

**NEWS DIGEST**

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



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**CENTRAL HADLEY FILES FOR SECONDARY.** Central Hadley Corporation, 596 North Park Avenue, Pomona, Calif., filed a registration statement (File 2-17528) with the SEC on January 27, 1961, seeking registration of 41,829 outstanding shares of 5% cumulative convertible preferred stock, \$10 par, and 481,450 outstanding common shares, recently acquired by the sellers from other stockholders in units consisting of one share of preferred and 94.52 shares of common and at \$13.70 per unit, of which 29,893.5 preferred shares are to be offered for public sale by the sellers in the over the counter market, and 277,436 common shares are to be offered for public sale by the sellers on the American Stock Exchange. No underwriting is involved.

The company is a holding company with three wholly owned subsidiaries: B. H. Hadley, Inc., which designs, develops, tests and manufactures precision components for fluid control and regulation systems for the missile industry; Stellardyne Laboratories, Inc., which sells testing and cleaning services to the missile industry; and Central Explorers Company which owns oil leases and with other companies develops those leases.

In addition to certain indebtedness, the company has outstanding 76,795 shares of 5% cumulative convertible preferred stock, \$10 par, and 2,589,846 common shares. The prospectus lists Melville Keim as president. Keim and his associates have acquired 481,450 common shares and 41,829 preferred shares from certain of the original stockholders of a predecessor, paying therefor (under an agreement for settlement of pending litigation) \$567,000. The largest block was acquired from Atlantic Holdings, Ltd. (8,496 preferred and 118,560 common). The purchasers consist of nine groups and twelve individuals or a total of 77 persons. Certain of the purchasers (the sellers) propose to sell 29,893.5 preferred shares on the over-the-counter market and 277,436 shares on the American Stock Exchange.

**PRESIDENTIAL REALTY FILES EXCHANGE PLAN AND OFFERING.** Presidential Realty Corporation, 180 South Broadway, White Plains, New York, filed a registration statement (File 2-17540) with the SEC on January 30, 1961, seeking registration of (1) 520,195 common shares to be offered, on a share for share basis, to stock holders of M. Shapiro & Son, Inc. (the "Shapiro Company"), of New York, in exchange for a like amount of common shares of that company, and (2) 150,000 common shares to be offered for public sale through underwriters headed by Burnham and Company. The public offering price and underwriting terms for the public offering are to be supplied by amendment. The company will sell to the principal underwriter and an associate for each, warrants to purchase an additional 30,000 common shares at prices to be supplied by amendment.

The company was organized under Delaware law in January 1961 by directors and substantial stockholders of the Shapiro Company to acquire the outstanding stock of that company. The company intends, directly or through the Shapiro Company or its subsidiaries to continue the respective businesses of the Shapiro Company and its subsidiaries. If and when the Board of Directors of the company determines that it would be in the interest of the stockholders, the Shapiro Company may be merged into or consolidated with the company. The Shapiro Company is engaged in the development of real estate projects of various types, the ownership and operation of residential and commercial rental properties in various parts of the country, real estate "syndication", and property management. The net proceeds from the sale of the 150,000 common shares will be applied as follows: \$150,000 to the company's estimated requirements for equity money to finance Eliot House, a 14-story air-conditioned apartment building in East Orange, New Jersey, the total cost estimated at \$2,835,000; \$155,000 to the company's estimated requirements for equity money to finance a five-story office building in Stamford, Conn., the total cost estimated at \$885,000; and the balance for acquisition of equities in other properties by purchase or lease, or for development of properties now owned or to be acquired, or for the reduction of bank debt of \$350,000 owed to The Chase Manhattan Bank.

The company has no debt or shares outstanding. The Shapiro Company has 520,195 common shares outstanding, of which Robert E. Shapiro, president of both companies owns 17.97%, Joseph Viertel and Jules Shapiro, directors of both companies, own 17.99% and 17.20%, respectively, and management officials as a group own 70.1%. Joseph M. Baruch is listed as president of both companies.

**THERMOGAS FILES FOR OFFERING.** Thermogas Company, 4509 East 14th Street, Des Moines, Iowa, filed a registration statement (File 2-17541) with the SEC on January 30, 1961, seeking registration of 100,000 shares of common stock, to be offered for public sale on an all or none basis through underwriters headed by A. C. Allyn and Company. The public offering price and underwriting terms are to be supplied by amendment. The registration statement includes an additional 10,000 common shares which are to be offered initially to employees and several others associated with the company.

The company is a distributor of propane, tanks and accessories for the storage and handling of propane, and household and other appliances using propane as a fuel. It operates through 30 distribution plants in Iowa, 4 in Illinois and 4 in Wisconsin. Concurrently with the receipt of the net proceeds from the stock sale, the company will sell at par \$2,000,000 principal amount of 6% notes payable in equal installments, 1962-1976. From the total proceeds received from the stock sale and new debt financing, the company will repay (1) \$500,000 of short term bank loans, (2) \$742,500 principal amount of 5% notes due 1966, and (3)

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\$1,200,000 principal amount of 5% convertible subordinated notes due November 1968. Some \$500,000 of the remaining proceeds will be applied to purchase additional distribution plants and the balance added to working capital.

In addition to certain indebtedness, the company has outstanding 292,675 shares of common stock, of which Charles O. Russell, president, owns 21.8% and management officials as a group 38.3%.

**COASTAL DYNAMICS FILES FOR OFFERING.** Coastal Dynamics Corporation, 219 Rose Avenue, Venice, Calif., filed a registration statement (File 2-17542) with the SEC on January 30, 1961, seeking registration of 125,000 shares of Class A stock, to be offered for public sale at \$3 per share through underwriters headed by V. K. Osborne & Sons, Inc., who will receive a 33¢ per share commission. An additional 10,000 Class A shares were purchased from stockholders of the company by V. K. Osborne and 3,000 shares by Lipman, Cohen Associates, the finder, all at 50¢ per share. The underwriters will reserve 5,000 shares of the said 125,000 shares for sale to certain full time employees of the company (excluding management officials) at the public offering price less their commission.

The company (formerly Coastal Manufacturing Corporation) is the successor by merger in January 1961 with Wesco Plastic Products, Inc. Prior to December 1960, M. J. Peak, president, and Rodger H. Jensen, vice-president, each owned 50% of the then outstanding shares of Coastal Manufacturing; and they and two other company officials owned all the shares of Wesco Plastic. The two affiliated companies were engaged in related activities; and the company is principally engaged in the development, manufacture and sale of edge-lighted instrument and control panels and the lighting circuitry and component parts therefor for use primarily in the aircraft, missile and electronic industries. It also produces and sells precision investment castings. The \$311,750 net proceeds from the stock sale will be used as follows: \$5,600 for payment of outstanding equipment contracts payable; \$40,000 to purchase new equipment; \$100,000 to increase inventory of electronic component parts; and \$166,150 for working capital including expansion of research and development, and engineering and sales department.

The company has outstanding 13,000 Class A and 250,000 Class B shares, of which Peak and Jensen own 110,136 Class B shares each and Osborne owns 10,000 Class A shares. Management officials as a group own 100% of the outstanding Class B shares and 23% of the Class A shares.

**CHALCO ENGINEERING PROPOSES OFFERING.** Chalco Engineering Corp., 15126 South Broadway, Gardena, Calif., filed a registration statement (File 2-17547) with the SEC on January 30, 1961, seeking registration of 100,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made on an all or none basis by underwriters headed by First Broad Street Corp., who will receive a commission of 60¢ per share, plus \$12,000 for expenses. The company also will issue to the underwriters four-year warrants, for \$270, to purchase 27,000 common shares at \$6 per share; and 3,000 warrants will be sold for \$30 to Mannes Glickman and to partners of company counsel.

The company was organized under Delaware law in October 1960. It proposes to acquire from David Kierman, president, and three other company officials all the outstanding stock of Chalco Engineering Corp., a California corporation, for which it will issue 425,000 common shares. All of the 425,000 outstanding shares will be owned in equal amounts by Kierman and the other three officials. The company is engaged in the business of engineering, research, development, manufacturing and installation of custom communication systems and electronic, electro-mechanical and mechanical systems and devices for ground support facilities for missile and space programs of the U. S. Government; and it also manufactures special purpose products sold for military use. Net proceeds of the sale of stock, estimated at \$500,000, will be used as follows: \$100,000 for repayment of short term bank loans, \$40,100 to repay loans due company officials, \$5,570 to repay loans to an affiliated company, and the balance added to general funds to improve working capital position.

**REGO INSULATED WIRE FILES FOR OFFERING AND SECONDARY.** Rego Insulated Wire Corp., 830 Monroe St., Hoboken, N. J., filed a registration statement (File 2-17548) with the SEC on January 30, 1961, seeking registration of 200,000 shares of common stock, of which 180,000 shares are to be offered for public sale by the company and 20,000, being outstanding stock, by the present holders thereof. The offering is to be made at \$4.50 per share, on an all or none basis, through an underwriting group headed by Russell & Saxe, Inc., which will receive a commission of \$.45 per share plus \$12,000 for expenses. One of the selling stockholders has sold 20,000 shares at \$1 per share to the underwriters.

The company was organized under Delaware law in September 1960. It acquired from its founders, Arthur Baum (president and board chairman) and other members of his family, all the assets and liabilities of a partnership known as Rego Insulated Wire Co. and all the outstanding stock of 14 corporations. It is engaged in the manufacture of insulated wire and cable, garden hose and garden supply items, television antennas, antenna wire and related items, and blow molding of plastic toys and doll bodies; and, in addition, it recently commenced the production of thermoplastic compounds for use in its own manufacturing operations, as well as for resale to other manufacturers. In addition to certain indebtedness, the company has outstanding 640,000 common shares. The proceeds of its sale of additional stock, estimated at \$681,000, will be used as follows: payment of a \$152,000 indebtedness to Bernard V. Simon, a former affiliate, payment of \$139,116 of indebtedness to Baum and members of his family, payment of \$200,000 of bank loans; and the balance for working capital.

The 640,000 common shares were issued to Baum and other members of his family for the property, business and assets acquired from them. The net book value of the businesses surrendered for such shares was \$700,147.

**ACCESSO FILES FOR OFFERING.** Accesso Corporation, 3425 Bagley Avenue, Seattle, Wash., filed a registration statement (File 2-17543) with the SEC on January 30, 1961, seeking registration of 40,000 shares of common stock and 40,000 shares of \$10 par preferred stock, to be offered for public sale in units, consisting

of one share of common and one share of preferred stock. The units are to be offered at \$15 per unit on a best efforts basis through underwriters headed by Ralph B. Leonard & Sons, Inc., who will receive a \$2.25 per unit selling commission and expenses of \$10,000. The registration statement includes an additional 28,580 common shares which are reserved for sale to holders of outstanding options to purchase stock and 15,000 common shares reserved for sale to officers and key employees of the company.

The company is engaged in the design, manufacture and sale of suspended acoustical ceiling systems, including acoustical tile hangers, metal tiles and fluorescent lighting fixtures. Of the net proceeds from the sale of the units, \$35,000 will be used to retire notes and bank loans, and the balance will be added to the general funds and will be available for general corporate purposes, including additional personnel, working capital for inventories and accounts receivable and cost of equipment and of research and development incurred in the ordinary course of business.

The company has outstanding 67,680 shares of common stock, of which Stanley E. Sorenson, president, owns 7,860 shares and management officials as a group own 22,020 shares.

**AMERICAN REALTY SHARES PROPOSES OFFERING.** American Realty Shares Limited Corp., "registrant," of 140 West 72nd St., New York, filed a registration statement (File 2-17550) with the SEC on January 30, 1961, seeking registration of 100,000 "participation shares", to be offered for public sale at \$20 per share. The offering is to be made on a best efforts basis by American Realty Shares Sales Corp., which will receive a selling commission of \$2 per share.

The registration statement relates to 100,000 shares of participation in the profits and losses of American Realty Shares, a limited partnership. The partnership was organized by Richard A. Grubel and Grubel Management Corp., general partners, and by registrant as limited partner; and it proposes to engage in the real estate business as an investor, to purchase, own, lease, sell and rent properties of all kinds situated within and without the United States, and also to purchase, own and sell mortgages on real properties owned by others. Registrant will contribute the entire net proceeds from the sale of its shares to the partnership as a contribution to capital. The partnership intends to use all of such proceeds for the acquisition of real properties, or other investments.

According to the prospectus, Grubel is the sole stockholder and president of the Sales Corp. and of Grubel Management Corp. Grubel Management has been engaged to manage the real properties to be owned by the partnership, for which it will receive as compensation 5% of the gross rentals of the buildings managed by it. Grubel also will receive compensation for his services as general partner.

**TEXSTAR SECURITIES FILES FOR OFFERING.** Texstar Securities, Inc., National Bank of Commerce Building, San Antonio, Texas, filed a registration statement (File 2-17544) with the SEC on January 30, 1961, seeking registration of \$3,000,000 of Interests in Texstar 1961 Gas and Oil Program, to be offered for public sale in \$6,000 units. A commission of \$600 per unit will be paid to brokers and dealers if the Program commences operations and should the issuer sell any units directly as part of the public offering, it will retain the \$600 as a commission.

The company was organized under Delaware law in December 1960 and is a wholly owned subsidiary of The Texstar Corporation (the Operator). It was formed primarily to establish the Program, to act as Issuer under a Joint Venture Agreement and to serve in similar capacity in future Texstar Gas and Oil Programs. The Operator, formed in early 1959 by the consolidation of several companies, specializes in petroleum and technical industry. According to the prospectus, the emphasis in the Program will be on an attempt to develop gas-producing prospects anywhere in the United States and Canada. It is anticipated that two-thirds of the Program's funds will be spent on the development of prospects which, in the opinion of the Operator, are proven or semi-proven and one-third on prospects which the Operator regards as conservative exploration prospects. As compensation for its services, the Operator will receive, in addition to reimbursement for its actual costs and expenses, (a) an overriding royalty interest in the amount of 1/16th of the Program's net working interest in each prospect, and (b) 25% of each participant's net profit from each prospect. The proceeds contributed to the program shall be utilized by the Operator to acquire interests in gas and oil properties and leases and assemble such interests into prospects, to drill and otherwise explore and develop such prospects, to operate such prospects and to produce and market the production of gas and oil therefrom.

The company has outstanding 25,000 shares of common stock. Charles S. Payson is listed as board chairman and William T. Rhame as president; and the directors of the company also constitute the entire board of directors of the operator.

**SUPERSTITION MOUNTAIN ENTERPRISES PROPOSES OFFERING.** Superstition Mountain Enterprises, Inc., Apache Junction, Ariz., filed a registration statement (File 2-17552) with the SEC on January 30, 1961, seeking registration of 2,000,000 shares of common stock, to be offered for public sale at \$2.50 per share. The shares will be sold by company officials, license salesmen and broker-dealers, the selling commission not to exceed 15%.

The company was organized in March 1959 for the purpose of developing real property located at the foot of Superstition Mountain, some seven miles east and two and one-half miles south of Apache Junction, Ariz. It has purchased certain real property upon which it has developed the Apacheland Sound Stage and Western Street architecturally designed for the 1870 period which is used for the shooting of motion picture and television productions. In addition, Western Street is operated as a tourist attraction. The company intends, through the use of part of the proceeds of this stock offering, to secure additional real property adjacent to its present property which will be used for possible future development. The company has entered into an agreement to purchase from Quarter Circle W Cattle Company 293.6 acres of land south of Superstition Mountain; and it proposes to obtain an option from that company on an additional 1,507 acres. It is the company's intention to use these properties for possible future development. Proceeds of the stock sale will be applied to various related purposes.

The company now has outstanding 321,800 common shares and certain indebtedness, of which management officials own 11.36%. W. Winfield Creighton is listed as president.

**WINSTON-MUSS FILES FOR OFFERING.** Winston-Muss Corporation, 22 West 48th Street, New York, filed a registration statement (File 2-17545) with the SEC on January 30, 1961, seeking registration of \$9,000,000 of convertible subordinated debentures due 1981 and 400,000 shares of common stock, to be offered for public sale in units consisting of \$22.50 principal amount of debentures and one share of common stock. The offering is to be made on an all or none basis through underwriters headed by Lee Higginson Corporation. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 100,000 common shares which, according to the prospectus, are to be sold in private transactions.

The company was organized under Delaware law in January 1961 and will engage in the conception, planning and execution of large scale property development and construction projects throughout the United States, with chief emphasis on the building and operation for its own account of income-producing properties. It will acquire the stock or assets of, and succeed to the business of, certain corporation controlled by Norman D. Winston, board chairman, David Muss, president, and some of their associates. These associates include a corporation controlled by trusts created by Clint W. Murchison, Jr. and John Dabney Murchison and a second corporation controlled by the foregoing trusts and by Tom Lively of Dallas. Immediately prior to the sale of the units, the stock or assets of the said predecessor companies will be transferred to the company in exchange for shares of its common stock. The net proceeds from the sale of units, together with proceeds from the sale of common shares in private transactions, will be added to general funds and will be available for the development of the properties presently owned by the company and for the acquisition and development of additional properties. The company may, in the event it has surplus funds of a temporary basis, repay all or some portion of its outstanding bank loans, which were incurred for construction purposes.

The number of shares to be issued to Winston, Muss and others in exchange for properties to be acquired is to be supplied by amendment.

**GMAC PROPOSES DEBENTURE OFFERING.** General Motors Acceptance Corporation, 1775 Broadway, New York, today filed a registration statement (File 2-17553) with the SEC seeking registration of \$150,000,000 of Twenty-Two Year Debentures due 1983, to be offered for public sale through underwriters headed by Morgan Stanley & Co. The interest rate, public offering price and underwriting terms are to be supplied by amendment. The net proceeds from the debenture sale will be added to the company's general funds and will be available for the purchase of receivables or for maturing debt. Such proceeds initially may be applied to reduction of short-term borrowings or invested in short-term securities.

All of the outstanding stock of the company is owned by General Motors Corporation. The prospectus lists Charles G. Stradella as board chairman and Thomas W. Towell as president.

**FARADYNE ELECTRONICS PROPOSES DEBENTURE OFFERING.** Faradyne Electronics Corp., 471 Cortlandt Street, Belleville, New Jersey, filed a registration statement (File 2-17546) with the SEC on January 30, 1961, seeking registration of \$1,500,000 of 6% convertible subordinated debentures, to be offered for public sale at 100% of principal amount. The due date of the debentures and the names of underwriters and underwriting terms are to be supplied by amendment.

The company was organized in June 1958 to engage in the manufacture and distribution of high reliability materials and basic electronic components, including dielectric and electrolytic capacitors and precision tungsten wire forms. In March 1960, the company's wholly owned subsidiary, Mansol Ceramics Company acquired all of the assets of Mansol Ceramics Company, a partnership, of which Manuel Brucker and Solomon Feldman, principal stockholders and vice president and treasurer of the company, respectively, were controlling partners. As part of this acquisition, the subsidiary also acquired all of the outstanding capital stock of Valley Tool & Machine Company, Inc. and Inforel Corporation, both owned by Brucker and Feldman. They also owned 50% interests in Mansol (Great Britain) Ltd. and Sintered Glass to Metal Seal Ltd., which were transferred to the subsidiary. As part of this transaction, the subsidiary also acquired all machinery and equipment leased by Consolidated Leasing Corporation to the partnership and to Valley Tool & Machine Co., Inc. Brucker and Feldman own or control all of the outstanding stock of Consolidated Leasing Corp. As consideration, the subsidiary paid \$150,000 in cash and agreed to pay \$1,150,000 on January 5, 1961 and \$250,000 on February 1, 1961, which payment dates were extended. An additional maximum contingent payment of \$2,800,000 is payable in annual installments. The net proceeds from the sale of the debentures will be applied in part to the payment of the fixed obligations of its subsidiary, Mansol Ceramics Company and the balance will be devoted to working capital to be available for general corporate purposes.

In addition to certain indebtedness, the company has outstanding 224,920 shares of common stock and 300,000 shares of Class A common stock. Brucker, Feldman, Bernard P. Birnbaum, board chairman, and Saul I. Birnbaum, secretary, own 75,000 Class A shares each. James W. Roy is listed as president.

**FIRST PELHAM SEEKS ORDER.** The First Pelham Corporation, Pelham, New York, has applied to the SEC for an exemption from the Investment Company Act; and the Commission has issued an order giving interested persons until February 13, 1961, to request a hearing thereon. Previously known as Sanborn Map Company, the applicant transferred its map business in December 1959 to Sanborn Map Company, Inc., a wholly-owned subsidiary, and now conducts the map business through that company. It has outstanding 31,252 common shares held by some 700 stockholders and owns investment securities with a \$780,000 market value as of December 6, 1960, equivalent to 31% of total assets of \$2,486,929, of which \$1,706,000 represented the carrying value of the investment in the map subsidiary.

**EFFECTIVE SECURITIES ACT REGISTRATIONS:** January 31: Speedee Mart, Inc. (File 2-17318); Mutual Investing Foundation (File 2-17356); Jewel Tea Co., Inc. (File 2-17383).