

going to ask unanimous consent to be made a part of the record at this point, which illustrate a series of cases where this appears to have happened.

(The documents referred to follow:)

[From the Wall Street Journal, May 16, 1968]

TOM EVANS' TAKE-OVERS BUILD A VAST FORTUNE, STIR HOT CONTROVERSY
CRANE, PORTER FIRMS GROW AMID EXECUTIVE TURMOIL; KEY VOTE AT WABCO TODAY

Make Profits Quick—Or Else

(By John Barnett)

PITTSBURGH.—Thomas Mellon Evans grows suddenly solemn as he discusses his latest corporate battle. "Talk about business ethics," he says. "I've never seen anything to match the unethical way that damn Westinghouse Air Brake outfit operates."

Executives of Westinghouse Air Brake Co. (Wabco) retort, in effect: Look who's talking about ethics. In a court brief, company lawyers have described Mr. Evans' original offer to purchase Wabco stock, in exchange for debentures of Crane Co., of which he is chairman, as an attempt to pull off a "dishonest swindle."

That exchange is a fair sample of the acrimonious nature of the battle for Wabco (1967 sales: \$305 million), which heads for a key stockholder vote today. It's also typical of the fierce controversy that Tom Evans now 57, seems to create almost as naturally as he makes money.

Over the last three decades, Mr. Evans has been embroiled in battles for control of many companies. In nearly all, he has been cast in the unpopular role of a bumptious outsider trying to bull his way past a reluctant management.

Moreover, Mr. Evans has become something of a legend for his tough methods of operating a company once he wins control. He demands prompt profit performance from both assets and men, if he doesn't get it, he sells the assets or fires the men. Some sample reactions to these methods: Pickets marched outside the 1959 Crane Co. annual meeting, at which Mr. Evans was elected chairman, carrying signs berating: "Money-Mad Evans." And at the Evans-run H. K. Porter Co., a favorite quip defines an optimist as a Porter executive who brings his lunch to work.

Tom Evans' methods, however, have enabled him to build not one but three business empires. Besides his brokerage firm, he runs Crane, a maker of plumbing and heating supplies with 1967 sales of \$403 million, and Porter, a Pittsburgh-based conglomerate with 1967 sales of \$280 million, as entirely separate companies; the other concerns he has won control of have been merged into these firms. Besides being chairman of both concerns, he owns 15% of Crane's outstanding common stock and 67% of Porter's.

Mr. Evans formed the brokerage house, Evans & Co., 11 years ago to save brokerage fees on his extensive stock deals. Through it, he, his wife and three grown sons have made personal investments in scores of companies he doesn't control—at least not yet. Altogether, starting with little more than an inheritance of about \$15,000 (despite his middle name being Mellon), he has amassed a personal fortune estimated at \$80 million to \$100 million.

The Wabco Fight

Now Mr. Evans is seeking to merge Crane and Wabco, an old Pittsburgh-based concern that, besides air brakes, makes railway switch gear, train-control systems, earthmoving equipment and mining machinery. (It and Westinghouse Electric Co. were both founded by George Westinghouse, inventor of the air brake, but there is no connection today between the two Westinghouse concerns.) Meeting bitter resistance from management, he has sought to have Crane acquire enough Wabco common stock to force a combination. At first he attempted to obtain this stock through cash purchases by Crane. Then he turned to the Crane-debentures-for-Wabco-common offer, which has been extended three times; it now expires May 24. Mr. Evans says that as of Tuesday Crane owned nearly 31% of Wabco's common.

Wabco management's response has been to accept a merger offer from American Standard Inc., Crane's chief rival in the plumbing-fixtures field. Wabco stockholders vote today on this proposal, but whichever way this ballot goes, the