0005

**CalMat Co**

P. O. BOX 2950, LOS ANGELES, CALIFORNIA 90051 (213) 258-2777
3200 SAN FERNANDO ROAD, LOS ANGELES, CALIFORNIA 90065

CalMat

October 2, 1985

State of Utah
Natural Resources
355 W. North Temple
3 Triad Center, Suite 350
Salt Lake City, UT 84180-1203

Attention: Lowell P. Braxton
Administrator
Mineral Resource Development
and Reclamation Program

Gentlemen:

Re: Hidden Valley Mine, INA/015/022,
Emery County, Utah

In response to your letter of September 16, 1985, please be advised that ownership of the Hidden Valley Mine was in no way affected by the recent sale to Sunedco Coal Co. of the Soldier Creek Coal Company. The Hidden Valley Mine is owned by Hidden Valley Coal Company, formerly known as Soldier Creek Coal Company, a wholly owned subsidiary of California Portland Cement Company. Accordingly, California Portland Cement Company will, as it has, continue to be responsible for reclamation of the Hidden Valley Mine site pursuant to the Mined Land Reclamation Contract dated April 4, 1980.

Should you have any questions, please feel free to contact me.

Very truly yours,

Ronald E. Evans
Executive Vice President and
General Manager--California
Portland Cement Division

REE:cm

CalMatCo

GENERAL OFFICES: 3200 SAN FERNANDO ROAD
LOS ANGELES, CA 90065
TEL: 213-258-2777

DIRECTORS

Thomas F. Call
Attorney, Partner
Adams, Duque & Hazeltine

Keith W. Colburn
Chairman of the Board
Consolidated Electrical Distributors, Inc.

Harry M. Conger
Chairman, President
and Chief Executive Officer
Homestake Mining Company

A. Frederick Gerstell
President and Chief Operating Officer

Richard A. Grant
Trustee
The Dan Murphy Foundation

Grover R. Heyler
Attorney, Partner, Latham & Watkins

Albert J. Hicks
Partner, Coopers & Lybrand (Ret.)

William T. Huston
Chairman of the Board and Chief Executive Officer
Watson Land Company

William Jenkins
Chairman of the Board and
Chief Executive Officer

Oscar T. Lawler
Retired Chairman of the Executive Committee
Security Pacific National Bank

Thomas M. Linden
Executive Vice President and General Manager
Properties Division

Thomas L. Lowe
Chairman, Monarch Bancorp
Formerly Chairman
The Newhall Land & Farming Company

Stuart T. Peeler
Chairman, President and
Chief Executive Officer
Statex Petroleum, Inc.

Harold H. Short
Chairman of the Board
Flatiron Companies

OFFICERS

William Jenkins
Chairman of the Board and
Chief Executive Officer

A. Frederick Gerstell
President and Chief Operating Officer

Ronald E. Evans
Executive Vice President and
General Manager, Cement Division

Michael J. Kerstetter
Executive Vice President and
General Manager, Concrete & Aggregates Division

Thomas M. Linden
Executive Vice President and
General Manager, Properties Division

Ronald C. Hadfield
Senior Vice President, Finance
Chief Financial Officer

Scott J Wilcott
Senior Vice President,
Legal Counsel and Secretary

Gene R. Block
Vice President, Properties

David S. Cahn
Vice President, Regulatory Matters

John L. Frogge
Vice President, Administration

Wilbur B. Jager
Vice President, Marketing

John G. S. Mills
Vice President, Chief Accounting Officer

Anthony E. Sarris
Vice President, Technical Services

David C. Lauritzen
Treasurer and Assistant Secretary

Brian W. Ferris
Assistant Secretary

Joana J. Pierce
Assistant Secretary

CALMAT CO.
3200 San Fernando Road
Los Angeles, California 90065

## PROXY STATEMENT

This statement is furnished in connection with the solicitation of proxies to be mailed on or about March 19, 1986, for use at the Annual Meeting of Shareholders of CALMAT CO. (the "Company"), to be held on Wednesday, April 16, 1986. This solicitation is made by the Board of Directors of the Company, and the costs thereof, which will be borne by the Company, are expected to be nominal. In addition to solicitation of proxies by mail, the Company may utilize the services of directors, officers and regular employees of the Company (who will receive no additional compensation therefor) to solicit proxies personally and by telephone and telegraph.

Brokerage houses, custodians, nominees, and others who hold stock in their names will be reimbursed for expenses incurred by them in sending proxy material to their principals.

The shareholders of record at the close of business on March 14, 1986, are entitled to one vote for each share of stock held by them. Each shareholder entitled to vote at any election for directors has the right to cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which his shares are entitled, or to distribute his votes on the same principle among as many candidates as he thinks fit. The proxy solicited by the Board of Directors confers discretionary authority on the proxies to cumulate votes so as to elect the maximum number of nominees. Proxies cannot be voted for a greater number of persons than the number of nominees named.

On February 1, 1986, there were outstanding 15,080,814 shares of common stock, $1 par value, all of which are of one class. The following shows information with respect to the only persons known to the Company to be the beneficial owners of more than 5% of the Company's outstanding stock as of February 1, 1986. For the purpose of this proxy statement, beneficial ownership of securities is defined in accordance with the rules of the Securities and Exchange Commission and means generally the power to vote or dispose of the securities, regardless of any economic interest therein. Unless noted otherwise, beneficial owners listed have sole voting and investment power with respect to the shares reported.

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class |
|---|---|---|
| The Dan Murphy Foundation<br>Post Office Box 76026<br>Los Angeles, CA 90010 | 2,108,001 shares | 14.0 |
| Richard D. Colburn<br>1120 La Collina Dr.<br>Beverly Hills, CA 90210 | 895,605 shares(a) | 5.9 |
| Directors and officers as a group | 1,848,135 shares(b) | 12.3 |

(a) Shareholder has shared voting and investment power with respect to these shares.

(b) Includes presently exercisable options to purchase 131,127 shares.

PART III

Identification of Executive Officers:

| Name | Age | Position | Served in Such Office Since(a) |
|---|---|---|---|
| William Jenkins | 66 | Chairman of the Board and Chief Executive Officer | June, 1984 |
| A. Fredrick Gerstell | 48 | President and Chief Operating Officer | June, 1984 |
| Ronald E. Evans | 47 | Executive Vice President and General Manager, California Portland Cement Co. | June, 1984 |
| Michael J. Kerstetter | 49 | Executive Vice President and General Manager, Conrock Div. | June, 1984 |
| Thomas M. Linden | 42 | Executive Vice President and General Manager, Properties Division | April, 1985 |
| Ronald J. Hadfield | 45 | Senior Vice President, Chief Financial Officer | April 1985 |
| Scott J Wilcott | 48 | Senior Vice President, Legal Counsel and Secretary | June, 1984 |
| Gene R. Block | 48 | Vice President, Properties | June, 1984 |
| David S. Cahn | 47 | Vice President, Regulatory Matters | June, 1984 |
| John L. Frogge | 39 | Vice President, Administration | June, 1984 |
| Wilbur B. Jager | 56 | Vice President, Marketing | April, 1985 |
| John G. S. Mills | 34 | Vice President, Chief Accounting Officer | December, 1984 |
| Anthony E. Sarris | 48 | Vice President, Technical Services | October, 1985 |
| David C. Lauritzen | 43 | Treasurer and Assistant Secretary | June, 1984 |
| Vaughn S. Corley | 51 | Senior Vice President, Arizona Portland Cement Co. | June, 1984 |
| George W. Cosby | 51 | Vice President and General Manager, Valley Reclamation Co. | June, 1984 |
| Bruce A. Dyer | 35 | Vice President and General Manager, CalMat Co. of Arizona | June, 1984 |
| Gerald H. Weber | 56 | Vice President and General Manager, CalMat Properties Co. | June, 1984 |

(a) with the exception of Messrs Linden, Hadfield, Mills and Sarris each executive officer has served in office since the date of the merger of Conrock Co. and California Portland Cement Co. which occured on June 27, 1984

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CalMat Co.

By /s/ William Jenkins
William Jenkins, Chairman of the Board and Chief Executive Officer

By /s/ A. Frederick Gerstell
A. Frederick Gerstell, President and Chief Operating Officer

March 26, 1986

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature | Capacity | Date |
|---|---|---|
| /s/ William Jenkins<br>William Jenkins | Chairman of the Board and Chief Executive Officer | March 25, 1986 |
| /s/ A. Frederick Gerstell<br>A. Frederick Gerstell | President and Chief Operating Officer and Director | March 25, 1986 |
| /s/ Ronald C. Hadfield<br>Ronald C. Hadfield | Principal Financial Officer | March 25, 1986 |
| /s/ John G. S. Mills<br>John G. S. Mills | Principal Accounting Officer | March 25, 1986 |
| /s/ Thomas F. Call<br>Thomas F. Call | Director | March 25, 1986 |
| /s/ Keith W. Colburn<br>Keith W. Colburn | Director | March 25, 1986 |
| /s/ Harry M. Conger<br>Harry M. Conger | Director | March 25, 1986 |

| Signature | Capacity | Date |
|---|---|---|
| /s/ Richard A. Grant, Jr.<br>Richard A. Grant, Jr. | Director | March 25, 1986 |
| /s/ Grover R. Heyler<br>Grover R. Heyler | Director | March 25, 1986 |
| /s/ Albert J. Hicks<br>Albert J. Hicks | Director | March 25, 1986 |
| /s/ William T. Huston<br>William T. Huston | Director | March 25, 1986 |
| /s/ Oscar T. Lawler<br>Oscar T. Lawler | Director | March 25, 1986 |
| /s/ Thomas M. Linden<br>Thomas M. Linden | Director | March 25, 1986 |
| Thomas L. Lowe | Director | March , 1986 |
| /s/ Stuart T. Peeler<br>Stuart T. Peeler | Director | March 25, 1986 |
| /s/ Harold H. Short<br>Harold H. Short | Director | March 25, 1986 |

EXHIBIT 22.1

CALMAT CO.

SUBSIDIARIES OF REGISTRANT

December 31, 1985

| Name of Company | Organized Under the Laws of | Percentage of Stock or Interest Owned by Registrant |
|---|---|---|
| Arizona Portland Cement Company..... (a division of California Portland Cement Company) | Arizona | 100 % |
| Bakersfield Ready Mix Company | California | 100 % |
| California Portland Cement Company... | California | 100 % |
| CalMat Co. of Arizona..... | Arizona | 100 % |
| CalMat Properties Co. ..... | California | 100 % |
| Carroll Canyon Centre Co. ..... | California | 100 %* |
| Colton Lime and Stone Co. ..... (a division of California Portland Cement Company) | California | 100 % |
| Conrock Co. ..... | California | 100 % |
| Industrial Asphalt, a Joint Venture.. | California | 50 % |
| Huntmix, Inc. ..... | California | 100 % |
| Palomar Transit Mix, Inc. ..... | California | 66.7% |
| Reliance Transport Co. ..... | California | 100 % |
| Sloan Canyon Sand Co. ..... | California | 100 % |
| Valley Reclamation Co. ..... | California | 100 % |

*Through ownership of CalMat Properties Co.