

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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HEWLETT-PACKARD FILES EXCHANGE PLAN. Hewlett-Packard Company, 1501 Page Mill Road, Palo Alto, Calif., filed a registration statement (File 2-20837) with the SEC on October 24th seeking registration of 278,700 shares of common stock. It is proposed to offer such stock to stockholders of certain of the company's independent sales representatives in exchange for all the shares of six corporations.

The company is engaged primarily in the development and manufacture of precision electronic measuring instruments. Up to the present, the company's industrial products have been sold in the United States through 13 independent electronics sales representatives and one wholly-owned sales subsidiary, each assuming the responsibility for a particular geographical area. The prospectus states that the company intends to assume direct control of its domestic industrial sales effort and to that end has acquired (in 1961) all of the stock of Earl Lipscomb Associates, Inc., of Texas (for 12,500 shares) and intends to take over on November 1st the operations of eight of its independent sales representatives. Pursuant to the exchange offer, six will be acquired by the issuance of stock and the remaining two by the cash purchase of securities or certain assets. In addition to certain indebtedness and preferred stock, the company has outstanding 10,741,145 shares of common stock, of which David Packard, president, and William R. Hewlett, executive vice president, own over 34% each.

CHOCK FULL O'NUTS FILES STOCK PLAN. Chock Full O'Nuts Corporation, 425 Lexington Avenue, New York, filed a registration statement (File 2-20838) with the SEC on October 23rd seeking registration of 250,000 shares of common stock, to be offered pursuant to its Employees Stock Purchase Plan.

COLUMBIA GAS FINANCING APPROVED. The SEC has issued an order under the Holding Company Act (Release 35-14727) authorizing the sale (at competitive bidding) by The Columbia Gas System, Inc., New York registered holding company, of \$30,000,000 of debentures due 1987. The net proceeds from the debenture sale will be added to general funds and will be made available to subsidiaries to assist them in completing the balance of their 1962 construction programs, in making rate refunds, and for the payment of notes due banks issued by Columbia for such purposes.

SEC PROPOSES AMENDMENT TO DELISTING RULES. The SEC today announced a proposal to amend Rules 12d2-1 and 12d2-2 under the Securities Exchange Act (Release 34-6921) which provide for the suspension of trading of listed securities by a national securities exchange and for their removal from listing and registration under specified conditions. Interested persons are invited to submit their views and comments on the proposed amendments not later than November 30, 1962.

The principal revision proposed is intended to establish more realistic administrative procedures for handling an application by a national securities exchange to delist a security in accordance with its rules. The Courts have held that the Commission may not refuse to grant such a delisting application, but may impose only such terms as it deems necessary for the protection of investors; and in such cases the terms imposed have generally been limited to a delay of effectiveness of the order, to allow settlement of outstanding contracts, etc. The proposed amendment to Rule 12d2-2 would provide that a national securities exchange may file an application to strike a security from listing and registration in accordance with its rules, if, in the opinion of the exchange, the security is no longer suitable for trading or it is not in the public interest to continue to trade the security on such exchange. In these cases, such an application would be deemed to be granted and become effective on the date specified in the application by the exchange, (but not less than 20 days after it is filed by the exchange) unless the Commission by written notice to the exchange postpones the effective date for a period of not more than 60 days or directs that some specified procedure be followed to determine whether the application has been made in accordance with the rules of the exchange or what terms should be imposed by the Commission for the protection of investors.

Where the Commission has reason to believe that the delisting is not in compliance with the rules of the exchange, or if there is a question as to whether terms other than a delay of effectiveness are necessary for the protection of investors, the Commission, under the proviso clause of paragraph (c), would direct that specified procedures be followed to determine these matters. The proposed rule also would provide for publication of notice of the filing of the application to afford interested persons an opportunity to submit in writing to the Commission any facts bearing upon whether the delisting is in compliance with exchange rules, or the terms to be imposed by the Commission.

SECURITIES ACT REGISTRATIONS. Effective October 24: California Financial Corp. (File 2-20794); Georgia Power Co. (File 2-20805); Nebraska Consolidated Mills Co. (File 2-20723). Effective October 25: American Phoenix Corp. (File 2-19672); The Columbia Gas System, Inc. (File 2-20747); Gainesville Inn of Florida Associates (File 2-19720). Withdrawn October 24: Interworld Film Distributors, Inc. (File 2-19072). Withdrawn October 25: Human Sciences Research, Inc. (File 2-20725).