

# SECURITIES AND EXCHANGE COMMISSION

# NEWS DIGEST

A brief summary of financial proposals filed with and actions by the S.E.C.

(In ordering full text of Releases from Publications Unit, cite number)



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**NATIONAL BLANK BOOK CO. FILES FOR SECONDARY.** National Blank Book Company, Holyoke, Mass., filed a registration statement (File 2-20687) with the SEC on August 29th seeking registration of 160,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by Blyth & Co., Inc., 14 Wall Street, New York. The public offering price (maximum \$20 per share\*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the business of manufacturing and selling a variety of office and school supplies. In addition to certain indebtedness, it has outstanding 592,590 shares of common stock, of which Herbert S. Towne, a director, Richard P. Towne, board chairman, and a trust in which the latter has a beneficial interest, own 76,500, 66,705 and 60,000 shares, respectively. The prospectus lists 17 selling stockholders owning an aggregate of 413,421 shares, including the two Townes and the trust, who propose to sell 31,500, 7,424 and 30,000 shares, respectively. Others propose to sell amounts ranging from 500 to 15,000 shares. Paul B. Buckwalter is president.

**INTERSTATE DEPARTMENT STORES FILES STOCK PLAN.** Interstate Department Stores, Inc., 111 Eighth Avenue, New York, filed a registration statement (File 2-20688) with the SEC on August 29th seeking registration of 81,600 shares of common stock, to be offered pursuant to its Restricted Stock Option Plan.

**MANAGEMENT INVESTMENT CORP. FILES FOR STOCK OFFERING.** Management Investment Corporation, 130 Fulton Federal Bldg., Atlanta, Ga., filed a registration statement (File 2-20689) with the SEC on August 29th seeking registration of 2,000 shares of common stock, to be offered for public sale (without underwriting) at \$500 per share. Each share bears a warrant for the purchase of one additional share at from \$500 to \$700 per share (depending upon elapsed time). The warrants can be exercised only when called by the company and upon payment by the company of \$10 per warrant.

Organized in November 1961, the company is registered under the Investment Company Act of 1940 as a closed-end non-diversified management investment company. It does not intend to be licensed under the Small Business Investment Act of 1958. The company will provide capital for companies, initially those engaged in the field of atomic derivatives and in support of the space and missile programs of the Federal Government, by purchasing their stock and debt securities convertible into or bearing warrants to purchase stock. It also will render advisory and management counseling services on a fee basis through a subsidiary. The net proceeds from the stock sale will first be applied to repayment of \$185,000 borrowed from various lenders, and the balance to finance the company's activities of providing equity capital and loans to business concerns. The company has provided \$245,055 to two companies and \$10,000 to its subsidiary, and the borrowed funds from various lenders were applied to such investments.

In addition to indebtedness, the company has outstanding 500 shares of common stock (issued at \$200 per share), of which E. Milton Bevington, president, and two other management officials own 25% each.

**PUBLISHERS CO. FILES FOR FINANCING AND SECONDARY.** Publishers Company, Inc., 1106 Connecticut Avenue, Washington, D. C., filed a registration statement (File 2-20690) with the SEC on August 29th seeking registration of \$3,500,000 of 6% subordinated convertible debentures due 1977, to be offered for public sale by the company, and 25,000 outstanding shares of common stock, to be offered by the holders thereof. Roth and Company, Inc., 632 Land Title Bldg., Philadelphia, heads the list of underwriters. The debentures are to be offered in \$500 units at 100% of principal amount and the underwriters will be paid a \$45 per unit commission and \$10,000 for expenses. The public offering price (maximum \$10 per share\*) and underwriting terms with respect to the outstanding shares are to be supplied by amendment. The statement also includes 35,000 shares underlying 5-year warrants to be sold to the principal underwriter at 1 mil each, exercisable at \$12 per share.

The company is principally engaged in the business of publishing books which are distributed in quantity on a wholesale basis, selling books through door-to-door sales and through book stores maintained by dealers, and financing the door-to-door and book store sales made by the company, its dealers and distributors. After its proposed acquisition of Merkle Press Inc., and Kaufmann Printing, Inc., both doing business in the Washington area, it will also be engaged in the letter press and offset (lithography) printing business. Of the \$3,075,000 estimated net proceeds from the company's sale of debentures, \$1,765,280 will be used to purchase all of the capital stock of Merkle Press, \$750,000 to purchase all of the stock of Kaufman Printing, \$525,000 to redeem outstanding 6% subordinated convertible notes due 1967, and the balance for working capital and general corporate purposes.

In addition to certain indebtedness, the company has outstanding 332,968 common and 750 Class B common shares, of which latter stock Charles W. Lockyer, president, Harold W. Goldblatt, executive vice president, and Norman H. Silverman, a vice president, own one-third each. Management officials as a group own 23,703 common shares. Class B stockholders have the right at all times to elect a majority of the board. The list of selling stockholders is to be supplied by amendment.

OVER

**AEROSYSTEMS TECHNOLOGY CORP. FILES FOR STOCK OFFERING.** Aerosystems Technology Corporation, Route 15, Sparta, New Jersey, filed a registration statement (File 2-20691) with the SEC on August 29th seeking registration of 165,000 shares of common stock, to be offered for public sale at \$3 per share. The offering will be made on an "all or nothing best efforts" basis by Chase Securities Corporation, 350 Fifth Avenue, New York, which will receive a 45¢ per share commission and \$16,500 for expenses. The statement also includes 10,000 shares to be issued to the underwriter at the rate of one share for each ten shares sold. A \$2,000 finder's fee is payable to Theodore Pringos.

Since inception in 1956 the company (formerly Fletch-Aire Company, Inc.) has been engaged in experimentation on aerodynamic concepts which have provided the basis for obtaining ten U.S. Patents relating to advanced vertical lift vehicles and/or unique systems for achieving controlled vertical flight. As part of such effort, according to the prospectus, it has designed, fabricated and flight tested a full scale, man-carrying experimental "air-cushion" vehicle called the "Glide-Mobile." The company also plans to manufacture and market several commercial products, including a patented adjustable snap gage, an adjustable height gage for the machine tool industry and a small vacuum pump intended for industrial and/or medical applications. The company has received only negligible income to date through the sale of engineering services and has honored a limited number of orders for its commercial products primarily for conducting a market survey. The \$420,750 estimated net proceeds from the stock sale will be used for machinery and capital equipment for support of research and development programs, for research and development on company proprietary products, for additional leased facilities and inventory of adjustable snap gages and vacuum pumps, for advertising and selling expenses and preparation of and submittal of technical reports, and for general working capital, including salaries, general overhead and miscellaneous.

The company has outstanding 217,425 shares of common stock (after giving effect to a recent 5-for-1 stock split) of which Charles J. Fletcher, president and board chairman, owns 70% and management officials as a group 84%. Fletcher received his shares for certain patents and other property rights. Sale of new stock to the public will result in an increase in the book value of stock now outstanding from 30¢ to \$1.19 per share with a resulting dilution of \$1.81 per share in the book equity of stock purchased by the public.

**REVISED FORM S-8 FOR STOCK PLANS ADOPTED.** The SEC today announced the adoption of a revised Form S-8 for Securities Act registration of securities to be offered pursuant to certain stock purchase, savings or similar plans, and for registering the interests in such plans where such registration is required (Release 33-4533). The rule as to the use of the form has been simplified and clarified in certain respects and has been amplified to permit use of the form for securities other than "equity" securities and for securities to be offered pursuant to restricted stock options. The transmittal of annual reports and other material to employees is now required by undertakings set forth at the end of the form and the provisions making such transmittal a condition to the use of the form have been deleted. The Commission has adopted an amendment to Regulation S-X which prescribes the form and content of financial statements filed for employee stock purchase, savings and similar plans. The revised form specifies the financial statements to be filed for such plans as a part of registration statements on that form and to provide that such statements shall comply with the new provisions of Regulation S-X. Additional items calling for information with respect to securities to be offered pursuant to restricted stock options have been added to the form.

Copies of the revised form may be obtained on request. The effective date of the form is September 17, 1962, provided that it may be used immediately at the option of the issuer.

**COLUMBIA GAS SYSTEM FINANCING CLEARED.** The SEC has issued an order under the Holding Company Act (Release 35-14690) authorizing the sale to The Columbia Gas System, Inc., New York holding company, by two of its wholly-owned subsidiaries, Columbia Gas of New York, Inc., and Home Gas Company, of an aggregate of \$1,900,000 of installment notes. The notes will be sold periodically to Columbia when funds are needed by the subsidiaries for construction (but not later than March 1963).

**INDICTMENT NAMES F L BATTEN.** The SEC Washington Regional Office announced August 27th (Lit-2358) the return of a Federal court indictment (USDC DC) charging Franklin L. Batten with subornation of perjury and obstruction of justice arising out of an SEC investigation of the sale of stock of Saber Boats, Inc.

**KELLY-COAL DOME ENJOINED.** The SEC Denver Regional Office announced August 28th (Lit-2359) the entry of a Federal court order (USDC Denver) preliminarily enjoining Jack T. Kelly and Coal Dome Associates from further violating the Securities Act registration and anti-fraud provisions in the sale of oil interests.

**MOSKOWITZ REALTY FILES EXCHANGE PLAN.** Henry Moskowitz Realty Corp., 10 Columbus Circle, New York, filed a registration statement (File 2-20692) with the SEC on August 29th seeking registration of \$4,423,954 of 7.2% non-convertible subordinated debentures due 1977, 1,275,063 shares of Class A common stock (in four series) and 346,785 shares of Class B stock. It is proposed to offer such securities in exchange for all of the outstanding interests of partners, stockholders and noteholders in 26 corporations and 7 partnerships.

The company was organized under Delaware law in February 1962 and proposes to engage in the business of investing in and operating real estate. After consummation of the exchanges, the company will either own or have interests in about 56 properties, principally in New York. Henry Moskowitz, president, recently acquired 15,000 Class A shares and 150,000 Class C shares for a total cost of \$112,500 in cash. Assuming 100% acceptance of the exchange offer, Moskowitz will own directly or indirectly 9% of the outstanding Class A, 83.3% of the outstanding Class C and 100% of the outstanding Class B stock, having acquired such shares

in part for capital interests which were acquired by him at a cost of \$355,668. Prior to 1975, and so long as at least 20,000 Class C shares are outstanding, the holders of such Class C shares voting as a separate class, are entitled to elect two-thirds of the directors of the company.

SAN DIEGO GAS & ELECTRIC PROPOSES RIGHTS OFFERING. San Diego Gas & Electric Company, 861 Sixth Ave., San Diego, filed a registration statement (File 2-20693) with the SEC on August 29th seeking registration of 500,000 shares of common stock. It is proposed to offer such stock for subscription by common stockholders at the rate of one new share for each nine shares held of record on September 20, 1962. Unsubscribed shares will be offered to employees and former employees and then to the public. Blyth & Co., Inc., 2100 Russ Building, San Francisco, heads the list of underwriters. The subscription price and underwriting terms are to be supplied by amendment. The net proceeds from the stock sale will be used to pay short-term bank loans, estimated at \$14,500,000, incurred for temporary financing of additions to the company's utility properties, and the balance will become part of treasury funds and applied toward cost of such additions (estimated at \$23,543,000 for 1962). In addition to various indebtedness and preferred stock, the company has outstanding 4,500,000 shares of common stock. H. G. Dillin is president.

TRADING IN APEX MINERALS TO RESUME. The SEC announced today that it had determined not to further suspend trading in the common stock of Apex Minerals Corporation on the San Francisco Mining Exchange and the over-the-counter market beyond the September 2, 1962 expiration date of the most recent suspension order. Accordingly, trading therein may be resumed on and after September 3, 1962. Trading has been suspended since May 11, 1961, as a result of the company's failure to file proxy soliciting material in connection with a meeting of shareholders in March 1961 at which time approval was obtained for the issuance of 1,600,000 shares of stock in connection with a merger of Interstate Oil & Development Company and Churchill Exploration Company into Apex Minerals, as well as the company's failure to file adequate reports of the results of the meeting and terms of the merger. Recently, the company had a change in management. Moreover, reports have been filed with the Commission and mailed to all stockholders of the company. Included therein are certified financial statements and engineering data pertaining to the merger and other matters acted upon at the stockholders meeting.

SECURITIES ACT REGISTRATIONS. Effective August 29: Dan River Mills, Inc. (File 2-20596). Withdrawn August 29: California Properties (File 2-17181); Cemeteries of America, Inc. (File 2-20056); Mott's Super Markets, Inc. (File 2-20092); Packard-Bell Electronics Corp. (File 2-20334); Verlan Publications, Inc. (File 2-20146). Effective August 30: American Laboratories, Inc. (File 2-19861); Henry J. Green Instruments, Inc. (File 2-20315).

\*As estimated for purposes of computing the registration fee.

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