

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)

(Issue No. 64-7-10)

FOR RELEASE July 16, 1964

F AND C SECURITIES REVOKED. The SEC today announced a decision under the Securities Exchange Act (Release 34-7369) revoking the broker-dealer registration of F and C Securities, Inc., 6911 18th Ave., Brooklyn, N. Y., for violating the reporting and other provisions under the Act. Clement and Frank Esposito were each found to be a cause of the revocation order.

In its decision, the Commission ruled that the firm, aided and abetted by the Espositos, violated the reporting requirements of the Act by disclaiming control by any person not named in its registration application when, in fact, Frank Esposito (who was not named) directly and indirectly controlled the firm. Violations of the net capital and record-keeping rules of the Commission also were found. Subsequent to the initiation of these proceedings, the National Association of Securities Dealers, Inc., expelled the firm from membership on charges of violations of the Association's Rules of Fair Practice, including failure to comply with the net capital requirements.

MCCALL CORP. PROPOSES OFFERING. McCall Corporation, 230 Park Ave., New York, filed a registration statement (File 2-22606) with the SEC on July 15 seeking registration of 500,000 shares of common stock, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 20 Broad St., New York. The public offering price (\$29.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged principally in the publication and printing of "McCall's", "Redbook" and "Saturday Review" magazines; the printing of catalogs, periodicals, etc., for others; and the design, manufacture and sale of printed paper patterns. Net proceeds from its stock sale will be added to the general funds of the company and will be available for capital expenditures and for use in connection with acquisitions and diversification of the company's business. In addition to indebtedness, the company has outstanding 2,009,595 common shares, of which management officials as a group own 6.8%. Arthur B. Langlie is board chairman and Herbert R. Mayes is president.

DIAMOND CRYSTAL SALT FILES STOCK PLAN AND SECONDARY. Diamond Crystal Salt Company, 916 S. Riverside Ave., St. Clair, Mich., filed a registration statement (File 2-22607) with the SEC on July 15 seeking registration of 75,278 shares of common stock, to be offered under its Stock Option Plan. Also included in the registration statement are 23,581 outstanding common shares, to be offered for public sale by key employees of the company, who acquired such stock pursuant to exercise of options granted under the Stock Option Plan. The selling stockholders include Edward M. Dodd, vice president (offering 4,000 of his holding of 9,148 common shares); Whittaker Lonsdale, vice president (offering his holding of 4,281 shares); and Spencer S. Meilstrup, senior vice president (offering 3,000 of 18,484 shares).

NEW YORK CAPITAL FUND SEEKS ORDER. New York Capital Fund, Ltd., 135 S. LaSalle St., Chicago, has applied to the SEC for an order under the Investment Company Act declaring that it has ceased to be an investment company; and the Commission has issued an order (Release IC-4012) giving interested persons until August 7 to request a hearing thereon. According to the application, Stein Roe & Farnham International Fund, Inc. (a Maryland corporation) has absorbed all of the Fund's assets and liabilities pursuant to a plan of reorganization. Since May 8, 1964 the Fund has owned no assets, has no outstanding securities, has not conducted any business and does not propose to acquire any assets, issue any securities or conduct any business.

COOK COFFEE FILES FOR SECONDARY. Cook Coffee Company, 16501 Rockside Rd., Cleveland, Ohio, today filed a registration statement (File 2-22608) with the SEC seeking registration of 300,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof through underwriters headed by Bache & Co., 36 Wall St., New York, and A. G. Becker & Co., Inc., 120 S. LaSalle St., Chicago. The offering price (\$32 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the retail and wholesale food and grocery business and in the operation of discount department stores. In addition to indebtedness and preferred stock, the company has outstanding 1,408,018 common shares, of which management officials as a group own 23%. The prospectus lists nine selling stockholders, including Eutalia Ruth Freedman (as trustee of three Freedman trusts), offering an aggregate of 214,163 of total holdings of 256,018 shares, and Celia M. Broder (as trustee of three Broder trusts), offering 60,000 of total holdings of 112,335 shares. The remaining offerings range from 6,274 to 10,000 common shares. Max Freedman is company president.

*As estimated for purposes of computing the registration fee.

---000000---