

MADISON SQUARE GARDEN CORPORATION

307 WEST 49TH STREET

NEW YORK 19, N. Y.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

New York, N. Y., September 7, 1943.

**To the Stockholders of
MADISON SQUARE GARDEN CORPORATION:**

NOTICE IS HEREBY GIVEN that, in accordance with the By-Laws of the Corporation, the Annual Meeting of Stockholders of MADISON SQUARE GARDEN CORPORATION will be held on Tuesday, the 28th day of September, 1943, at the office of the Corporation, No. 307 West 49th Street, New York, N. Y., at 11 o'clock in the forenoon (Eastern War Time) for the following purposes:

- (1) To elect 15 directors of the Corporation to hold office in accordance with the By-Laws of the Corporation for one year and until their successors shall be elected and qualify; and
- (2) To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

If you are unable to be present at the meeting, but desire to have your shares voted, please date and sign the enclosed proxy and return it in the accompanying envelope, to which no postage need be affixed if mailed in the United States.

By order of the Board of Directors,

HAMILTON V. BAIL,

Secretary.

NOTE: Only stockholders of record at the close of business on September 17, 1943 will be entitled to notice of or to vote at the meeting.

**INFORMATION ABOUT DIRECTORS AND NOMINEES FOR DIRECTORS
AND REMUNERATION OF DIRECTORS DURING FISCAL YEAR
ENDED MAY 31, 1943**

The following information is furnished with respect to each person who has acted as a director during the fiscal year ended May 31, 1943 and with respect to each person nominated for election as a director:

Name and Principal Occupation	Year First Became a Director	Shares of Common Stock Beneficially Owned Directly or Indirectly as of July 21, 1943	Aggregate Remuneration including meeting fees received from Corporation during past fiscal year
Hamilton V. Bail ⁽¹⁾ Mr. Bail, Secretary of the Corporation, is now on active duty as a Major in the Army of the United States.	1935	None	\$ 1,875
James I. Bush Retired from active business.	1927	100	\$ 280
Walter P. Chrysler, Jr. President of W. P. Chrysler Building Corporation. (Mr. Chrysler is at present on active duty as a Lieutenant in the United States Naval Reserve.)	1935	8,100	None
Bernard F. Gimbel President and Director of Gimbel Brothers, Inc.	1929	5,000	\$ 960
William M. Greve Retired from active business.	1931	None	\$ 960
Stanton Griffis Partner in Hamphill, Noyes & Co.	1934	3,000 ⁽²⁾	None ⁽³⁾
John D. Hertz Investment Banker, partner in Lehman Brothers.	1935	None	\$ 200
Edward S. Irish Acting President of the Corporation.	1943	100	\$ 6,749.73 ⁽⁴⁾
John Reed Kilpatrick President of the Corporation. (Mr. Kilpatrick is now on active duty as a Brigadier General in the United States Army.)	1927	14,255	\$23,076.66
James Norris ⁽⁵⁾ President of Norris Grain Company.	1936	1,000	\$ 40.00

⁽¹⁾ Mr. Bail resigned as a Director of the Corporation on February 11, 1943. He is not a nominee for election to the Board at the annual meeting of stockholders.

⁽²⁾ In addition, trusts with respect to which Mr. Griffis is a trustee or beneficiary, or both, hold 4,000 shares of the Common Stock of the Corporation.

⁽³⁾ Mr. Griffis is a limited partner in Hemphill, Noyes & Co., which, during the past fiscal year, received brokerage commissions totalling \$498.35 in connection with the purchase of shares of the Corporation's Common Stock for the account of the Corporation.

⁽⁴⁾ Since 1934, Mr. Irish has been a tenant of the Corporation in connection with the college and school basketball games which have been presented at Madison Square Garden, pursuant to agreements whereby the rental received by the Corporation was determined by a percentage of the gross receipts of such basketball games after the deduction of certain out-of-pocket expenses incurred in connection therewith. The agreement in effect on January 16, 1943, when Mr. Irish was appointed Acting President of the Corporation, was not altered for the balance of the fiscal year. Effective on June 1, 1943, an employment agreement, terminable at the pleasure of the Corporation, was made with Mr. Irish, setting forth the terms of Mr. Irish's employment and continuing, in substance, the previously effective arrangements concerning the presentation of basketball games at Madison Square Garden except for providing for participation by the Corporation in profits which would, under the prior agreements, have been payable entirely to Mr. Irish.

⁽⁵⁾ Mr. Norris is a partner of the Hollywood Ice Revue, which has been a tenant of the Corporation for varying periods during the past several years, and which, presumably, will be a tenant in future years.

MADISON SQUARE GARDEN CORPORATION

PROXY STATEMENT

Annual Meeting of Stockholders September 28, 1943

September 7, 1943.

SOLICITATION AND REVOCATION OF PROXIES

This Proxy Statement is furnished to you in connection with the Annual Meeting of Stockholders of Madison Square Garden Corporation, to be held at the office of the Corporation, No. 307 West 49th Street, New York, N. Y., on September 28, 1943, at 11:00 o'clock in the forenoon (Eastern War Time), and the accompanying Proxy is solicited by the management of the Corporation for use at such meeting of stockholders and at any adjournment or adjournments thereof. All Proxies delivered pursuant to this solicitation are revocable at the option of the person executing the Proxy at any time before the exercise thereof.

The solicitation of Proxies for said annual meeting will be made primarily by mail. Proxies may also be solicited personally and by telephone by regular employees of the Corporation at a nominal cost. The Corporation will bear all expenses in connection with the solicitation of Proxies.

ANNUAL REPORT

Stockholders are referred to the Annual Report of the Corporation for the fiscal year ended May 31, 1943, which was mailed to stockholders on August 9, 1943, for financial statements and other information about the activities of the Corporation during the year.

OUTSTANDING SHARES

On July 21, 1943, the outstanding voting securities of the Corporation consisted of 242,700 shares of Common Stock.

NOMINEES FOR ELECTION TO BOARD OF DIRECTORS

The only business which the management intends to present or is aware will be presented at the meeting is the election of a Board of 15 directors, to hold office, in accordance with the By-Laws of the Corporation, for one year and until their successors shall be elected and qualify. The proxy holders named on the within Proxy intend to vote for the election, as directors of the Corporation, of the following persons, who constitute the present Board of Directors of the Corporation: James I. Bush, Walter P. Chrysler, Jr., Bernard F. Gimbel, William M. Greve, Stanton Griffis, John D. Hertz, Edward S. Irish, John Reed Kilpatrick, James Norris, Jansen Noyes, Floyd B. Odum, N. Peter Rathvon, Harold E. Talbott, Sidney J. Weinberg and Edwin L. Weisl.

Name and Principal Occupation	Year First Became a Director	Shares of Common Stock Beneficially Owned Directly or Indirectly as of July 21, 1943	Aggregate Remuneration including meeting fees received from Corporation during past fiscal year
Jansen Noyes..... Partner in Hemphill, Noyes & Co.	1934	7,014 ⁽⁶⁾	\$ 720 ⁽⁷⁾
Floyd B. Odlum..... President of Atlas Corporation.	1934	None	\$ 280
N. Peter Rathvon..... President of Radio-Keith-Orpheum Corporation.	1934	None	\$ 640
Harold E. Talbott..... Industrialist.	1935	500	\$ 280
Sidney J. Weinberg..... Investment Banker, Partner in Goldman, Sachs & Co.	1934	100	\$ 120
Edwin L. Weisl..... Attorney, Partner in Simpson Thacher & Bartlett.	1935	None	\$ 440 ⁽⁸⁾

⁽⁶⁾ In addition, a trust in which Mr. Noyes is one of two trustees and in which he has a contingent beneficial interest owns 200 shares of the Common Stock of the Corporation.

⁽⁷⁾ Mr. Noyes is a partner in Hemphill, Noyes & Co. which, during the past fiscal year, received brokerage commissions totalling \$498.35 in connection with the purchase of shares of the Corporation's Common Stock for the account of the Corporation.

⁽⁸⁾ Mr. Weisl is a partner in the firm of Simpson Thacher & Bartlett, general counsel of the Corporation, which received during the last fiscal year the sum of \$4,666.67 for legal services.

Mr. Irish, the only nominee for the office of director who has not heretofore been elected by the stockholders, has been principally engaged for the past five years in the promotion and presentation of sporting events, both in the City of New York and elsewhere.

GROUP REMUNERATION OF DIRECTORS AND OFFICERS

During the past fiscal year, the aggregate remuneration paid by the Corporation to all officers and directors of the Corporation as a group was \$60,671.47. General Kilpatrick is the only employee of the Corporation whose compensation during the past fiscal year exceeded \$20,000. No other person received aggregate remuneration in excess of \$20,000 from the Corporation during the past fiscal year.

INTEREST OF DIRECTORS IN CONTRACTS TO WHICH CORPORATION IS A PARTY

The interest of Messrs. Irish and Norris in contracts to which the Corporation is a party has been set forth in Notes (4) and (5) to the table appearing above. In addition to these contracts, RKO Radio Pictures, Inc., of which Mr. Rathvon is Chairman of the Board of Directors, is a party to a contract dated September 17, 1941, since extended by agreement dated March 31, 1943, with Michael S. Jacobs and Twentieth Century Sporting Club, Inc. and approved by the Corporation. This agreement provides for the production and distribution of motion pictures of boxing bouts presented by Mr. Jacobs or Twentieth Century Sporting Club, Inc. pursuant to their agreement with the Corporation.

OTHER MATTERS

The management does not intend to bring before the meeting any matters other than those mentioned hereinabove, and at the date of this Proxy Statement the management is not informed of any matters that others may bring before the meeting. However, if any other matters properly come before the meeting, including a vacancy caused by one or more of the above mentioned nominees becoming unavailable for election prior to or at the time fixed for the meeting or any adjournment thereof, it is the intention of the persons named in the enclosed form of proxy to vote said proxy in accordance with their discretion on such matters.

If you are unable to be present at the meeting, but desire to have your shares voted thereat, you are requested to fill in and sign the enclosed proxy and return it in the accompanying envelope, to which no postage need be affixed if mailed in the United States.