

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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MINERAL CONCENTRATES FILES FOR SECONDARY. Mineral Concentrates & Chemical Company, Inc., 1430 First National Bank Building, Denver, today filed a registration statement (File 2-16086) with the SEC seeking registration of 473,107 shares of common stock. Of this stock 285,015 shares were heretofore sold and delivered to various persons, for which \$467,675 of proceeds were received; and 24,685 shares have been subscribed for and delivered to certain persons but have not been paid for. These persons may be deemed statutory underwriters under the Securities Act of 1933, and registration of the shares is sought so as to avoid possible violations in connection with their resale.

The additional 163,407 shares being registered are owned or held under option by officers, directors, employees and former employees.

The company was organized under Colorado law in 1956. It has constructed a plant and related facilities designed for the production on a small scale of beryllium oxide. The proceeds of the sale of most of the shares covered by this filing have been received and expended by the company.

The prospectus lists Howard K. Hee of Honolulu as president. Assuming the sale of all shares, there will be outstanding 496,842 shares, of which promoters, management officials, employees and members of their families will own 171,457 shares, or 34.48%, for which they will have paid \$50,302, in cash.

ANDREA RADIO FILES FOR SECONDARY. Andrea Radio Corp., 27-01 Bridge Plaza North, Long Island City, N. Y., filed a registration statement (File 2-16087) with the SEC on February 3, 1960, seeking registration of warrants for the purchase of 5,500 shares of common stock, together with 125,500 common shares. According to the prospectus, Andrea Radio has agreed to sell the said warrants to W. C. Langley & Co. and Sylvester W. Muldowny (the purchase price of the warrants and their exercise price are to be supplied by amendment). The 120,000 common shares are to be purchased by W. C. Langley & Co. from Frank A. D. Andrea, president, for public sale and distribution (on terms to be supplied by amendment).

The company has outstanding 100 common shares, all owned by Andrea; and these shares are to be converted into 250,700 shares. Sale of the 120,000 shares will reduce Andrea's holdings to 130,700 shares (52%). Andrea and the underwriters have each severally agreed to pay Muldowny \$20,000 and \$7,500, respectively, as finders fees when the underwriters have paid for the 120,000 shares being purchased from Andrea. In connection with the said purchase, Andrea has agreed to transfer as a capital contribution to the company the sum of \$50,000 and all the outstanding capital stock of Andrea Export Corporation; and Andrea Distributing Corporation, a subsidiary of Andrea Radio, will purchase all the assets, subject to the assumption of liabilities, of Andrea Sales Corporation, all the stock of which is owned by daughters of Andrea, at a price not to exceed \$214,000.

Organized in 1934, Andrea Radio is engaged in the design, development, production and sale of intercommunications and other electronic equipment.

AMERICAN BUSINESS SYSTEMS FILES FOR OFFERING. American Business Systems, Inc., 2929 "B" St., Philadelphia, filed a registration statement (File 2-16088) with the SEC on February 3, 1960, seeking registration of 100,000 shares of common stock, to be offered for public sale through an underwriting group headed by Bache & Co. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes three-year warrants for the purchase of 5,000 common shares purchased by Bache & Co.

The company is primarily engaged in the design, manufacture and sale of business forms and data processing tabulating cards. It now has outstanding 300,000 common shares in addition to certain indebtedness. Of the net proceeds of the sale of the additional stock, some \$400,000 is to be used for the purchase of new machinery and equipment; \$125,000 to expand the company's sales and service organization; \$150,000 to discharge certain bank obligations; and the balance for general corporate purposes.

Of the outstanding stock, 140,060 shares each are held by Robert J. Weinstock, board chairman, and Simon Gaynor, president.

FRED MEYER FILES FOR OFFERING AND SECONDARY. Fred Meyer, Inc., 721 Southwest Fourth Ave., Portland, Ore., filed a registration statement (File 2-16089) with the SEC on February 3, 1960, seeking registration of 400,000 shares of Class A common stock. The stock offering includes 300,000 shares to be offered for public

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sale for the account of the issuing company and 85,000 shares to be offered for the estate of Eva C. Meyer, deceased wife of Fred G. Meyer, Board Chairman, and mother of Earle A. Chiles, president. The stock will be offered through a group of underwriters headed by Kidder, Peabody & Co. The offering price and underwriting terms will be supplied by amendment. The remaining 15,000 shares are to be offered directly to officers, directors, and employees of the company.

The company operates a chain of 16 primarily self-service stores in the Portland area, including 13 large stores known as "shopping centers". It recently acquired all the outstanding stock of Marketime Drugs, Inc., a Washington corporation, operating in the Seattle area. Proceeds from the sale of the stock will be added to general funds of the company. Expenditures contemplated include \$800,000 to equip and stock a new shopping center in the Oak Grove suburb of Portland which is now under construction; \$600,000 to equip the company's Walnut Park shopping center; \$200,000 to equip and stock an addition to the Burlingame shopping center; \$100,000 to remodel the Sixth Avenue and Yamhill stores; \$300,000 to install and equip restaurants at four existing locations, and \$200,000 to purchase and install equipment for its Central Kitchen which is nearing completion.

The balance of the proceeds is expected to be applied toward future expansion, including equipping and stocking of additional shopping centers in the Portland area and expansion of the Seattle activities of Marketime Drugs, Inc. According to the prospectus, pending completion of these plans, which are now being formulated, the excess funds may be invested in short-term government obligations or used as working capital.

In addition to certain indebtedness, the company has outstanding 171,500 shares of Class A common stock, 992,750 shares of Class B common stock and 1,589 shares of 6% cumulative preferred stock (\$100 par). The preferred stock has been called for redemption on April 25, 1960. Mr. Meyer owns 567,275 (57.15%) of the Class B common and Mr. Chiles 212,575 (21.41%). John H. Davis, a director, owns 62,600 shares of Class A common (36.50%). The 85,000 shares of Class A being offered for the estate of Mrs. Meyer amounts to 49.56%.

ONE-HOUR VALET FILES FOR DEBENTURE OFFERING AND SECONDARY. One-Hour Valet, Incorporated, 1844 West Flagler Street, Miami, Fla., filed a registration statement (File 2-16090) with the SEC on February 3, 1960, seeking registration of \$2,000,000 of 6% convertible subordinated debentures, due March 1, 1975, and 100,000 shares of outstanding common stock, to be offered for public sale by underwriters headed by Van Alstyne, Noel & Co. The debentures will be offered at 100% and the underwriting commission will be 6%. The public offering price and underwriting terms for the stock offering will be supplied by amendment.

The company is engaged in the operation of fast service dry cleaning and laundry establishments in 13 states. Its wholly-owned subsidiary, Clesco National, Inc., installs and sells automatic, self-service, coin operated laundries. According to the prospectus, 52% of the 1960 sales represented cleaning and laundry service and 47% represented sales by Clesco. Proceeds from the sale of the debentures will be used by the company to pay off \$970,000 of bank indebtedness, \$150,000 will be applied to the renovation of existing establishments, and \$300,000 will be invested in Clesco to be used as additional working capital. It is anticipated that the remainder of the proceeds will be made available for expansion purposes.

The selling stockholders are Albert E. Lichtenstein, president, 50,000 shares, and Sam J. Heiman, vice president and secretary, 50,000 shares. The sale will reduce their respective holdings from 115,000 shares (21%) to 65,000 (12%).

AMERICAN & FOREIGN POWER FILES FOR SECONDARY. American & Foreign Power Company, Inc., 100 Church St., New York, today filed a registration statement (File 2-16091) with the SEC seeking registration of 200,000 outstanding shares of its common stock. These shares are now owned by Electric Bond and Share Company, and will be offered for sale by the latter from time to time on the New York Stock Exchange at approximate market prices then prevailing. Such sales will reduce Bond and Share's holdings to 3,623,985 shares (49.6%).

PENTRON ELECTRONICS PROPOSES STOCK OFFERING. Pentron Electronics Corporation, 777 South Tripp Ave., Chicago, Ill., filed a registration statement (File 2-16092) with the SEC today seeking registration of 250,000 shares of common stock to be offered for public sale at \$3 per share through a group of underwriters headed by Stanley Heller & Co., which will receive commissions of \$.375 per share, plus maximum expenses of \$11,500. In addition, Stanley Heller, the senior partner of the underwriter, has purchased 10,000 shares of common stock at \$.25 per share from Theodore and Irving Rossman, president and Executive vice president, respectively, which shares also are included in the registration statement.

The company and its subsidiaries are engaged in the manufacture and sale of magnetic tape recorders, amplifiers, tape recorder components and related electronic equipment. Of the proceeds from the sale of the stock, \$115,000 will be applied to the payment in full of outstanding 6% sinking fund debentures, \$40,000 will be used for plant renovation, \$35,000 for the purchase of new equipment, and \$30,000 for the purchase of tools and dies. The balance of the proceeds will be added to general funds.

In addition to the debentures and other indebtedness the company has outstanding 565,000 shares of common stock of which officers and directors own 356,677 shares (63.1%). Theodore and Irving Rossman own 22.2% and 23.7%, respectively.

PUBLIC SERVICE OF OKLA. PROPOSES BOND OFFERING. Public Service Company of Oklahoma, Tulsa, Okla., has applied to the SEC for an order under the Holding Company Act authorizing the issuance and sale at competitive bidding of \$12,000,000 of First Mortgage Bonds, Series H, due 1990; and the Commission has issued an order (35-14156) giving interested persons until February 15, 1960, to request a hearing thereon. Net proceeds of the sale of the bonds will be used by the company to finance in part its program of property additions and improvements, including the payment of some \$7,000,000 of notes to banks incurred or to be incurred for that purpose. Construction expenditures are estimated at \$25,800,000 for 1960 and \$26,800,000 for 1961.

PETITION RE CENTRAL PUBLIC UTILITIES DENIED. The SEC has issued an order under the Holding Company Act (Release 35-14157) denying a petition of Wade H. Cooper that shares of Central Public Utility Corporation remaining unexchanged under a 1952 plan of recapitalization, as recently amended to provide for consolidation of Central with Consolidated Electronics Industries Corp. and Philips Industries, Inc. into a new corporation named Consolidated Electronics Industries Corp., be held for the benefit of the original stockholders of Central rather than be transferred to the consolidated company for cancellation. Under the 1952 recapitalization, all outstanding securities of Central were cancelled and 1,000,100 new common shares were to be issued to holders of Central's 5½% Income Bonds due 1952. As of August 3, 1959, all but 2.3% of the said bonds had been surrendered, leaving about 23,000 shares unexchanged at that date. Under the amended plan, holders of the bonds have until August 31, 1960, to exchange the bonds for Consolidated Electronics stock or for the \$28 per share cash alternative, after which the shares held by the exchange agent for issuance to holders of the bonds are to be returned to Consolidated Electronics for cancellation.

ADDITIONAL CENTRAL AND SOUTHWEST INVESTMENT CLEARED. The SEC has issued an order under the Holding Company Act (Release 35-14158) authorizing Central and Southwest Corporation, Chicago, to make additional cash investments in subsidiaries, as follows: Public Service Company of Oklahoma, \$2,000,000; Southwestern Electric Power Company, \$2,000,000; and West Texas Utilities Company, \$1,000,000. The funds will be used by the subsidiaries to finance in part the cost of their respective construction programs.

BRUNS, NORDEMAN HEARING POSTPONED. The SEC has authorized a postponement from February 9 to March 9, 1960, of the hearing in proceedings under the Securities Exchange Act of 1934 to determine whether the broker-dealer registration of Bruns, Nordeman & Company, 52 Wall St., New York, should be revoked. Counsel for that firm joined with Commission counsel in requesting the postponement in order to allow additional time to negotiate a stipulation of the record.

DOMINICK & DOMINICK PROPOSES STOCK ACQUISITION. Dominick & Dominick, New York, investment company, has applied to the SEC for an exemption order under the Investment Company Act permitting its purchase of shares of common stock of U. S. Polymeric Chemicals, Inc., from Pallas Corporation; and the Commission has issued an order (Release 40-2971) giving interested persons until 1:00 P. M. February 16, 1960, to request a hearing thereon.

According to the application, a group of underwriters (including the Dominick firm) proposes to purchase from Pallas and eight individuals, for public distribution, a total of 71,090 shares (18.1%) of the outstanding Polymeric stock, of which stock 30,000 shares are now owned and will be sold by Pallas. The selling price is subject to negotiation between the sellers and the underwriters; but Pallas does not intend to consummate the sale of Polymeric stock if the public offering price is to be less than \$35 per share. Gardner D. Stout, a partner of the Dominick firm, is a director of Pallas. In view of such affiliation, the Dominick purchase is prohibited by the Investment Company Act unless exempted from such prohibition by the Commission.

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