

## 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.

FOR RELEASE October 29, 1958**SUPER FOOD SERVICES FILES OFFERING PROPOSAL**

Super Food Services, Inc., Chicago, filed a registration statement (File 2-14466) with the SEC on October 28, 1958, seeking registration of 110,000 Preferred Shares-First Series and 110,000 Warrants-First Series for the purchase of a like number of common shares. The warrants have an initial exercise price of \$2.50 per common share. Units comprising one share of the preferred and one warrant are to be offered for public sale at \$20 per unit. The offering is to be made on a "best efforts" basis by Wm. H. Tegtmeier & Co., for which it will receive a selling commission of \$1.68 per share. In addition, the company is offering warrants to purchase 6,347 common shares to holders of Class A capital shares if converted to common shares on or before December 31, 1958; and warrants to purchase 6,000 common shares are being given to Central-Illinois Securities Corp., which has subscribed to 25,000 of the units being offered. 42,356 common shares are being offered to Class A capital shareholders in exchange for said Class A shares on a share for share basis.

Super Food Services was organized in April 1957; and the following month it was granted an IGA franchise for the New York City area by Independent Grocers' Alliance Distributing Co., commonly known as IGA. It commenced business activities in New York on May 17, 1958; and, subsequently, it acquired an exclusive franchise from IGA for the State of California, but no activities have been conducted under this franchise. The company is now operating under a contract with Francis H. Leggett & Co., a New York wholesale grocery house, for the warehousing and delivery by it of dry groceries, including IGA brand items, to the IGA retail stores that are now or in the future may be associated with it. It engages in various supervisory, procurement, development and promotional activities for the retail IGA stores.

Net proceeds of this financing are to be used for the purchase of the issued and outstanding shares of capital stock of The F. N. Johnson Company, near Bellefontaine, Ohio. Johnson Company has outstanding 4,000 preferred and 175,000 common shares; and Super Food Services has an option from its president, R. Morton Johnson, to purchase from him 1,808 preferred shares at \$100 per share and 142,000 common shares at \$15 per share. Under the option the purchaser will also purchase at the same prices all the remaining outstanding preferred and common shares of Johnson Company which may be offered to it. The maximum obligation of the company upon the exercise of this option is \$3,025,000. The required funds are to be provided in part from a \$1,000,000 bank loan. It is contemplated that Johnson Company will be merged with Super Food Services prior to August 1959.

**ISRAEL FILES GUARANTEE OF INTEREST ON TOURIST INDUSTRY STOCK**

The State of Israel filed a registration statement (File 2-14464) with the SEC on October 28, 1958, covering its Guarantee of the 6% Fixed Interest on the outstanding 7% Subordinated Debenture Stock, due July 1, 1978, of Tourist Industry Development Corporation Limited. The guarantee is that the 6% fixed interest due thereon from the date of issue to July 1, 1978 will be punctually paid as it becomes due. This guarantee will be delivered with the prospectus covering the Development Corporation's Debenture Stock, the registration statement for which became effective February 28, 1958. Recent amendments to the latter registration statement reflect certain modifications of the terms of the Debenture Stock.

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For further details, call ST. 3-7600, ext. 5526

## AMERICAN INTERNATIONAL BOWLING PROPOSES STOCK OFFERING

American International Bowling Corp., New York, filed a registration statement (File 2-14465) with the SEC on October 28, 1958, seeking registration of 770,000 shares of its 10¢ par Common Stock. The company proposes to offer the stock for public sale at \$3 per share. The offering is to be made on a "best efforts" basis by Netherlands Securities Co., Inc., of New York, for which a 60¢ per share selling commission is to be paid (plus 7¢ per share for expenses). The underwriter will also receive as additional compensation the right to purchase 70,000 common shares from Messrs. Saul I. Birnbaum and Bernard P. Birnbaum (organizers of the company) at 1¢ per share, conditional upon the successful sale of the shares being publicly offered.

The company was organized under Delaware law on September 11, 1958, for the purpose of engaging in the business of managing and operating modern bowling recreational arenas which it may own or lease. Although the company intends primarily to operate newly constructed bowling centers it may also acquire existing bowling centers. The two organizers have transferred to the company all the outstanding capital stock of Interstate Bowling Lanes, Inc., a New Jersey company, which partially opened a 40-lane bowling center in Ramsey, N. J., during October 1958, and Ramsey Pinsetters, Inc., a New Jersey company (which owns the automatic pinsetting machinery in this center) and all the outstanding capital stock of corporations holding leases for 7 additional locations. The company intends to fully equip the bowling centers to be constructed at these locations from the proceeds realized from the proposed public offering of stock. The 7 locations are said to be in New Brunswick and Levittown, N. J., Yonkers, N. Y., Philadelphia, Bethlehem and Lancaster, Pa., and Flint, Mich. The company estimates that it will cost approximately \$4,530,000 to fully equip the 8 locations, of which amount \$592,000 is required as cash outlay for down payments.

The company has outstanding 840,000 shares, held in equal amounts by Bernard and Saul Birnbaum and issued to them in consideration of their transfer of their respective stockholdings in Interstate Bowling Lanes and Ramsey Pinsetters and all the outstanding capital stock in various corporations owning leases to 7 additional center locations. The organizers are said to have initially invested and advanced by way of capital stock contribution and loans to Interstate Bowling Lanes an aggregate of \$117,536 (of which amount \$2,500 represents contributions to capital stock and the balance, non interest bearing loans) to effect the opening of the center in Ramsey. They have agreed, according to the prospectus, "that the amount of such advances (\$115,036) are not to be repaid until one year" from the commencement of the public stock offering.

## WORLD WIDE HELICOPTERS FILES FOR SECONDARY

World Wide Helicopters Limited, Nassau, Bahamas, filed a registration statement (File 2-144) with the SEC on October 28, 1958, seeking registration of American Depositary Receipts for 212,158 presently-outstanding Ordinary (Common) Shares (together with a like amount of the shares), to be offered for public sale by the holders thereof through an underwriting group headed by Blair & Co. Inc. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged with its subsidiaries as a private carrier in the business of transporting personnel, equipment and supplies by helicopter and fixed-wing aircraft for certain major oil companies operating principally in the Eastern Hemisphere. It has outstanding 872,330 shares.

The prospectus lists four selling stockholders, as follows: H. G. Armstrong, board chairman, 100,000 of 201,936 shares; Knute W. Flint, president, 50,000 of 169,500; Harold E. Gribble, all of 52,532 shares; and Arni L. Sumarlidason, 9,626 of 59,716 shares.

## GRAY MFG. CO. PROPOSES RIGHTS OFFERING

The Gray Manufacturing Company, Hartford, Conn., filed a registration statement (File 2-144) with the SEC on October 28, 1958, seeking registration of 90,218 shares of its \$5 par Capital. The company proposes to offer these shares for subscription by stockholders of record November 1958, at the rate of one new share for each four shares then held. The subscription price is to be supplied by amendment. No underwriting is involved.

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The company is engaged principally in the design, development and manufacture and sale of station equipment. Net proceeds of this financing will be added to its general funds and will be available for general corporate purposes, including working capital. Increased working capital, the prospectus indicates, will permit the company to expand and strengthen the distribution of its products and also to do further research and development work in the sound recording and repro- ducing field.

#### CENTRAL ELECTRIC & GAS FILES FINANCING PROPOSAL

Central Electric & Gas Company, Lincoln, Nebr., filed a registration statement (File 2-14469) with the SEC on October 28, 1958, seeking registration of \$2,000,000 of Convertible Subordinated Debentures, due 1973, and 20,000 shares of Cumulative Preferred Stock, \$50 stated value. The securities are to be offered for public sale through an underwriting group headed by Paine, Webber, Jackson & Curtis and Stone & Webster Securities Corporation. The interest and dividend rates, public offering price of the debentures (the offering price of the preferred stock is to be \$50 per share), and underwriting terms are to be supplied by amendment.

Net proceeds of this financing are to be applied to the repayment of bank loans incurred to finance past construction expenditures and purchases of subsidiary securities; to future construction expenditures; for temporary advances to subsidiaries for construction purposes; for investment in subsidiaries; and for other corporate purposes. The company also contemplates the issuance and sale of \$1,000,000 of bonds to institutional investors, the proceeds of which will be used for one or more of the same purposes.

#### MANAGED FUNDS FILES FOR OFFERING OF SIX SERIES

Managed Funds Incorporated, St. Louis, Mo., filed six registration statements on October 28, 1958, seeking registration of 1,000 units (\$1,200 maximum payments each) of Personal Investment Plans for the accumulation of shares in each of the following: File 2-14471 - Metal Shares; File 2-14472 - Paper Shares; File 2-14473 - Petroleum Shares; File 2-14474 - Special Investment Shares; File 2-14475 - Transport Shares; and File 2-14470 - Electric Shares.

#### GRAND UNION FILES FOR EXCHANGE OFFER

The Grand Union Company, East Paterson, N. J., today filed a registration statement (File 2-4476) with the SEC seeking registration of 187,534 shares of its \$5 par Common Stock.

Grand Union proposes to offer these shares in exchange for outstanding shares of common stock of Sunrise Supermarkets Corp., at the rate of one share of Grand Union common for each 1.409 shares of Sunrise common. The exchange offer is being made by Grand Union in accordance with an agreement between it and eight stockholders of Sunrise who own an aggregate of about 50% of the outstanding Sunrise shares and who will accept said offer. The exchange offer will not be consummated unless (a) the holders of at least 80% of the outstanding Sunrise shares accept the offer and (b) the offer is declared effective by the eight holders and by Grand Union.

Sunrise operates a chain of 28 supermarkets on Long Island.

#### OFFERINGS BY UNITED STANDARD AND DOGS OF WORLD SUSPENDED

The Securities and Exchange Commission has issued orders temporarily suspending Regulation A exemptions from registration under the Securities Act of 1933 with respect to public offerings of securities by the following: (33-3983)

Dogs of the World, Inc., Owings Mills, Md.

In its Regulation A notification, filed November 22, 1957, this company proposed the public offering of 1,000 Class A common shares and 4,000 Class B common shares, in units of 1 Class A and 4 Class B shares and at \$250 per unit.

United Standard Corporation, Brenham, Texas

United's Regulation A notification, filed October 6, 1958, proposed the public offering of 300,000 common shares at \$1 per share.

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Regulation A provides a conditional exemption from registration with respect to public offerings of securities not exceeding \$300,000 in amount. In the suspension orders, the Commission asserts that each of the two companies failed to comply with certain conditions of the Regulation; and, in the case of United, it is further alleged that the company's offering circular is false and misleading in respect of various material facts and that its use in the offering and sale of United shares would violate Section 17 (the anti-fraud provision) of the Securities Act. Each of the orders provides an opportunity for hearing, upon request, upon the question whether the respective suspensions should be vacated or made permanent.

With respect to Dogs of the World (whose principal business operations were to be conducted in North Miami Beach, Fla.), the Commission's order asserts that the company failed to file the required semi-annual reports of stock sales pursuant to the offering, as well as a revised offering circular. United's notification, the Commission states, fails to give the full name and complete residence address of each officer of the company and omits pertinent excerpts from governing instruments defining the rights of holders of the shares the subject of the stock offering.

Furthermore, in the case of United, the Commission challenges the accuracy and adequacy of various information disclosures contained in its offering circular, including the failure to disclose the manner in which United's shares are to be offered and the persons to whom the 20% selling commission is to be paid; the failure to disclose the manner in which United acquired its interest in properties in Caldwell County, Texas, including the identity of the persons from whom the properties were acquired and the consideration paid therefor; the failure to disclose a reasonably itemized statement of the purposes for which the proceeds of the stock sale are to be used; the failure to include appropriate financial statements; the failure to include information as to the exact participation of United in the properties held, as well as information concerning the production history of the properties; the statement therein concerning an oil reservoir having a gross potential value well in excess of one million dollars, as well as tabular information with respect to "total oil expected to be recovered" and "gross value of oil at current prices" for seven wells proposed to be drilled; the failure to disclose whether United's promoters or officials have direct or indirect interests in United or its operations and properties; and the failure to disclose the percentages of outstanding securities of United which will be held by its promoters and officials as a group, on the one hand, and by purchasers of the securities to be publicly offered, on the other, and the respective amounts of cash (including cash expended for property transferred to United) paid therefor by each group.

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