

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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



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**GALE INDUSTRIES FILES FOR SECONDARY.** Gale Industries, Inc., 105 Madison Ave., New York, filed a registration statement (File 2-29750) with the SEC on July 31 seeking registration of 411,112 outstanding shares of common stock. The shares are to be offered for public sale from time to time by the present holders thereof at prices current at the time of sale (\$15.50 per share maximum\*).

Through its subsidiaries, the company is engaged in the manufacture and sale of popularly priced brassieres and girdles, the production and sale of thermal insulating glass products, and research and development of certain inventions. In addition to indebtedness, the company has outstanding 3,111,236 common shares, of which Mercury Company Limited (a Bermuda corporation) owns 19.4%. (Gerald Gluckin, board chairman of Gale, and Edwin W. Gluckin, a Gale director, each owns 25% of Mercury.)

**DWG PROPOSES EXCHANGE OFFER.** DWG Corporation, 680 Fifth Ave., New York 10019, filed a registration statement (File 2-29751) with the SEC on July 31 seeking registration of \$41,190,225 of 5½% convertible subordinated debentures, due 1993. It is proposed to exchange the debentures for shares of common stock of Southeastern Public Service Company in the ratio of \$25 principal amount of DWG debentures for each share of Southeastern. DWG owns 259,558 of the 1,469,689 outstanding shares of Southeastern, and, through its exchange offer, it seeks to achieve at least majority ownership. Southeastern is a holding and operating company engaged in the operation of freezer and cold storage facilities, the manufacture and sale of ice, the sale at retail of liquefied petroleum gas, the production and sale of natural gas and oil, and the performance of specialized maintenance and service work principally for major utility systems, municipalities and state governments.

DWG (formerly DWG Cigar Corporation) is a diversified company; its businesses include the distribution of liquefied petroleum gas and the manufacture of shirts. In addition to indebtedness and preferred stock, the company has outstanding 1,650,187 common shares, of which Victor Posner, board chairman and president, owns 12.4%.

**ADR'S FOR LONDON RUBBER FILED.** Morgan Guaranty Trust Company of New York, 23 Wall St., New York 10015, filed a registration statement (File 2-29754) with the SEC on July 30 seeking registration of 100,000 American Depositary Receipts for ordinary registered shares of London Rubber Company Limited.

**HAMILTON GROWTH FUND PROPOSES OFFERING.** Hamilton Growth Fund, Inc., 777 Grant St., P. O. Box 5061, Denver, Colo. 80217, filed a registration statement (File 2-29755) with the SEC on July 29 seeking registration of 5,000,000 shares of capital stock. The shares are to be offered for public sale at net asset value plus an 8-1/2% sales charge on purchases of less than \$25,000 (\$12.69 per share maximum\*). The Fund was organized in May 1967 as a diversified open-end investment company. Hamilton Management Corporation, underwriter and investment adviser of the Fund, owns all of the Fund's outstanding capital shares. John H. Kostmayer is president of the Fund and of the adviser.

**WORTHINGTON STEEL FILES FOR OFFERING AND SECONDARY.** The Worthington Steel Company, 6590 Huntley Road, Worthington, Ohio 43085, filed a registration statement (File 2-29756) with the SEC on July 31 seeking registration of 180,000 shares of common stock. Of this stock, 150,000 shares are to be offered for public sale by the company and 30,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by The First Columbus Corp., 58 E. Gay St., Columbus, Ohio 43215. The offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment. The underwriters have been granted a transferable option to purchase 10,000 common shares.

The company is engaged in the processing and distribution of steel, aluminum, copper and brass. Of the net proceeds of its sale of additional stock, the company will apply \$90,000 to the purchase of additional machinery and equipment and \$250,000 to the acquisition of additional land and the construction of additional warehouse facilities in Worthington, Ohio, and Louisville, Ky.; the balance will be used as working capital. In addition to indebtedness, the company has outstanding 581,976 common shares, of which John H. McConnell, president, owns 45.18%, Porter Rardin, vice president, 10.99%, and management officials as a group 66.60%. McConnell proposes to sell 20,000 shares of his holdings of 262,952 shares and Rardin 10,000 of 63,984.

**INTERNATIONAL ALUMINUM FILES FOR OFFERING AND SECONDARY.** International Aluminum Corporation, 767 Monterey Pass Road, Monterey Park, Calif. 91755, filed a registration statement (File 2-29759) with the SEC on August 1 seeking registration of 250,000 shares of common stock. Of this stock, 125,000 shares are to be offered for public sale by the company and 125,000 (being outstanding shares) by the present holder thereof. The offering is to be made through underwriters headed by Dean Witter & Co., 632-634 S. Spring St., Los Angeles, Calif. 90014. The offering price (\$22 per share maximum\*) and underwriting terms are to be supplied by amendment.

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The company manufactures and sells aluminum products, consisting of aluminum windows and doors, aluminum architectural building products, and aluminum extrusions. Of the net proceeds of its sale of additional stock, the company will use \$400,000 to complete the purchase and preparation for use of a 2,200 ton extrusion press and related equipment, and \$155,000 to purchase real property presently leased by the company for part of its fabricating operations and on which it has an option; the balance is unallocated but will be available for expansion of the company's operations and to supplement its working capital. In addition to indebtedness, the company has outstanding 750,000 common shares, of which Cornelius C. Vanderstar, board chairman and president, owns 97%. He proposes to sell 125,000 shares of his holdings of 727,500 shares.

**SEQUENTIAL INFORMATION SYSTEMS PROPOSES OFFERING.** Sequential Information Systems, Inc., 66 Saw Mill River Road, Elmsford, N. Y. 10523, filed a registration statement (File 2-29731) with the SEC on July 29 seeking registration of 200,000 shares of common stock. The shares are to be offered for public sale through underwriters headed by Hartzmark & Co., Inc., 1000 East Ohio Bldg., Cleveland, Ohio 44114. The offering price (\$12.50 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriter up to \$10,000 for expenses (including those of counsel) and has agreed to sell the Hartzmark firm, for \$50, five-year warrants to purchase 5,000 common shares.

The company is engaged in the development, design, manufacture and sale of precision position velocity control systems and optical position velocity measuring instruments (optical encoders) which are used primarily in certain types of machine tool controls, process control, and peripheral computer and navigation guidance equipment. Of the net proceeds of its stock sale, the company will use \$300,000 to reduce short-term bank borrowings, \$250,000 to purchase new test equipment and special tooling, \$150,000 for development of software systems and programs of Sequential Computer Corporation, a wholly-owned subsidiary, and \$1,000,000 for research and development, of which \$300,000 will represent the purchase price of various components and materials for the manufacturing of prototype and pre-production models; the balance will be added to the company's working capital. In addition to indebtedness, the company has outstanding 687,171 common shares, of which Michael Schiller, president, owns 9.1%, Robert Anthoine, secretary, 8.9%, George Schiller, a director 15.3%, and management officials as a group 41.1%. Upon completion of this offering, and assuming the conversion of all outstanding convertible debentures, the present shareholders will own 81% of the outstanding common stock, for which they paid \$2,000,000, while the purchasers of the shares being registered will own 19%, for which they will have paid \$2,625,000\*.

**MICROPAC INDUSTRIES PROPOSES OFFERING.** Micropac Industries, Inc., 421 E. Walnut St., Garland, Tex., filed a registration statement (File 2-29761) with the SEC on August 1 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$2.50 per share. The offering is to be made through Brown, Allen & Company, Dallas, Texas, which will receive a 25¢ per share commission. The company has granted the Brown-Allen firm five-year warrants to purchase 28,000 common shares, exercisable at \$3 per share.

The company (formerly Farsi Industries, Inc.) was organized under Texas law in November 1965. It is principally engaged in the design and layout of microcircuits. Of the net proceeds of its stock sale, the company will use \$100,000 to purchase the capital equipment and related materials necessary to the production of thick-film and thin-film hybrid electronic microcircuits; the balance will be added to the company's working capital and used for general corporate purposes, part of which may be used in connection with the purchase of equipment for the production of hybrid microcircuits. In addition to indebtedness, the company has outstanding 133,630 common shares, of which W. W. Horsman, president, owns 50% and Baco Petroleum Corporation 11%. Upon completion of this offering, the common shares sold prior to the offering will constitute 31% of the outstanding common stock, for which the company received cash and property valued at \$113,778, and the shares sold pursuant to the offering will constitute 69%, for which the company will have received \$750,000.

**AMERICAN BUILDING MAINTENANCE FILES FOR OFFERING AND SECONDARY.** American Building Maintenance Industries, 333 Fell St., San Francisco, Calif. 94102, filed a registration statement (File 2-29762) with the SEC on August 1 seeking registration of 242,000 shares of common stock. Of this stock, 50,000 shares are to be offered for public sale by the company and 192,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Lehman Brothers, 1 William St., New York 10004, and Sutro & Co., 460 Montgomery St., San Francisco, Calif. 94104. The offering price (\$26 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged principally in the business of providing janitorial, window cleaning and building maintenance services, as well as in the businesses of pest extermination and control, air conditioning and heating equipment repair and servicing, parking lot operations, and selling and manufacturing janitorial supplies. Of the net proceeds of its sale of additional stock, the company will use \$800,000 to repay current bank borrowings incurred principally in connection with acquisitions; the balance will be added to the company's general funds, which may be used for the acquisition of businesses similar to those engaged in by the company. In addition to indebtedness, the company has outstanding 1,109,511 common shares, of which Theodore Rosenberg, board chairman, owns 38.6%, and Sydney J. Rosenberg, president, 33.8%. Theodore, Sydney and Joyce Rosenberg propose to sell 87,500, 80,000 and 20,000 shares, respectively, of 433,500, 379,591 and 40,950 shares held, respectively. Three Rosenberg Foundations propose to sell the remaining shares being registered.

**HASBRO INDUSTRIES FILES FOR OFFERING AND SECONDARY.** Hasbro Industries, Inc., 1027 Newport Ave., Pawtucket, R. I. 02862, filed a registration statement (File 2-29763) with the SEC on August 1 seeking registration of 395,800 shares of common stock. Of this stock, 248,800 shares are to be offered for public sale by the company and 147,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by G. H. Walker & Co. Inc., 45 Wall St., New York 10005. The offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of toys, including basic and promotional games and dolls, wood-cased pencils, pens and other school supplies. The company will use the net proceeds of its sale of additional stock to reduce its indebtedness incurred to finance current operations. In addition to indebtedness, the company has outstanding 1,654,801 common shares, of which Harold I. Hassenfeld, board chairman, owns 38.2%, Merrill L. Hassenfeld, president, 22.2%, Stephen D. Hassenfeld and Leon Mann, vice presidents, 10.4% and 10.3%, respectively, and Leonard Engle, secretary, 10.9%. Harold Hassenfeld proposes to sell 20,000 shares of his holdings of 622,863 shares, E. S. Mallard 7,000 of 31,141 a Merrill Hassenfeld Trust 70,000 of 81,250 and Harold Hassenfeld Trust all of 50,000.

**LUM'S FILES FOR OFFERING AND SECONDARY.** Lum's Inc., 5050 Biscayne Blvd., Miami, Fla., filed a registration statement (File 2-29764) with the SEC on August 1 seeking registration of 250,000 shares of common stock. Of this stock, 213,400 shares are to be offered for public sale by the company and 36,600 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Van Alstyne, Noel & Co., 4 Albany St., New York 10006. The offering price (\$57.50 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company owns and operates 78 quick-service low-priced specialty restaurants, and its franchisees operate an additional 134 restaurants. In August 1968, the company intends to acquire all the outstanding stock of Dade Wholesale Products, Inc., for \$8,200,000. Dade operates a chain of 86 small retail discount stores in Florida. Of the net proceeds of its sale of additional stock, the company will use \$6,200,000 to repay a loan incurred to finance a portion of the purchase price of Dade stock, unspecified amounts (a) to construct and stock new retail discount stores to be operated by Dade and to refurbish existing retail discount stores and (b) for the construction of new restaurants, to acquire restaurant sites and to equip company owned restaurants; the balance will be added to working capital. In addition to indebtedness, the company has outstanding 1,595,891 common shares, of which Stuart Perlman, president, and Clifford Perlman, chairman, own 11.78% and 11.28%, respectively. Stuart and Clifford Perlman propose to sell 5,000 shares each of 188,075 and 180,080 shares held, respectively, Ernest and Hilda Hinterkopf 12,500 each, and Jay Leshaw, a vice president, 1,600 shares.

**DELMARVA POWER (OF VA.) RECEIVES ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16130) authorizing Delmarva Power & Light Company of Virginia ("Virginia"), a wholly-owned subsidiary of Delmarva Power & Light Company ("Delmarva"), to issue and sell from time to time prior to August 31, 1970, up to \$1,500,000 principal amount of promissory notes to Delmarva. Virginia intends to use the net proceeds of its note sale to reimburse its treasury for moneys previously expended for construction requirements and to provide funds for future construction expenditures. Construction expenditures are estimated at \$602,064 for 1968, \$1,006,515 for 1969, and \$992,000 for 1970.

**ALEXANDER'S FILES FOR OFFERING AND SECONDARY.** Alexander's, Inc., East 58th St. and Lexington Ave., New York 10022, filed a registration statement (File 2-29780) with the SEC on August 2 seeking registration of 1,600,000 shares of common stock. Of this stock, 1,250,000 shares are to be offered for public sale by the company and 350,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Lazard Freres & Co., 44 Wall St., Loeb, Rhoades & Co., 42 Wall St., and Allen & Co. Inc., 30 Broad St., all of New York. The offering price (\$22.50 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company (formerly Farbco Corporation), a holding company, through its subsidiaries operates eight department stores which offer a broad assortment of merchandise. It is also engaged in the automobile rental business, with 31 rental locations, 18 of which are in New York City. Pursuant to a contract of April 1968, the company has agreed to purchase from Spartans Industries, Inc., 38.8% of all the outstanding shares of Alexander's Department Stores, Inc. ("ADS"), and of Retail Realty Inc. ("Retail"). Spartans is selling the shares in compliance with a Federal Trade Commission order. In addition, Alexander's has agreed to purchase from the holder thereof 7.1% of all the outstanding shares of ADS and Retail. At the time of delivery of the shares being registered, Alexander's, Inc., will own 98.1% of all the outstanding shares of ADS and Retail. Subsequently, Alexander's expects to acquire all the assets of ADS and Retail, thereby becoming an operating company. Alexander's will apply the net proceeds of its stock sale to the purchase of the stock interests in ADS and Retail; the balance will be added to the company's general funds. In addition to indebtedness, the company has outstanding 4,000,000 common shares. George Farkas is board chairman and chief executive officer and Alexander Farkas president. Members of the Farkas family propose to sell the 350,000 outstanding shares being registered.

**TWO TRADING BANS CONTINUED.** The SEC has issued orders under the Securities Exchange Act suspending over-the-counter trading in the common stocks of Alscope Consolidated, Ltd., and Zimoco Petroleum Corp. for the further ten-day period August 7-16, 1968, inclusive.

**STOCK PLANS FILED.** The following companies have filed Form S-8 registration statements with the SEC proposing the offer of stock under employee stock option and similar plans:

- American Airlines, Inc., New York 10017 (File 2-29753) - 200,000 shares
- R.E.D.M. Corporation, New York 10036 (File 2-29757) - 50,000 shares
- Gibraltar Financial Corporation of California, Beverly Hills, Calif. 90213 (File 2-29758) - 52,052 shares
- Holly Sugar Corporation, Colorado Springs, Colo. 80901 (File 2-29765) - 103,958 shares
- Hershey Foods Corporation, Hershey, Pa. (File 2-29771) - 500,000 shares
- McDonald's Corporation, Chicago, Ill. 60601 (File 2-29772) - 100,000 shares

**RECENT FORM 8-K FILINGS.** The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (please give News Digest "Issue No." in ordering). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the August 5 News Digest.

Cascade Natural Gas Corp Jun 68 (7,8)	0-317-2	A S Beck Shoe Corp Jun 68 (9,13)	1-3267-2
A-W Liquidating Inc Jun 68 (2,11,13)	1-36-2	Baldwin Montrose Chemical Co Inc Jun 68 (8,13)	1-1404-2
Amtel Inc Jun 68 (7)	0-1095-2	Continental Baking Co Jun 68 (3)	1-786-2
John Breuner Co Jun68 (4,7,13)	2-28682-2	Early & Daniel Co Jun 68 (13)	1-548-2
Barrington Inds Inc May 68 (2,7,13)	0-258-2	First Equity Corp Jun 68(2,13)	0-2455-2
Magic Marker Corp Jun 68 (4,7,8,13)	0-2911-2	Arnold Constable Corp Jun 68 (9,13)	1-1495-2
Chris-Craft Inds Inc Jun 68 (7,8,13)	1-0999-2	Aseco Inc Jun68 (7,10,11,13)	0-2404-2
American Pacific Group Inc May 68 (3,12,13)	0-1478-2	Central Telephone & Utilities Corp Jun 68 (11,13)	0-954-2
KIM Royal Dutch Airlines (6K) for July 68	1-4059-2	Coro Inc Jun 68 (3)	1-1609-2
Eastern Racing Assoc Inc Jun 68 (2,13)	0-1728-2	Electronic Assistance Corp Jun 68 (2,13)	1-4338-2
Great American Realty Corp Jun 68 (2)	1-5630-2	Tel-A-Sign Inc Jun 68 (11,13)	1-4078-2
Mite Corp Jun 68 (11,13)	0-1512-2	Vocaline Co of America Inc Jun 68 (2,7,13)	1-5383-2
Canoga Electronics Corp Jun 68 (2,7,13)	1-5576-2	Cubic Corp Jun 68 (1)	1-4227-2
Revday Inds Inc Jun 68 (8)	1-4697-2	The Cyclotron Corp Jun 68 (7)	0-2554-2
Magic Marker Corp Item #1 to 8K for Apr 68 (7)	0-0911-2	Canada Southern Petroleum Ltd Jun 68 (11,13)	1-3793-2
Aluminum Specialty Co Jun68 (12)	0-829-2	Pancoastal Inc Voting Tr Jun 68 (11,13)	1-5506-2
Chelsea Inds Inc May 68 (2,4,7,8,13)	1-4917-2	San Jose Water Works Jun 68(7)	0-1019-2
Fire Underwriters Assn May 68 (11)	0-1863-2	Executive House Inc Jun 68 (2,7,13)	0-1665-2
		Trans-World Financial Co Jun 68 (11,13)	1-4629-2
		SCA Corp Jun 68 (8)	1-3330-2
		Associated Grocers Inc Jun 68 (7)	2-12454-2
		Bankers Invmt Corp Jun 68 (12)	0-1317-2
		Borden Inc Jun 68 (3)	1-71-2
		Fidelity National Corp Apr 68 (2,7)	0-2933-2

**SECURITIES ACT REGISTRATIONS.** Effective August 2: Compu-dyne Corp., 2-28895 (40 days).

Effective August 5: A-G Foods, Inc., 2-29301; American Home Assurance Co., 2-29476; Commerce Bancshares, Inc., 2-28269 (40 days); Dialscan Systems, 2-28784 (Nov 5); Unitek Corp., 2-29197 (90 days); Environmental Research Corp., 2-27936 (90 days); First Paramount Equity Corp., 2-27788 (90 days); Marsh & McLennan, Inc., 2-29529; New York Magazine Limited Partnership, 2-28624 (90 days); Papert, Koenig, Lois, Inc., 2-29262; Servair Inc., 2-28592 (90 days).

**NOTE TO DEALERS.** The period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

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

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