

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

Washington 25, D.C.

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

FOR RELEASE August 14, 1961

Statistical Release No. 1771. The Sec Index of Stock Prices, based on the closing price of 300 common stocks for the week ended August 11, 1961, for the composite and by major industry groups compared with the preceding week and with the highs and lows for 1961 is as follows:

	1957-59 = 100		Percent Change	1961	
	8/11/61	8/4/61		High	Low
Composite	137.7	137.1	+0.4	137.1	118.3
Manufacturing	130.4*	129.9	+0.4	130.4	113.0
Durable Goods	132.0	131.8	+0.2	132.1	117.0
Non-Durable Goods	128.9*	128.1	+0.6	128.9	109.2
Transportation	106.5	106.0	+0.5	109.4	97.8
Utility	171.3	170.0	+0.8	173.0	144.4
Trade, Finance & Service	164.0*	163.5	+0.3	164.0	132.5
Mining	93.4	93.5	-0.1	99.5	83.3

*New High

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended August 10, 1961, 39 registration statements were filed, 39 became effective, 2 were withdrawn, and 545 were pending at the week end.

AMERICAN SELF SERVICE STORES FILES FOR OFFERING AND SECONDARY. American Self Service Stores, Inc., 1908 Washington Ave., St. Louis, filed a registration statement (File 2-18671) with the SEC on August 11th seeking registration of 100,000 shares of common stock, of which 50,000 shares are to be offered for public sale by the company and 50,000 shares, being outstanding stock, by the present holders thereof. Scherck, Richter Company is listed as underwriter. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 8,000 outstanding shares which underlie three-year options granted to the underwriter by the holders thereof, exercisable initially at 107% of the public offering price.

The company (formerly American Shoe Company, Inc.) operates 35 retail self service shoe stores in nine mid-western and southern states, offering for sale ladies', men's and children's shoes. One operates under the name "Vanity Shoe Store," and the others use the name "Hill Bros." The net proceeds from the company's sale of additional stock will be used to discharge a long-term bank loan, secured equipment loans, a short-term bank loan and unsecured equipment loans, aggregating \$274,702. Such loans were incurred for expansion in a number of stores, purchase of cash registers, general corporate purposes and purchase of air conditioning equipment. The balance of the proceeds will be used in the company's expansion program which anticipates the opening of ten new retail stores in the next year.

In addition to certain indebtedness, the company has outstanding 255,000 shares of common stock (after giving effect to a 250-for-1 stock split in July 1961), of which Sol Nathanson, president, and Al Melnick, vice president, own 112,500 shares each and propose to sell 25,000 shares each.

BABCOCK ELECTRONICS FILES FOR OFFERING AND SECONDARY. Babcock Electronics Corporation, 1640 Monrovia Avenue, Costa Mesa, Calif., filed a registration statement (File 2-18672) with the SEC on August 11th seeking registration of 300,000 shares of capital stock, of which 50,000 shares are to be offered for public sale by the company and 250,000 shares, being outstanding stock, by the present holders thereof. Blyth & Co., Inc. and Schwabacher & Co. head the list of underwriters. The public offering price and underwriting terms are to be supplied by amendment.

The company develops, manufactures and sells electronic units for remote control systems designed to control and navigation and operation of unmanned aircraft and missiles by radio. Since the merger of Babcock Relays, Inc., into the company in May 1961, the company has also engaged in the manufacture and sale of sensitive miniature and subminiature relays having general use in the electronics industry. The outstanding shares of Relays were owned by eight persons all of whom were, and are now, management officials or employees of the company (Babcock). They received an aggregate of 69,996 company shares for their interests in Relays. Of the net proceeds from the company's sale of additional stock, \$600,000 will be used for payment of existing bank loans, obtained to provide additional working capital, and the balance will be added to working capital and will be available for general corporate purposes, including the carrying of larger inventories and trade receivables.

The company has outstanding 800,681 shares of capital stock, of which Ferris M. Smith, board chairman, and Stuart K. Babcock, president, own 302,572 and 199,398 shares, respectively, and propose to sell 125,000 shares each.

OVER

PLAYSKOOL MFG. FILES FOR OFFERING AND SECONDARY. Playskool Manufacturing Company, 3720 North Kedzie Ave., Chicago, filed a registration statement (File 2-18673) with the SEC on August 11th seeking registration of 135,000 shares of common stock, of which 60,000 shares are to be offered for public sale by the company and 75,000 shares, being outstanding stock, by the holders thereof. The offering will be made on an all or none basis by Lehman Brothers. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 25,000 common shares purchased in July 1961 at \$10 per share by the partners and one associate of Lehman Brothers, who may from time to time sell such shares in the over-the-counter market at prices prevailing at the time of sale.

The company is engaged in the design, assembly, manufacture, and sale of toys, and related products. Its product line includes wooden and plastic educational toys, musical rockers, croquet sets, doll carriages and strollers, and construction toys. The net proceeds from the company's sale of additional stock will be used to reduce bank borrowings incurred to finance operations. In addition to certain indebtedness, the company has outstanding 625,250 common shares (after giving effect to a recapitalization in June 1961 whereby the 1,750 shares then outstanding were reclassified into 600,250 new shares), of which Robert J. Meythaler, board chairman, and Lois G. Meythaler, his wife, own 128,625 shares each and propose to sell 16,641 shares each, and Manuel Fink, president, owns 272,685 shares and proposes to sell 28,582 shares. The prospectus lists 7 other selling stockholders including certain children and certain trusts for the children of the Meythalers and Finks, who propose to sell amounts ranging from 1,372 to 21,952 shares.

KAUFMAN AND BROAD BUILDING FILES FOR OFFERING AND SECONDARY. Kaufman and Broad Building Company, 18610 West Eight Mile Road, Southfield, Mich., filed a registration statement (File 2-18674) with the SEC on August 11th seeking registration of 174,500 shares of common stock, of which 124,500 shares are to be offered for public sale by the company and 50,000 shares, being outstanding stock, by the holders thereof. The offering will be made on an all or none basis through underwriters headed by Bache & Co. The public offering price and underwriting terms are to be supplied by amendment. The registration statement includes (1) 19,700 outstanding shares owned by certain stockholders of the company and not to be included in this offering, and (2) 15,000 shares which underlie five-year warrants sold to the principal underwriter at 50¢ per warrant, exercisable initially at \$11.25 per share.

The company was organized under Maryland law in July 1961 to succeed to the enterprise conducted by a Michigan company of the same name organized in 1960. The latter was successor to a partnership entered into in 1957 by Eli Broad, board chairman and president, and Donald Kaufman, executive vice president. The company is engaged in the business of selling and mass-producing low-priced single family houses in its own developments, constructing housing under fixed-price contracts for the military, and improving raw land for its own use or for sale to other builders. Of the net proceeds from the company's sale of additional stock, \$292,000 will be used to repay loans incurred to provide working capital, \$400,000 for working capital in connection with the expansion of sales-type housing operations in Phoenix, Arizona area, \$150,000 to fulfill the capital requirement for a Small Business Investment Corporation which will be a wholly owned subsidiary, and the balance for general corporate purposes.

In addition to certain indebtedness, the company has outstanding 96,500 common and 384,000 Class B common shares. Broad and Kaufman own 25,000 shares each of the common and propose to sell all such shares; and they also own 49.4% and 50%, respectively, of the Class B stock. Yale Simons and Marvin Momy own 10.2% each of the common shares. Such common and Class B shares were received by the holders thereof in exchange for a total of 144,584 common shares of the predecessor Michigan company.

CONTINENTAL VENDING MACHINE PROPOSES DEBENTURE RIGHTS OFFERING. Continental Vending Machine Corp., 956 Brush Hollow Road, Westbury, L.I., N.Y., filed a registration statement (File 2-18675) with the SEC on August 11th seeking registration of \$5,052,700 of 6% convertible subordinated debentures due 1976. It is proposed to offer such debentures for subscription at 100% of principal amount by common stockholders at the rate of \$100 of debentures for each 80 common shares held. Hardy & Co. heads the list of underwriters. The record date and underwriting terms are to be supplied by amendment. Harold Roth, president and board chairman, and Matthew Forbes, principal stockholders, have agreed to exercise their rights in full, entitling them to purchase an aggregate of \$1,843,700 of debentures (36.5%).

The company (formerly Continental Industries, Inc.) is engaged in the development and manufacture of vending machines and the operation and maintenance of vending machine routes. Of the net proceeds from the debenture sale, \$2,000,000 will be applied to the liquidation of bank loans; \$800,000 for prepayment of a note delivered to United States Hoffman Machinery Corp. as partial consideration for the transfer to the company in December 1960 of certain properties, assets, trade-marks and patent rights (the total purchase price being \$3,500,000); \$450,000 to the liquidation of certain high interest loans assumed by the company upon the acquisition in November 1960 of Pyramid Vending Co., Inc.; and the balance will be added to general funds to be available for general corporate purposes.

In addition to various indebtedness, the company has outstanding 3,957,321 shares of common stock, of which Roth, Forbes and Robert S. Hirsch own 22.1%, 14.5% and 9%, respectively, and management officials as a group 24.1%.

FIRST NATIONAL REALTY & CONSTRUCTION PROPOSES DEBENTURE OFFERING. First National Realty & Construction Corp., 630 Third Avenue, New York, filed a registration statement (File 2-18676) with the SEC on August 11th seeking registration of \$3,000,000 of 6½% subordinated debentures due 1976 (with attached ten-year warrants), to be offered for public sale on an all or none basis through underwriters headed by H. Hentz & Co. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 540,000 common shares which underlie said warrants, 90 of which will be attached to each \$500 of debentures and be exercisable at a price per share to be supplied by amendment. The prospectus states that up to \$1,000,000 of the debentures will be made available for sale at the public offering price to certain persons designated by the company.

CONTINUED

The company was organized under New York law in March 1960 to provide a single corporate organization for the acquisition of the capital stock of ten corporations from the four principal stockholders of the company. The company is engaged in the construction, development, management and operation of, and investment in, various types of real estate. With the net proceeds of the debenture sale, the company intends to repay principal and interest of a 6% \$700,000 loan made to the company by Andrew Catapano Co., Inc., and to repay a portion of notes payable to banks incurred to acquire land and to pay construction and finance costs.

In addition to certain indebtedness and preferred stock, the company has outstanding 1,218,879 shares of common stock, of which Robert Grundt, board chairman, Max Steinberg, president, Jacob Greenman, executive vice president, and Andrew Catapano, vice president, own 10.4%, 9.4%, 15.1%, and 11.6%, respectively.

BRUNSWICK FILES STOCK PLAN. Brunswick Corporation, 623 South Wabash Avenue, Chicago, filed a registration statement (File 2-18677) with the SEC on August 11th seeking registration of 250,000 shares of common stock, to be offered pursuant to the company's Employees' Stock Purchase Plan.

BLACK AND DECKER MFG. FILES FOR SECONDARY. The Black and Decker Manufacturing Company, Towson, Md., filed a registration statement (File 2-18678) with the SEC on August 11th seeking registration of 120,000 outstanding shares of common stock, to be offered for public sale by American Machine & Foundry Company. The offering will be made on an all or none basis through underwriters headed by Eastman Dillon, Union Securities & Co. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in manufacturing, selling and servicing of power tools used in manufacturing industries generally, in building and construction industries, in service and maintenance trades, on farms, in homes and the home workshop market. Pursuant to an agreement in May 1960, the selling stockholders acquired said 120,000 shares in exchange for the transfer by it to the company of all of the stock of DeWalt, Inc., a subsidiary engaged in the manufacture of radial saws and other precision woodworking and metal cutting equipment. Such shares constitute all of the common shares of the company owned by the selling stockholder.

In addition to certain indebtedness, the company has outstanding 2,319,244 shares of common stock, of which management officials as a group own 3½%. Robert D. Black is listed as board chairman and Alonzo G. Decker, Jr. as president.

NUCLEAR CORP. FILES SECONDARY AND DEBENTURE RIGHTS OFFERING. Nuclear Corporation of America, 3540 West Osborn Road, Phoenix, Ariz., filed registration statements (Files 2-18680 and 2-18679) with the SEC on August 11th seeking registration of (1) 536,280 outstanding shares of capital stock, to be offered for public sale by United Industrial Corporation on an all or none basis through underwriters headed by Bear, Stearns & Co., and (2) \$2,087,800 of 5½% convertible subordinated debentures due 1976, to be offered for subscription at 100% of principal amount by capital stockholders at the rate of \$100 of debentures for each 300 shares held. Bear, Stearns & Co. also heads the list of underwriters for public sale of any unsubscribed debentures. The public offering price of the secondary, record date for the rights offering, and underwriting terms for both issues are to be supplied by amendment.

The company has three operating divisions: Research Chemicals, which refines rare earths and engages in research for new uses for them; the Instrument and Control Division, which manufactures radiation monitoring instruments, material and density gauges, and radiation systems for the Government; and the Electron Tube Division, which designs, manufactures and markets high power and special purpose vacuum tubes. A recently-acquired subsidiary, U. S. Semiconductor Products, Inc., develops and manufactures semi-conductor devices. A 89.38% interest in said subsidiary was acquired from United Industrial in May 1961. The net proceeds from the debenture sale will be used in part to retire bank loans of \$600,000, a note for \$357,520 payable to the selling stockholder evidencing indebtedness incurred in connection with the acquisition of shares of the subsidiary, and a note for \$229,166.67 payable by said subsidiary to United Industrial, and the balance will be added to working capital.

In addition to certain indebtedness, the company has outstanding 6,263,518 shares of capital stock, of which The Martin Company owns 21.4%, Bear, Stearns & Co., 16.6% and management officials as a group 3.7%. United Industrial owns 536,280 shares (8.6%) and proposes to sell all such shares. David A. Thomas is listed as board chairman and president.

HEWLETT-PACKARD FILES STOCK PLAN. Hewlett-Packard Company, 1501 Page Mill Road, Palo Alto, Calif., today filed a registration statement (File 2-18681) with the SEC seeking registration of \$2,821,875 of interests in its Employee Stock Purchase Plan and 100,000 shares of common stock which may be acquired pursuant thereto.

VIRGINIA CAPITAL SEEKS ORDER. Virginia Capital Corporation, Richmond, has applied to the SEC for an exemption order under the Investment Company Act with respect to certain transactions; and the Commission has issued an order (Release IC-3309) giving interested persons until August 25th to request a hearing thereon. According to the application, Virginia Capital (a small business investment company) proposed to purchase from Dataflo, Inc., 50,000 of a total issue of 225,000 common shares at \$1 per share. Organizers of Dataflo are purchasing 100,000 shares. Of the balance, 40,000 shares are expected to be purchased at \$1 per share by persons who may be deemed affiliates of Virginia Capital (including certain of its officials). Purchases by said affiliates will be on the same terms as the acquisition by Virginia Capital. Dataflo is a Virginia corporation organized in April 1961 for the purpose of printing and distributing business forms.

SECURITIES ACT REGISTRATIONS. Effective August 14: Eastman Kodak Company (File 2-18544); The H. M. Harper Company (File 2-18303); Wisconsin Power and Light Company (File 2-18511).