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MAREMONT FILES EXCHANGE PLAN. Maremont Corporation, 168 N. Michigan Ave., Chicago, filed a registration statement (File 2-21097) with the SEC on February 21 seeking registration of an estimated 100,000 shares of cumulative convertible preferred stock. It is proposed to offer an undertermined amount of the preferred shares (and cash) in exchange for the remaining outstanding stock of The Gabriel Company (presently 51.5% owned by Maremont), and an unspecified amount of the preferred shares for the remaining outstanding stock of Saco-Lowell Shops (presently 92.2% owned by Maremont). The company has retained Georgeson & Co,, 52 Wall St., New York, in connection with the exchange offer. The exact number of shares in registration, the rate of exchange, dividend rate on the preferred shares and the fees payable to Georgeson and brokers who assist in the exchange of shares are to be supplied by amendment.

The company is engaged in the manufacture and sale of automotive replacement equipment; and through Saco-Lowell it also manufactures and sells a line of textile preparatory machinery and replacement parts and produces certain ordnance equipment for the United States Government. Through Gabriel it manufactures automotive shock absorbers, ballistically actuated devices and commercial microwave communications antennas. According to the prospectus, this offer to shareholders of Gabriel and Saco-Lowell is being made to enable the company to increase its holdings in such companies with a view to complete ownership thereof. In addition to certain indebtedness and preferred stock, the company has outstanding 1,557,903 shares of common stock, of which Howard E. Wolfson, board chairman, Arnold H. Maremont, president, and Jerome M. Comar, executive vice president (each with their respective families) own 18.99%, 7.41% and 10.24%, respectively.

PUERTO RICAN CEMENT FILES FOR OFFERING AND SECONDARY. Puerto Rican Cement Company, Inc., Ponce, Puerto Rico, filed a registration statement (File 2-21098) with the SEC on February 21 seeking registration of 600,000 shares of common stock, of which 400,000 shares are to be offered for public sale by the company and 200,000 shares, being outstanding stock, by the holders thereof. Merrill Lynch, Pierce, Fenner & Smith 70 Pine St., New York, heads the list of underwriters. The public offering price (maximum $21 per share*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of Portland cement which it produces at two plants in Puerto Rico. The net proceeds from the company's sale of additional stock, together with an $8,500,000 loan from an insurance company, will be used to pay in full bank loans and other debt ($12,826,000 at December 31, 1962), and the balance, together with other funds, will be used for completion of a $2,700,000 expansion program, to purchase for $376,919 certain land and limestone reserve land, and to acquire stock and certain assets of two affiliates. The debt to be paid was incurred to acquire equipment for and to construct a proposed lime plant, to purchase assets of an affiliate, to purchase equipment for its cement plants and for general corporate purposes. In addition to certain indebtedness, the company has outstanding 700,000 Class A and 900,000 common shares, of which the respective families of Louis A. Ferre and José A. Ferre, co-chairmen of the board, and Herman Ferre, vice-chairman of the board, own 27.08% each, and the estate of Carlos F. Ferre, 18.67%. The Luis A. Ferre Foundation, Inc., two children of Jose A. Ferre (together), and Herman Ferre propose to sell 54,160 shares each, and said Estate 37,520 shares. Antonio Luis Ferre is president.

ENZYME CORP. FILES FOR STOCK OFFERING. Enzyme Corporation of America, 727-729 Land Title Bldg., Philadelphia, filed a registration statement (File 2-21099) with the SEC on February 21 seeking registration of 120,000 shares of common stock, to be offered for public sale at $2 per share. The offering will be made on a best efforts basis by Bristol Securities Incorporated, 733 Third Ave., New York, which will receive a 24¢ per share selling commission and $9,200 for expenses. The statement also includes 40,000 shares underlying 3-year warrants to be sold to the underwriter at 1¢ each, exercisable at 10¢ per share on the first 5,000 shares and at $2 per share on the remaining 35,000 shares. Up to $7,500 is payable by the company to Harrison B. Miller as a finder's fee. According to the prospectus, if the entire issue is not sold, "the proceeds realized may not be sufficient for the Company to carry on its business," with a resulting loss to the purchasers of this offering.

Organized under Delaware law in January 1962 (under the name Neu-Kra Pharmaceuticals Inc.), the company proposes to sell and distribute (initially only outside the United States) a pharmaceutical product known as "Clinizyne," which is said to be derived from the pineapple plant and can be used in the treatment of a variety of diseases having inflammation and swelling tumors as prominent components. The manufacturing of the product will be conducted by its 92.5% owned Costa Rican subsidiary, Enzima Corporacion de Costa Rica, S.A. The $173,600 estimated net proceeds from the stock sale will be used to purchase machinery and equipment, for sales and promotion, research and development, additional office furniture and equipment and for working capital. According to the prospectus, although the company believes that this product is commercially feasible and marketable, it has not received any independent confirmation of such belief, commercial acceptance of Clinizyme has not been proven, the market potential of the drug has not been determined and the company cannot set forth with any degree of particularity the extent of the demand therefor. The prospectus further states that Dr. Richard A. Neubauer, director of clinical research for the company, has conducted a number of clinical tests of the product and has been advised by another pharmaceutical firm that it would take such action as the circumstances warrant to enjoin the publication of its trade secrets

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and to recover damages therefor, in the event Neubauer was active in the formation of a company to engage in the manufacture and sale of a product similar to a proteolytic enzyme drug produced and sold by that company. If the threatened action is brought against Neubauer and the company is made a party defendant, and if the said company should prevail in such action and obtain a permanent injunction, "the company will be unable to continue its business," the prospectus states.

The company has outstanding 185,000 shares of common stock (purchased for an aggregate of $41,000), of which Leon Krauss, vice president, Richard A. Neubauer, and Morris Cerota own 23.6%, 22.9% and 20.5%, respectively, and management officials as a group 39.3%. Bernard G. Wohl is president. If all the shares are sold, present stockholders will own 60.6% of the equity and voting power for an investment of $41,000 in cash, and the public will own 39.3% for an investment of $240,000. Sale of the new stock to the public at $2 per share (including exercise of the said warrants) will result in an increase in the book value of stock now outstanding from 20.7¢ to 83¢ per share with a resulting dilution of $1.17 per share in the book equity of stock purchased by the public.

NEW INDUSTRY CAPITAL FILES FOR STOCK OFFERING. New Industry Capital Corporation, 1228 Wantagh Ave., Wantagh,N.Y., filed a registration statement (File 2-21100) with the SEC on February 25 seeking registration of 30,500 shares of common stock, to be offered for public sale at $10 per share. No underwriting is presently involved. Organized under New York law in February 1962, the company is a small business investment company licensed to conduct business in New York under the Small Business Investment Act of 1958. The company is also registered as a closed-end non-diversified management investment company under the Investment Company Act of 1940. The $250,000 estimated net proceeds from the stock sale will be used for investment in small business concerns and for working capital and general corporate purposes. The company has outstanding 16,000 shares of common stock, of which management officials as a group own 22%. George B. Pollack is board chairman and H. Gordon Pelton is president.

HEINZ FILES EXCHANGE PLAN. H. J. Heinz Company, 1062 Progress St., Pittsburgh, filed a registration statement (File 2-21101) with the SEC on February 25 seeking registration of 285,818 shares of second preferred stock (convertible). It is proposed to offer such stock in exchange for outstanding common shares of Star-Kist Foods, Inc., at the rate of .27 preferred share for each common share of Star-Kist. According to the prospectus, 17 stockholders of Star-Kist have agreed to exchange 956,871 common shares of Star-Kist for 259,052 preferred shares of the company; and 39,954 shares received by such holders will be resold in a public distribution. No underwriting is involved. The dividend rate on the preferred is to be supplied by amendment.

The company is engaged principally in the manufacture, packaging and sale of an extensive line of food products, substantially all of which are distributed under the label and trademark "57 Varieties." Star-Kist is engaged principally in the canning and selling of tuna fish and other fish products. In addition to certain indebtedness and preferred stock, the company has outstanding 5,257,130 shares of common stock, (with a $29.71 per share book value at October 1962), of which Mellon National Bank and Trust Company, in fiduciary capacities, holds of record 34.1%, Henry J. Heinz II, board chairman, owns 7.8% and management officials as a group 11.9%. Heinz II has the right to vote 28.9% of the outstanding stock held by Mellon. Frank Armour Jr. is president. The prospectus lists 17 shareholders of Star-Kist who will receive an aggregate of 259,052 Heinz preferred shares pursuant to the exchange and who propose to sell the 39,954 preferred shares to the public. The list includes Joseph J. Bogdanovich who proposes to sell 13,460 shares (out of 66,576 to be received) and others who propose to sell amounts ranging from 4 to 8,527 shares.

SHREVEPORT MEDICAL HOSPITAL ET AL, ENJOINED. The SEC Fort Worth Regional Office announced February 20 (LR-2514) the entry of a Federal court order (USDC, Shreveport) permanently enjoining Shreveport Medical Hospital, Inc., of Shreveport, Arden Advertising, Inc., a Phoenix company, Donald M. Nairne, of Shreveport, and Fred C. McCarthy, of Ft. Lauderdale, Fla., from violation of the Securities Act registration and anti-fraud provisions in the offer and sale of first mortgage bonds of Shreveport Medical Hospital. The defendants consented to entry of the injunction.

COMPLAINT CITES OLD COLONY SECURITIES. The SEC Boston Regional Office announced February 21 (LR-2515) the filing of court action (USDC, Mass.) seeking to enjoin Old Colony Securities Corporation, of Malden, Mass., from further violations of the Commission's net capital rule.

COMPLAINT FILED AGAINST NORTHEASTERN FINANCIAL CORP., OTHERS. The SEC New York Regional Office announced February 21 (LR-2516) the filing of court action (USDC, Newark) seeking to enjoin Northeastern Financial Corporation, a Newark company, Robert K. Berry, its president (of Westfield, N.J.), Reginald M. Bevan, vice president (of Orange, N.J.), Louis R. Dreyling & Co., Inc., a New Brunswick (N.J.) broker-dealer, Louis R. Dreyling, its president (of Jamesburg, N.J.), Fred Camino, a salesman for Dreyling (of Long Island, N.Y.), and Paul W. Cotton, a former salesman for Dreyling (of Haworth, N.J.), from violations of the registration and anti-fraud provisions of the Securities Act and the registration and other provisions of the Investment Company Act in the offer and sale of securities of Northeastern Financial. The complaint also seeks to enjoin Berry and Bevan from acting as officers and directors of Northeastern Financial; and the Commission has further applied to the Court for the appointment of a trustee for the company.

SECURITIES ACT REGISTRATIONS. Effective February 25: Deere & Co. (File 2-21063). Effective Effective February 26: Data Corporation of America (File 2-20853); Kingdom of Denmark (File 2-21066); The Stratton Fund, Inc. (File 2-19985). Withdrawn February 19: Tillie Lewis Foods, Inc. (File 2-20220). Withdrawn February 25: Wheeler and Ryan, Inc. (File 2-20619).

*As estimated for purposes of computing the registration fee.

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