

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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WYLE LABORATORIES FILES FOR OFFERING AND SECONDARY. Wyle Laboratories, 128 Maryland Street, El Segundo, Calif., filed a registration statement (File 2-17478) with the SEC on January 17, 1961, seeking registration of 110,000 shares of common stock, of which 100,000 shares are to be offered for public sale by the company and 10,000 shares, being outstanding stock, by Frank S. Wyle, president. Kidder, Peabody & Co. and Mitchum, Jones & Templeton head the list of underwriters. The public offering price and underwriting terms are to be supplied by amendment. Wyle has granted a 30-day option to the underwriters to purchase an additional 10,000 shares at a price per share to be supplied by amendment. The company has agreed to sell to the principal underwriters and Federman, Stonehill & Co. 5-year warrants to purchase a total of 23,000 additional shares at increasing prices starting at 110% of the public offering price.

The company, in its Testing Division, operates a laboratory providing testing services to the missile-space-aircraft industry. It tests the full-scale operation of components and systems under simulated extreme environmental conditions, and it possesses certain major testing capabilities among which are facilities for testing liquid rocket pressurization components and systems, liquid rocket propellant components and systems, solid rocket propellant systems and other systems and components. In its Manufacturing Division, the company has developed and produces several proprietary product lines including modular walk-in environmental test chambers, the Hydrashaker (a high-force electro-hydraulic vibration system) and liquid carbon dioxide storage and handling equipment. Of the net proceeds from the stock sale, \$950,000 will be used to repay that portion of short-term bank borrowings incurred to finance the early stages of the company's expansion program and to defray costs of completing them. The balance will be added to working capital to be used principally for carrying an increased volume of trade accounts receivable. A portion of such balance will be used to repay all other short-term bank borrowings.

In addition to certain indebtedness, the company has outstanding 440,000 shares of common stock, of which Wyle owns 373,732 shares and proposes to sell 10,000 shares and management officials as a group own 437,930 shares.

GIANT FOOD SHARES IN REGISTRATION. Giant Food Inc., 6900 Sheriff Road, Landover, Maryland, filed a registration statement (File 2-17479) with the SEC on January 17, 1961, seeking registration of 18,990 shares of non-voting common stock, to be offered to certain employees of the company who were also employees during part of December 1959.

COPTER SKYWAYS PROPOSES OFFERING. Copter Skyways, Inc., Penn-Sheraton Hotel, Pittsburgh, Pa., filed a registration statement (File 2-17475) with the SEC on January 16, 1961, seeking registration of 15,000,000 shares of no par common stock, to be offered for public sale at 3¢ per share. The offering is to be made by C. A. Benson & Company, Inc., on a best efforts basis, for which it will receive a selling commission of \$.0045 per share plus \$5,000 for expenses.

The company was organized in August 1960 for the purpose of developing the commercial uses of helicopters in the Pittsburgh area. In September 1960 it acquired all the stock of Pittsburgh Airways, Inc., said to hold a certificate for transportation of persons and property by helicopter between Bradford through DuBois, Johnstown and Somerset to Meyersdale, Pa. The company proposes to apply the proceeds of its stock sale, estimated at \$352,500, to acquisition of all the basic equipment, property and capital deemed necessary to commence its business, including \$150,000 for a helicopter and \$65,000 for a base of operations.

The prospectus lists David F. Machey as president, promoter, and owner of 16,000,000 shares (76%) of the outstanding common stock. Mackey sold his stock interest in Pittsburgh Airways to the company in exchange for 3200 shares of its \$5 par common stock, which was converted into 16,000,000 shares under a December 1960 stock split of 5000 to one.

STEPHEN REALTY INVESTMENT FILES FOR OFFERING. Stephen Realty Investment Company, 1930 Sherman St., Denver, filed a registration statement (File 2-17476) with the SEC on January 16, 1961, seeking registration of 1,400,000 shares of beneficial interest. It is proposed to offer 1,000,000 shares for public sale at \$5 per share and 400,000 shares in exchange for real estate ventures. The public offering is to be made on a best efforts basis by Stephen Securities Corporation, for which it will receive a selling commission of 40¢ per share. Stephen Realty is a common law trust; and one of the trustees, John T. Webb, is president and controlling stockholder of the underwriter.

Stephen Realty was organized as a common law trust in December 1960, and as a real estate investment trust for the purpose of holding, investing, and reinvesting in real property, interests in real property, and interests in mortgages on real property. Its objective is to provide a broad and selective diversification in investments in the field of real estate, and competent and continuous supervision of such investments. Net proceeds of the cash sale of securities will be applied to the purchase of real estate assets; and the 400,000 additional shares will be offered in exchange for real property considered suitable for investment.

In addition to Webb, the trustees are Gerald L. Schlessman, W. Douglas Morrison, and George S. Postma, all of Denver. Schlessman is listed as chairman and Morrison secretary.

OVER

GENERAL SUPERMARKETS PROPOSES OFFERING. General Supermarkets, Inc., 200 Main Ave., Passaic, N. J., filed a registration statement (File 2-17481) with the SEC on January 17, 1961, seeking registration of 110,000 shares of common stock, to be offered for public sale at \$3 per share. The offering is to be made on an all or none basis by underwriters headed by Godfrey, Hamilton, Magnus & Co., Inc., who will receive a commission of 36¢ per share plus \$18,000 for expenses. Also included in the registration statement are an additional 10,000 common shares purchased by the said underwriter from the principal stockholders of the company at 10¢ per share.

Organized in January 1959, the company is engaged in the retail sale of groceries, meat and produce and miscellaneous merchandise through a chain of four supermarkets operated under the name of "Shop-Rite" in northern New Jersey. It now has outstanding 310,000 common shares and certain indebtedness. Net proceeds of the sale of additional stock, estimated at \$262,400, will be used as working capital in order to expand the number of supermarkets, and more specifically, will be applied to equipping such supermarket stores and stocking them with initial inventories. According to the prospectus, a supermarket is soon to be opened in Millburn, N. J. and another in Preakness in June 1961; and two additional supermarkets, in the process of being negotiated and consummated, are planned for openings within twelve months.

Of the outstanding stock, 96.77% is owned by Daniel Solomon, board chairman, Sanford Kesselman, president, and six other officers and directors.

THEODORE BOLLT READMITTED TO PRACTICE. The SEC has granted an application of Theodore Boltt, of Silver Spring, Md., for reinstatement of his privilege of practicing before the Commission as an accountant (Release AS-87). Boltt formerly was a partner in Boltt and Shapiro, a firm of certified public accountants, now dissolved. In January 1959, he was found by the Commission to have engaged in unethical and improper professional conduct and denied the privilege of practicing before the Commission until he obtained its approval. He petitioned for reinstatement, representing that his professional and business reputation had not been impugned prior to the Commission's proceedings; that on the basis of the Commission's findings against him he was suspended from membership in the American Institute of Certified Public Accountants for a period of six months, which period of suspension has expired; that although he is no longer engaged in the practice of public accounting, and has no intention of actively practicing as an accountant before the Commission, the issuance and continuance of the Commission's suspension Order and the widespread publicity received by it have severely adversely affected his business and professional standing and the further continuance of such order is not necessary or appropriate in the public interest.

STRAND INVESTMENT HEARING SCHEDULED. The SEC has scheduled a hearing for February 13, 1961, in its Salt Lake City Branch Office in the previously-announced proceedings under the Securities Exchange Act of 1934 to determine whether Strand Investment Company, 16 Exchange Place, Salt Lake City, Utah, violated the Commission's net capital rule and, if so, whether its broker-dealer registration should be revoked.

ADRS FOR JAPANESE SECURITIES FILED. Irving Trust Company, of New York, today filed registration statements with the SEC seeking registration of American Depositary Receipts for 984,500 American Shares of each of the following Japanese companies: Hitachi, Ltd., Capital Stock 50 Yen P.V. (File 2-17482); Fuji Iron & Steel Co., Ltd., Capital Stock 50 Yen P.V. (File 2-17483); Mitsubishi Chemical Industries Limited, Capital Stock 50 Yen P.V. (File 2-17484); Nippon Electric Co., Ltd., Capital Stock 50 Yen P.V. (File 2-17485); and Mitsui Shipbuilding & Engineering Co., Ltd., Capital Stock 50 Yen P.V. (File 2-17486). It also filed registration statements seeking registration of American Depositary Receipts for American Shares of the following Japanese companies: 60,000 American Shares of Hitachi Seisakusho K. K. (File 2-17487); 60,000 American Shares of Tokyo Shibaura Denki K. K. (File 2-17488); 80,000 American Shares of Fuji Seitetsu K. K. (File 2-17489); 80,000 American Shares of Yawata Seitetsu K. K. (File 2-17490); and 50,000 American Shares of Sony K. K. (File 2-17491).

WM. L. PHILLIPS FILES GUILTY PLEA. The Fort Worth Regional Office announced January 12th (LR-1888) that William L. Phillips had filed a plea of guilty (USDC, Dallas) to one of 23 counts of an indictment charging fraud in the sale of shares of Teachers-Professional Investment Company of Dallas (formerly Old Line Legal Reserve Trust). Phillips was sentenced to 13 months' imprisonment and fined \$1,000, with the provision that if the fine were paid immediately the prison sentence would be probated for one day. The fine was paid and Phillips was placed on probation for one day. Six other defendants previously were convicted or entered pleas of guilty in this case.

EFFECTIVE SECURITIES ACT REGISTRATIONS: January 18: Devon Plans Corporation (File 2-17171); Boeing Airplane Company (File 2-17276); Heinicke Instruments Company (File 2-17288); The Colwell Company (File 2-17309); Cowles Chemical Company (File 2-17341); The Reynolds and Reynolds Company (File 2-17354); Pacific Gas Transmission Company (File 2-17376). **Registrations withdrawn:** January 18: Western Wood Fiber Co. (File 2-14799); Shatterproof Glass Corporation (File 2-17169).