation

1930 1931 1932 1933	No information in the files	? ? None
1954 Jan. July	- 123¢ per share (stated value \$1.00) \$2,954,878.97	5,910,215.07
1935 Jan. July	(Definite facts not reported to this division. The Wall Street Journal of July 5, 1935, stated the rate had been increased to 15¢ per share, which will amount to approximately \$7,086,000 per year on approximately 23,622,000 shares outstanding.)	2,948,628.12

TRANSAMERICA CORPORATION

Dividends Received - 1932

From: Transamerica Bank Holding Company
Transamerica Company
Inter-Continental Company
Transamerica Service Corporation

TOTAL

\$1,632,776.82
269,846.24
269,846.24
277.037.69
\$2,479,660.75
- 6.283.26 (Loss)*

*(Ernst and Ernst - "Amount transferred to T.A.C.")

Dividends Received - 1933

From:	Transamerica Bank Holding Company	\$2,700,790.30
	Transamerica General Holding Company	2,373,988.11
	Bankamerics Company	100,000,00
	Inter-Continental Company	1,538,396,86
	Transamerica Service Corporation	-0-
	TOTAL	\$6.713.175.27

Dividends Received - 1954

From:	Transamerica Bank Holding Company	\$4,388,477.81
	Transamerica General Holding Company	1,473,796.53
	Bankamerica Company	150,000,00
	TO	TAL \$6,012,274.34

TRANSAMERICA BANK HOLDING COMPANY

Dividends Received - 1952

From:	National City Bank of New York	\$1,179,990.00
	First National Bank of Portland	45,727.50
	Second Savings and Trust Company, Portland	10,552,50
	Bank of Lake	2,729.60
	Northern Bank of California Savings	3,692,00
	Other sources not shown in report	7.258.37
	TOTAL	\$1.249.949.97

Dividends Received - 1953

From:	Bank of America N.T. & S.A. First National Bank of Portland	,	\$2,242,575.00
	Second Savings and Trust Company, Por	tland)	21,105.00
	Vallejo Commercial National Bank		-0-
	National City Bank of New York		395,300,00
	Corporation of America		-0-
	First National Bank of Portland - "B"	1	-0-
	Other sources not shown in report		23,524.58
	and the second s	TOTAL	\$2.680.584.58

Dividends Received - 1984

Fro	m: Bank of America N.T. & S.A.	\$3,736,467.88
	Bank of America (State)	100,820.85
	First National Bank of Portland	38,265,00
	First National Bank in Reno	18,200,00
	Other sources not shown in report	437.083.35
		34,825,786.58

It is obvious that the payment of dividends by Transamerica Corporation has been dependent largely upon the dividend policy of Bank of America N.T. & S.A.

In view of the large smount due to Bank of America N.T. & S.A., and to Bank of America (State) by Transamerica Corporation and its subsidiaries and the nature of a large amount of the other assets in the banks, it appears that all sarvings of the banks should be used to write down the criticized obligations. However, in view of the type of publicity which has been given to the alleged earnings of the bank since it resumed dividend payments in 1933 and the fact that no objection seems to have been offered to the dividend and publicity policy of Transamorica Corporation and Bank of America, a sharp reduction in dividend payments at this time would most probably result in unfavorable reaction. In any event, in all probability such a reduction would have a noticeable effect upon the quoted prices of Transamerica Corporation stock, which has shown recent rapid rises, and would tend to discredit the menagement in the eyes of shareholders, if not in the eyes of the depositors of the bank also. It is believed that if the Board should deny a general voting permit in this case, on the grounds of unsatisfactory financial condition, the policies of the management, etc., no unfavorable public reaction would result from such action by the Board. On the other hand, it is believed that the granting of a general voting permit would be regarded by the public as an approval by the Board of the policies of the group -- past, present and future -- especially if Transemerica Corporation should advertise in its annual reports and other media that it had received the Board's stamp of approval in the form of a general voting permit, the Board being required by law to consider the financial

condition, the management, and the effect of the relations upon the member banks.

According to a recent prospectus on the earnings of the group, ostensibly prepared by a brokerage firm, and a clipping forwarded to the Board which was taken from the Oakland (Celifornia) Tribume of November 15, 1955, it is claimed that earnings of the group for 1955 are expected to exceed the 1954 earnings to a very great extent, from all of which it may be expected that further increased dividends may be forthcoming.

Should the selling price of Transamerica Corporation shares continue to rise, presumably as a result of the advertising relative to large earnings, etc., it might be stated that the bank would receive some direct benefit inasmuch as it holds 804,596 shares of Transamerica Corporation stock as the sole collateral to loans aggregating \$5,984,000 and holds 684,794 shares as partial collateral to other loans of which amount \$4,490,000 is dependent upon such stock. Furthermore, should the price of the stock be caused to rise to some figure, say \$25 or \$50 per share, the corporation would be in a position to sell additional shares for cash and use the proceeds thereof to retire some of the obligations of the holding company to the subsidiary bank. The low quoted price for the stock for 1935 was slightly under \$5.00 per share as compared with the present high of over \$13.00 per share, there having been marked rises within the past few days.

X. Expansion Program: Since Transamerica Corporation filed its application for a voting permit, it has obtained virtual control of the banking business in Nevada through the First National Bank in Reno. Present indications are that the System may be spread more fully in Oregon and to Washington and Arizona. Such expansion could change the group set-up appreciably.

XI. Character and Attitude of the Management: The administration of the subsidiary First National Bank of Portland rests to a significant degree in the hands of local directors. All other banks in the group are decidedly under the domination of the management of the holding company affiliate — which is largely Mr. A. P. Giannini, who has not in the past been readily amenable to the requests of supervisory authorities, especially in the matter of curtailment of dividends and reduction of obligations of affiliated organizations, the elimination of losses, and various other matters.

The following additional facts are submitted for convenient reference in connection with the consideration of the foregoing problems:

Transamerica Corporation Profit and Loss 1984

Net profit transferred Less: Dividends declared	\$8,017,000* 5,904,000
	\$ 113,000
*Includes dividends received from:	,
Transamerica Bank Holding Co.	\$4,388,000
Transamerica General Holding Co.	1,474,000
Bankemerica Company	150,000
	\$6,012,000

Transaserica Bank Holding Company Profit and Loss 1934

Income from dividends	\$4,326,000**
Income from interest	148,000
Security transactions (Net)	4,000
Recoveries	21,000
	\$4,499,000
Expenses	136,000
Net for the year 1954	\$4,363,000
Balance at beginning	25,000
	\$4,388,000
Less: Dividends paid to T.A.C.	4.588.000
Balance	-0-
**Includes dividends received from:	
Benk of America N.T. & S.A.	\$8,756,000
Bank of America (State)	101,000

Balance Sheet

TRANSAMERICA CORPORATION

January 31, 1935

ASSETS	Book Value
Investments in Capital Stock of wholly owned subsidiaries: Transamerica Bank Holding Co. Transamerica General Holding Co. Inter-Continental Corporation Transamerica Service Corporation Bankamerica Company	\$111,904,152,30 36,539,649.08 1,998,100,82 112,048.53 600,000.00
Sub-total	151,155,950.78
(2) Contract on sale of R/S (acquired from bank) to Capital Company Due from affiliates: Transamerica General Holding Co. Transamerica Service Corp. Petty Cash - Scrip Completions Goodwill	3,929,981,15 9,664,291,86 5,498,015.77 1,101.64 1.00
TOTAL ASSETS	\$168,247,340.15
LIABILITIES	
(1) R/E Purchased on Contract from Bank of America, N.T. & S.A.	\$ 5,978,875,23
Due to Affiliates: Transamerica Bank Holding Co. Inter-Continental Corporation Capital Company Corporation of America Banca d'America e d'Italia	14,365,251.97 824,594.31 400,000.00 63,944.58 1,519.82
Accounts Payable Reserve for Federal Income Taxes, Prior years General Reserves	55,589,35 5,756,546.03 1,750,000.00
Dividends Payable Capital Stock - 23,621,952 shares outstanding Paid-in Surplus Profit and Loss Surplus	2,486,128.12 25,621,952.00 107,556,758.66 5,586,200.06
TOTAL LIABILITIES	\$168,247,340,15

Balance Sheet

TRANSAMERICA BANK HOLDING COMPANY

(Ownership 100% by Transamerica Corporation)

January 51, 1985

ASSETS		Dook
LIVESTADIFE	Sheres	Value
Bank of America, N.T.&S.A. Bank of America (State) Corporation of America First National Bk. of Reno First Nat'l Corp. of Portland First N/B of Portland National City of N.Y.	1,992,800.47 59,870 1,996.57 2,450 13,120"B" 8,040 524,440"	\$103,316,034.68 5,878,816.00 148,154.38 691,000.00 1.00 1,705,729.36 20,059.830.00
Total Investments		\$150,599,565.42
Due from Affiliatess ?		
First Htl Corp of Portland Transamerica Corp.	i.).	17,770.69 14,565,251.97
Total Due from Affiliate	98	\$14,585,022.66
Beneficial Interests		2.00
Totals		\$144,782,590.08
LIABILITIES		
Accrued Capital Stock Tax Due to Bank of America, N.T.& S.A.		5,000.00
Under contracts		28,384,276.97
Reservest For Assets acquired from Amerita For Assets of Miscellaneous Bank		7,667.65
Capital 10,000 shares - no par value Initial Surplus Paid-in Surplus		1,000,000.00 92,885,2 70.44 22,472,575.02
		\$144,782,590.08

^{* 89,025.4} additional shares owned by other affiliated organisations.

Bank of America N.T. & S.A. Significant Asset Items as of 2/11/35

Real estate loans Loans to affiliates of T.A.C. Loans on T.A.C. Stock Loans all other	\$253,130,000 34,405,000 8,475,000 109,775,000 \$405,785,000
U. S. Bonds - Circulation "	\$ 46,056,000 213,218,000 112,521,000 120,415,000 8492,008,000
Total Assets	\$1,133,663,000

Significant Liability Items

Demand deposits Time deposits Postal Savings deposits All other U.S. deposits Certified checks	\$247,017,000(a)(b) 590,398,000(a) 67,866,000 57,504,000 15,986,000 \$978,721,000
Circulation	\$ 45,500,000
Capital stock - Common Surplus Undivided profits Reserves for depreciation and losses Total	\$ 50,000,000 50,000,000 16,284,000 <u>2,004,000</u> \$ 98,288,000

(a) Public deposits \$125,964,000 (b) Bank deposits 29,309,000

Glassification of Assets

Before review with officers:

Slow	\$176,644,000 8,061,000 5,314,000
Doubtful	8,061,000
Loss	5, 814,000

After final reviews

Slow	179,768,000
Doubtful	8,069,000
Loss	2,271,000

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Federal Reserve Bank of St. Louis

Although the bank had capital structure of 10% of deposits, the condition of the assets, even with a large amount of savings deposits, and the trust business necessitate a much better ratio.

Earnings of Bank of America (H) 1934

Net operating	\$ 7,216,000
Recoveries	2.709.000
	\$ 9,925,000
Lesst Losses	12.562.000
Net loss	\$ 2,637,000 (Red)
Dividends paid	3.750.000
Total decrease	\$ 6,587,000
	\$ 6.387.000

Reported sarnings for the first six months of 1955, after providing for classified losses, exceeded dividends paid.

For the past two years various newspapers have on occasions carried articles relative to large earnings of Bank of America (N) and Transamerica Corporation. Apparently such figures as were stated were based upon all items of income, including profits on sale of securities and other assets even if previously written down, less actual operating expenses, but not including losses actually charged off or classified by examiners.

BANK OF AMERICA (State)

(From the State Examination Report as of March 21, 1985)

 Gapital stock
 \$1,500,000

 Surplus
 500,000

 Undivided profits
 365,000

 Reserves
 83,000

 \$2,446,000

Classification of Assets:

 Slow
 \$5,196,000

 Doubtful
 \$42,000

 Loss
 704,000*

* \$406,000 in Other Real Estate contracts sold to Capital Company and California Lands, Inc.

Total Deposits

\$19,152,000

Profit and Loss - 1934

Operating In		\$3,275,000 2,532,000
	n bonds, etc.	741,000 691,000
Less: Losse	8	1,452,000
	t Loss	\$ 268,000

Dividends Paid \$ 101.000

TRANSCRIPT OF COLLATERAL SECURING TRANSAMERICA BANK HOLDING CO - CONTRACT OF \$28 350 714 93 February 11, 1935

		SHARES PRIC		LISTED		0			UNLISTED		
First National Corp - Portland "B" California Joint Stock Land Bank National City Bank of New York Bank of Lake, Lakeport, California Capital Company Bank of Amador County Bank of Davis Bank of A Levy & Co.	9	120 155 550 341.2 000 71 51	179 22 267 1 353 377 134 416	00 55 00 54	936	100	00		87 767 26 4	928 588 742 767 170 674	00 74 00 74
California Lands, Inc. Northern California Bank of Savings Veneral Metals Corporation Jankamerica Agricultural Credit Corp First Mational Bank Portland Bank of America - State Banca d'America e d'Italia Bancamerica-Blair Corporation California Wine Association	1 65 10 4 49 953 680	751 859 652 000 845 920 207	72 326 7 43 194 31 2	67 00 84 42	1980	999	00	1	248 597 524 434 942 590	000	00 36 98 50 20
Island Oil & Transport Co. Miscellaneous Foreign Sec. Note of & C Stewart (Secured by 10,000 shares Pacific Coast Nortgage Co) Mational City Bank, New York	1	750	22	00	1886	500	90	1		629	-
TOTALS					4252	CONTRACTOR PROPERTY	HIEROPHICA .			552	
Total appraised collateral value					27	491	1,52	29			
Deficiency in collateral									859	562	64
NOTE: Current market quotation of listed stocks (11/20/35)					\$7	657	500	00			