

Kapleau File -3
April 10, 1973

*Kluger mtmm
4-9-73*

Milk Maid Products, Inc.

Apparently, simultaneously, with the formation of Central Dairy Products Sales, Inc. by Kapleau and Kluger, the Maggios incorporated Milk Maid Products, Inc. around 1953.

Milk Maid Products, Inc. was described as a company owned by the three Maggio brothers that distributed packaged fresh milk. The milk was "bought from other dairies" in packaged form and Milk Maid simply distributed it.

Kapleau and Kluger acquired Milk Maid as an accounting client at the time of Milk Maid's formation. Kapleau and Kluger aided and advised in its formation. Kapleau and Kluger did not have a financial participation. Kluger said they were just the accountants to handle the books.

It is interesting to note that this venture marked the advent of the Maggios into the milk business, and would be consistent with the theory that the Maggios, Kapleau and Kluger were organizing and structuring a complete milk service from farm to consumer.

It should be noted that Central Dairy Products Sales, Inc. was a broker acquiring milk from various sources and selling it to distributors.

Information from:
Department of State
Corporation Bureau

MEMORANDUM

Edward Hussie
April 18, 1973

File: KAPLEAU

MILK MAID DAIRY PRODUCTS, INC.
907 Montrose Street
Philadelphia, Pennsylvania

Sworn to March 10, 1953 - Approved March 12, 1953.

Business Purpose: Sell milk, cream, cheese.

Articles of Incorporation perpetual.

The authorized capital stock listed as:

\$25,000, divided into 150 Class A common stock shares, with
a \$100.00 par value;

\$2,000 - Class B - Par Value/\$5.00

Class B may be issued whenever Board determines.

Corporation bound to pay fixed common stock dividend at 6% - payable
semi-annually - before any dividend set apart or paid to common stock-
holders.

Class B paid before Class A. In event of liquidation, entitled to payment
in full at par, plus amount to any accrued or accumulated unpaid dividend.

Class B common stock or any part at discretion of corporation subject to
redemption and cancellation at \$6.00 per share, plus amount to any accrued
and accumulated unpaid dividend, with 30 days notice to registered holder
thereof.

Kapleau File - 2
April 18, 1973

Milk Maid Dairy Products, Inc. continued:

Voting powers of shareholders vested exclusively to holders of Class A common stock, and holders of Class B common stock entitled to no voting powers or notice of meeting.

Class A has preemptive or preferential right to subscription of Class A stock.

Began business with \$500.00.

Directors and Incorporators:

Class A Common Stock

Peter Maggio
1402 East Duval Street
Philadelphia, Pennsylvania

1

Mario Maggio
825 East Haines Street
Philadelphia, Pennsylvania

1

Serafino Maggio
2519 South 21st Street
Philadelphia, Pennsylvania

1

July 3, 1953

Amendment by Board - written waiver by stockholders.

July 3, 1953

Authorized number of capital stock shares was:
150 Class A common stock

2,000 Shares of Class B Common Stock

Three shares of Class A common stock issued and entitled to vote.
Vote - 3-0.

Kapleau File - 3
April 18, 1973

Milk Maid Dairy Products, Inc. continued:

"out of surplus common stock dividends" inserted for
"funds legally available"

"semi-annually" out - "such time as Board determines" in.

July 7, 1973 - signed by Peter Maggio, President; and Harry Goodfriend, Secretary.

Approved July 24, 1953.

MILK MAID DAIRY PRODUCTS, INC.

Extremely complex amendment involving rights of Class A and Class B Common Stock holders.

The authorized capital stock of the corporation is 25,000, divided into 150 shares of Class A Common Stock, par value \$100.00, and 2,000 shares of Class B Common Stock, par value \$5.00.

The Class B Common Stock may be issued as and when the Board shall determine and shall entitle the holders thereof to receive out of the surplus cumulative dividends at 6%, payable in such manner and time as the Board may determine before any dividend shall be set apart or paid on Class A Common Stock. After dividends at 6% have been paid or set apart to holders of Class B stock in any year, together with all accrued and accumulated dividends, if any, and after dividends of 6% have been declared and have either been paid

in any year, any further dividends declared and paid in such year shall be declared and paid in such manner that the holders of Class A Common Stock and holders of Class B Common Stock shall participate equally in the declaration and payment of any future dividends for said period.

Payment in any year of any dividend on Class B Common Stock, in addition to the preferential dividend thereon at 6%, shall not affect or diminish the amount of said preferential dividend payable in the same manner, or any other year.

The holders of Class B Common Stock shall, in the case of liquidation or dissolution of corporation, before any amount shall be paid to the holders of Class A Common Stock, be entitled to be paid in full, at par, plus amount to any accrued or accumulative unpaid dividends.

The Class B Common Stock, or any part thereof, at the discretion of the corporation, shall be subject to redemption and cancellation at \$6.00 per share and amount to any accrued or accumulated unpaid dividends, within 30 days notice to registered holder.

Voting powers of shareholders vested exclusively in Class A; holders of Class B, no voting powers whatsoever nor shall they be entitled to notice of meetings. All Class A common stock shareholders shall have preemptive or preferential right of subscription to shares of Class A.

*Info from Kluger
4-19-73*

George W. Heuer

Many records produced by Kluger, it is interesting to note that the name of George W. Heuer appears several times. Heuer was identified as being from Norristown, Pennsylvania, and was connected with Joseph Reagan of Wilmington, Delaware, in the ownership of the Greensboro Ice Cream Company, a Maryland corporation acquired by Kapleau and Kluger referred to above.

Additionally, it has been noted that George W. Heuer, Jr., 541 Swede Street, Norristown, Pennsylvania, caused the notice of the formation of Central Dairy Products Sales, Inc. to be advertised in the newspapers at the time of the company formation in December 1953. The nature of his relationship with Central is unclear.

HOUSE OF REPRESENTATIVES
COMMITTEE TO INVESTIGATE THE ADMINISTRATION OF JUSTICE
Commonwealth of Pennsylvania
Harrisburg, Pennsylvania

MEMORANDUM

By Downey Rice

Date May 8, 1974

FILE: Harry E. Kapleau

Milk Marketing Board Fine Levied
on
Milk Maid Dairy Products, Inc.

In response to an inquiry by the Chairman on May 7, 1974, LIN HUBER checked the records at the Milk Marketing Board and reported to the writer on May 8 that the fine assessed against Milk Maid Dairy Products, Inc.—the Maggio company—was \$4,000 and was levied in December 1972.

On April 13, 1973, \$500.00 was paid on account. On May 24, 1973, the remaining \$3,500 was paid.

It is interesting to note that Kapleau testified to this Committee on April 4, 1973, at which time he said that Maggio had asked him for an extension of time to pay a \$3,000 fine levied by the Board against his dairy for granting illegal discounts and giving rebates. Obviously after the testimony of April 4, there was activity resulting in the payment of the fine.

(P) 0

Milk-Maid Dairy Products Inc
907 Montrose St. Phila 47

to purchase, sell & deal, at wholesale
& retail, in & with Milk, Cream, Cheese
& other Dairy products & to conduct
such other lines of business
as may be necessary for carrying on a
general Dairy business.

\$
25,000 divided into 150 shares of
Class A common stock, par value \$ 100 each,
2000 shares of Class B common, par \$ 5 each

Class B common may be issued as long as
the Board shall determine & shall entitle the holder to
receive out of funds legally available therefor, &
the Corp shall be bound to pay a fixed
cumulative dividend at 6% per year, semi-annually,
before any dividend shall be set apart or paid on
the Class B stock.

The holder of Class B common,
in case of liquidation or dissolution of the Corp,
before any amount paid to holders of Class A
common, entitled to be paid in full, as per
plus an amount equal to any accrued &
accumulated unpaid dividend.

The Voting Power of the stockholder
of Class B common, entitled to no voting
privileges.

(2)

The class B Common stock, or any part thereof, at the discretion of the Corporation, shall be subject to redemption & cancellation at \$6 per share plus an amount equal to any accrued & accumulated unpaid dividends, at any time on 30 days notice to registered holder thereof.

The voting power of shareholders, exclusively, in Class A Common, & holders of Class B Common, shall be voting power for purposes of notice of the meeting. All Class A Common shall have pre-emptive & preferential rights of subscription to shares of Class A Common whether now or hereafter authorized.

The value of the Corp's property for liquidating purposes is \$500

Peter, Michael & Serafino
3/10/53 3/12/53

Milkmaid amended articles (3)

JULY 3, 1953 - amended articles --

On time of JULY 3, 1953 authorized # of shares of capital stock - 150 shares of Class A Common & 2000 shares of class B common of which 35 shares of Class A Common were issued

Peter J. Maggio Pres.

Harry Goodfriend - Sec. -

JULY 6th ..

JULY 24th 1953.

The class B common stock may be issued as & when the PD shall determine & shall entitle the holders to

Received out of surplus, ~~and~~ cumulative

dividends at the rate of 6% per year, in such manner as the board of directors, before any dividend shall be set apart or paid on class A common. After dividends at 6% have been set apart or paid to holders of class B stock in any year, together with all accrued & accumulated dividends, if any & after dividends at 6% in any year have been declared & ~~paid~~ & either have been set aside for payment upon class A stock in any year, any further dividends declared & paid in such year shall be declared & paid in such manner that the holders of class A stock & holders of class B stock shall participate equally in declaration & payment for such period.

payment in any year of any dividend on class B stock in addition to the preferential dividend ~~shall~~ at 6% per year shall not ~~diminish~~ ^{diminish} the amount of said preferential dividend payment in the same or any other year.