

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.

FOR RELEASE November 10, 1958

Statistical Release No. 1565

The SEC Index of Stock Prices, based on the closing prices of 265 common stocks for the week ended November 7, 1958, for the composite and by major industry groups compared with the preceding week and with the highs and lows for 1958, is as follows:

	1939 = 100		Percent Change	1958	
	11/7/58	10/31/58		High	Low
Composite	385.4*	378.0	+2.0	385.4	299.0
Manufacturing	485.7*	475.8	+2.1	485.7	373.3
Durable Goods	449.0*	439.3	+2.2	449.0	332.2
Non-Durable Goods	510.2*	500.2	+2.0	510.2	402.2
Transportation	319.2*	315.3	+1.2	319.2	219.7
Utility	187.8*	185.3	+1.3	187.8	155.5
Trade, Finance & Service	353.6*	344.4	+2.7	353.6	263.2
Mining	343.1	343.7	-0.2	347.2	261.3

*New High

SEC LOS ANGELES BRANCH OFFICE IN NEW QUARTERS

The Los Angeles Branch Office of the Commission will move to Room 309, Guaranty Building, 331 Hollywood Boulevard, Los Angeles 28, California, on November 17, 1958 (Rel. U-274).

COLUMBIA GAS SUBSIDIARIES TO TRANSFER GAS PROPERTIES

The SEC has issued an order (Release 35-13862) authorizing The Manufacturers Light and Heat Company, a Pennsylvania corporation, to transfer all of the assets and properties which it uses in Ohio in connection with the retail distribution of natural gas in that State, together with accounts receivable and other assets and properties allocable or related to such operation, to The Ohio Valley Gas Company, of ~~Ohio~~. Both are subsidiaries of The Columbia Gas System, Inc.

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In payment for the properties, Ohio Valley will assume all obligations of Manufacturers Light attributable to the properties (exclusive of notes held by the parent); will reimburse Manufacturers Light for expenses incurred in such gas distribution operations subsequent to the closing date (December 1, 1957); and will pay to Manufacturers Light in cash the difference between the book value (at original cost) of the assets to be acquired less related reserves and the liabilities assumed. To obtain the cash required (some \$5,000,000 as of June 30, 1958), plus \$300,000 for initial operating funds, Ohio Valley will issue and sell additional notes and common stock to the parent.

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OVER

DIXON CHEMICAL FILES FINANCING PROPOSAL

Dixon Chemical Industries, Inc., 1260 Broad St., Bloomfield, N. J., filed a registration statement (File 2-14505) with the SEC on November 7, 1958, seeking registration of \$5,900,000 of 6% Subordinated Debentures, due December 1, 1978, and 236,000 shares of its \$1 par Common Stock. The company proposes to offer these securities for public sale in 59,000 units, each consisting of \$100 principal amount of debentures and 4 shares of common stock. Harriman Ripley & Co., Inc., is listed as the principal underwriter. The public offering price and underwriting terms are to be supplied by amendment.

Organized under New Jersey law in June, 1957, the company plans to construct and operate a plant for the manufacture of sulfuric acid by a process involving the burning of spent-sulfuric acid and molten sulfur. The plant will be designed primarily to service oil refineries in the Delaware Valley area and will be located on land presently occupied by the company at Paulsboro, N. J. In order to secure this tract, the company on March 10, 1958, purchased the inventory, receivables, buildings and equipment of the I. P. Thomas Division of Pennsalt Chemicals Corp., which division was engaged in the manufacture and sale of fertilizer and a relatively small amount of sulfuric acid. As part of this transaction the company obtained a lease on the land with an option to purchase it. The company plant to exercise the option promptly after January 2, 1959, when it first becomes exercisable.

Dixon Chemical & Research, Inc., which is engaged chiefly in the sale of sulfuric acid manufactured at its Newark plant, will provide management services to the company. It will own approximately 25% of the outstanding Dixon Chemical Industries stock after issuance of the 236,000 common shares and after giving effect to the issuance of common shares upon exercise of outstanding warrants.

According to the prospectus, the company has entered into agreements (1) for the sale prior to January 1, 1960, to The Prudential Insurance Company of America of 6% Secured Notes in the amount of \$3,500,000 and a warrant to purchase 41,491 shares of common stock of the company at \$1 per share on or before December 1, 1974; and (2) for the borrowing prior to June 30, 1960, from Manufacturers Trust Company of up to \$1,000,000 to be evidenced by the company's notes. \$2,864,000 of the proceeds of the sale of the units of debentures and common stock, together with the proceeds from the issuance of the secured notes and bank notes when received, aggregating up to \$4,500,000, will be deposited with Manufacturers Trust Company, as Depository, subject to withdrawal, pursuant to engineers' certificates, to meet requirements of the company's project at Paulsboro. The remaining proceeds from the sale of units will be used to repay indebtedness incurred in connection with the project to date and for other purposes.

The prospectus lists Arthur W. Dixon, Jr., as president. The company now has outstanding 150,000 common shares, held in equal amounts by Harriman Ripley & Co., Inc., and Dixon Chemical & Research.

PACIFIC GAS AND ELECTRIC PROPOSES BOND OFFERING

Pacific Gas and Electric Company, San Francisco, filed a registration statement (File 2-14506) with the SEC on November 7, 1958, seeking registration of \$50,000,000 of First and Refunding Mortgage Bonds, Series DD, due June 1, 1990, to be offered for public sale at competitive bidding.

Net proceeds to be received from the sale of the bonds will become part of the company's treasury funds and will be applied toward the cost of utility property additions. Following the sale of the bonds the company proposes to retire short term bank loans obtained for temporary financing of such additions and expected to approximate \$50,000,000 at the time such net proceeds are received. Gross expenditures for construction for the nine months ended September 30, 1958, amount to some \$141,223,000. It is estimated that such expenditures for the full year 1958 will amount to \$182,000,000 and for the year 1959 will amount to \$156,000,000.

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AMERICAN SNUFF FILES EMPLOYEE THRIFT PLAN

American Snuff Company, 701 North Main St., Memphis, Tenn., filed a registration statement (File 2-14508) with the SEC on November 7, 1958, seeking registration of shares of its common stock, to be issued pursuant to the company's Employee Thrift Plan. The amount of shares will be determined by employee and employer contributions under the plan.

CROUSE-HINDS FILES FOR SECONDARY

Crouse-Hinds Company, Wolf and Seventh North Streets, Syracuse, N. Y., filed a registration statement (File 2-14507) with the SEC seeking registration of 219,408 outstanding shares of its Common Stock, to be offered for public sale by the holders thereof through an underwriting group headed by Hornblower & Weeks. The public offering price and underwriting terms are to be supplied by amendment.

The company is a producer of electrical conduit fittings. It has outstanding 973,071 common shares. The prospectus lists fifteen selling stockholders, who hold in the aggregate 881,640 shares. Seven of the selling stockholders are estates or trust funds, including the William L. Hinds and First Trust & Deposit Company, Trustees for Florence Bailey Crouse under the Will of Huntington B. Crouse, deceased, which proposes to sell 47,986 of 187,986 shares held, and William L. Hinds and First Trust & Deposit Company, Trustees for Dorothy Crouse Witherill under the Will of Huntington B. Crouse, deceased, which proposes to sell 47,986 of 187,986 shares held. The third largest block, 27,021, is being sold by William Cornell Blanding, a director, owner of 108,084 shares.

DESILU PRODUCTIONS FILES FOR OFFERING AND SECONDARY

Desilu Productions, Inc., 780 North Gower St., Hollywood, Calif., today filed a registration statement (File 2-14509) with the SEC seeking registration of 525,000 shares of Common Stock. Of this stock, 250,000 shares are to be offered for public sale for the account of the issuing company and 275,000 for the account of Desi Arnaz and Lucille Ball Arnaz. The offering is to be made by an underwriting group headed by Bache & Co. The public offering price and underwriting terms are to be supplied by amendment.

Desilu Productions is a producer of filmed television series. Net proceeds of its sale of the 250,000 common shares will be added to its general funds. The principal uses of such funds in the near future are expected to be: Payment of \$1,500,000 and of \$415,000, due in January 1959 to RKO Teleradio Pictures, Inc., representing instalments of the purchase price of the company's Desilu-Hollywood and Desilu-Culver studios bought in January 1958; payment of some \$188,000 in equal proportions to Desi Arnaz and Lucille Ball Arnaz, principal stockholders, as the purchase price of approximately 44.8% of the stock, and an option to acquire approximately 17.3% of the stock, of Motion Picture Center Studios; and supporting the general operations of the company.

The company has outstanding 334,400 shares of Common Stock and 565,600 shares of Class B common stock. The Class B shares are held in equal amounts by Desi Arnaz and Lucille Ball Arnaz, each also owns 137,500 (41.11%) of the outstanding common shares (an additional 40,000, or 11.36%, is held by Martin N. Leeds of Hollywood). Desi Arnaz and Lucille Ball Arnaz have each agreed to sell 137,500 of the common stock to the underwriters.

SOUTHERN COLORADO POWER FILES FOR PREFERRED STOCK OFFERING

Southern Colorado Power Company, Pueblo, Colo., today filed a registration statement (File 2-14510) with the SEC seeking registration of 50,000 shares of its ___% Series Preferred Stock (cumulative, \$50 par), to be offered for public sale through an underwriting group headed by Stone Webster Securities Corporation and Paine, Webber, Jackson & Curtis. The dividend rate, public offering price and underwriting terms are to be supplied by amendment.

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Net proceeds of the sale of the preferred stock, together with the proceeds of the issuance and sale of \$2,500,000 of First Mortgage Bonds, Series due November 1, 1983, 5½%, will be applied to the payment in part of obligations incurred or to be incurred in connection with the company's construction program during 1957 and 1958 or for the payment of bank loans made in connection therewith. The company presently estimates that its 1958-1960 construction program will require expenditures of approximately \$6,500,000 during 1958 and 1959.

AMERICAN ART METALS PROPOSES DEBENTURE OFFERING

American Art Metals Company, 433 Highland Ave., N. E., Atlanta, Ga., today filed a registration statement (File 2-14511) with the SEC seeking registration of \$1,250,000 of 6% Convertible Debentures due 1968, to be offered for public sale through an underwriting group headed by The Johnson, Lane, Space Corp., W. E. Hutton & Co., and J. H. Hilsman & Co., Inc.

The company manufactures aluminum entrances and store fronts from aluminum extrusions. It proposes to construct a new plant which will house all of its manufacturing operations presently carried on in two separate locations in Atlanta. Land has been acquired at a cost of \$190,000; and the cost of the building is estimated at \$1,200,000. The company proposes to install certain new anodizing, finishing and other equipment in the new plant, at a cost of some \$230,000. Relocating the present facilities will cost about \$100,000.

Of the proceeds of the sale of the debentures, some \$156,500 will be used to retire outstanding notes and \$145,500 to retire the presently outstanding 6% Cumulative Preferred Stock, leaving a balance of approximately \$823,000. The company plans to borrow \$1,000,000 which, supplemented by some \$530,000 of the proceeds of the sale of the debentures, will be used to pay for the construction of the plant, acquisition of equipment and relocation of facilities in the new building. The balance of approximately \$293,000 of such proceeds will be used for working capital.

GENERAL ACCEPTANCES PROPOSES PREFERRED STOCK OFFERING

General Acceptance Corporation, 1105 Hamilton St., Allentown, Pa., today filed a registration statement (File 2-14512) with the SEC seeking registration of 300,000 shares of Voting Preferred Stock, Convertible Series, to be offered for public sale through an underwriting group headed by Paine, Webber, Jackson & Curtis and Eastman Dillon, Union Securities & Co. The dividend rate, public offering price and underwriting terms are to be supplied by amendment.

Net proceeds of the sale of the preferred stock will be added to the general working funds of the company and its subsidiaries and may be used for the development of additional instalment loan retail and wholesale business, through the acquisition of the properties of other companies or otherwise, if, in the judgment of the management, favorable opportunities for such expansion are presented.

NATIONAL OLD LINE INSURANCE FILES FOR SECONDARY

National Old Line Insurance Company, Capitol Ave., and Wood Lane, Little Rock, Ark., filed a registration statement (File 2-14513) with the SEC today seeking registration of 515,021 outstanding shares of its Class B B Common Stock. These shares are to be offered for public sale through an underwriting group headed by Equitable Securities Corporation. The public offering price and underwriting terms are to be supplied by amendment.

The company has outstanding 500,000 shares of Class AA Common and 1,000,000 shares of Class BB Common. Of the Class AA stock, W. E. Darby, company president, owns 189,966 shares (37.99%) and Equitable Securities, 56,763 shares (11.35%). Four daughters of Darby own an aggregate of an additional 69,572 Class AA shares. The prospectus lists twelve selling stockholders of the Class BB (non voting) shares, who hold in the aggregate 526,127 Class BB shares. Of these, Darby proposes to sell 210,000 of his holdings of 214,051; Equitable Securities proposes to sell all of its holding of 113,528 shares; Hillsboro Enterprises, Inc., proposes to sell all of its holdings of 62,691 shares; and Hirsh & Co., proposes to sell all of its holdings of 30,000 shares. The remaining block range in size from 25,588 shares to 6,397 shares.

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MARINE CORP. FILES FOR EXCHANGE OFFER

The Marine Corporation, 633 North Water St., Milwaukee, Wisc., today filed a registration statement (File 2-14514) with the SEC seeking registration of 501,500 shares of its \$10 par Common Stock. The company (a bank holding company) proposes to offer these shares in exchange for all the issued and outstanding shares of capital stock of the following banks at the indicated ratios of exchange: (1) 2 shares for each of the 220,000 outstanding shares of Marine National Exchange Bank of Milwaukee, \$20 par; (2) 22 shares for each of the 1,000 outstanding shares of Cudahy State Bank, Cudahy, Wisc., \$100 par; (3) 3 shares for each of the 7,500 outstanding shares of Holton State Bank, Milwaukee, \$20 par; and (4) 17 shares for each of the 1,000 outstanding shares of South Milwaukee Bank, South Milwaukee, \$100 par. Each of the exchange proposals is conditioned (among other things) upon exchanges being made with the holders of not less than 80% of the stock of the bank with respect to which the proposal is made.

UNION OF SOUTH AFRICA FILES FOR BOND OFFERING

The Union of South Africa today filed a registration statement (File 2-14515) with the SEC seeking registration of \$25,000,000 of External Loan Bonds of December 1, 1958, to be offered for public sale through an underwriting group headed by Dillon, Read & Co., Inc. The interest rate, public offering price and underwriting terms are to be supplied by amendment. The bonds will mature in part in 1961, 1962, and 1963, with the balance maturing in 1968.

In addition to the bond financing proposal, the Union Government is negotiating with the International Bank for Reconstruction and Development for a loan up to an amount equivalent to \$25,000,000. The purpose of the sale of the bonds and of the World Bank Loan is to provide funds for a portion of the capital requirements of the Union Government, as determined from time to time by Parliamentary appropriations for expenditures from the Loan Account. In the case of the bonds, the proceeds are not allocated to any specific capital project. At or about the time of the issuance of the bonds, the Union Government's debt under its revolving credit may be temporarily repaid or reduced. In the case of the World Bank Loan, the proceeds would be disbursed to meet the foreign exchange costs of certain equipment and materials required in connection with the current program for the development of the transportation system owned by the Union Government and operated by the South African Railways and Harbours Administration, including improvements to the railroads and certain other facilities.

TOWER MERCHANDISE MART PROPOSES STOCK OFFERING

Tower Merchandise Mart, Inc., Boulder, Colo., today filed a registration statement (File 2-14516) with the SEC seeking registration of 500,000 shares of its \$5 par Common Stock. The stock is to be offered for public sale on a best efforts basis by Allen Investment Company, of Boulder, for which it will receive a selling commission of \$2 per share.

Organized in May 1958, Tower intends to establish a wholesale merchandise market in the former Daniel & Fisher Department Store Building in Denver. It proposes to offer its securities for public sale in order to raise money to purchase and remodel the building. Early in 1958, the merchandise and accounts receivable of Daniels & Fisher store were purchased by the May Department Stores Company, which also had a store in Denver; and on August 11, 1958, the two stores merged into "May-D & F Co.," moving into a new building in downtown Denver. The building formerly occupied by Daniels & Fisher, now known as the Allen Tower Building, together with parking lots and warehouses, was purchased by Webb & Knapp, Inc., as part of the transaction wherein the latter designed, engineered and constructed the new "May-D & F" store facilities. Allen Enterprises, Inc., obtained from Webb & Knapp the lease rights with option to purchase the Allen Tower Building, together with the parking lots and warehouses. This lease and option to purchase was assigned to Tower by Allen Enterprises, in consideration for the granting to it by Tower of an exclusive management contract to act as agent of any and all properties under lease, ownership or possessory control by Tower.

Should a sufficient number of the shares be sold, the management intends to convert the Tower Building into a wholesale merchandise mart, to be known as the "Tower Merchandise Mart." The net proceeds of the stock sale, \$2,000,000 will be used for the purchase of the building and warehouses; \$1,270,000 for modernizing and remodeling of the building; \$225,000 for miscellaneous selling expenses; and \$480,000 for one year's fixed expenses.

The prospectus lists Allen J. Lefferdink of Boulder as president and board chairman.

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POTOMAC ELECTRIC POWER FILES FOR BOND OFFERING

Potomac Electric Power Company, 929 E St., N. W., Washington, D. C., today filed a registration statement (File 2-14518) with the SEC seeking registration of \$25,000,000 of First Mortgage Bonds, Series due 1993, to be offered for public sale at competitive bidding. Of the net proceeds, \$9,000,000 will be used to pay the company's outstanding 4% Bank Loan Notes due January 26, 1959, representing borrowings in October for working capital and other corporate purposes. The balance of the net proceeds will be used to reimburse the company's treasury for a portion of the construction expenditures heretofore made and to provide for a portion of the current construction program. Gross property additions amounted to \$42,648,000 during the first nine months of 1958; and it is estimated that gross additions for the balance of 1958 and for the year 1959 will approximate \$67,000,000.

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