

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)

FOR RELEASE June 29, 1961

UNIVERSAL PUBLISHING FILES FOR OFFERING. Universal Publishing & Distributing Corporation, 117 East 31st Street, New York, filed a registration statement (File 2-18393) with the SEC on June 28th seeking registration of 50,000 shares of 6% cumulative preferred stock (\$10 par) and 50,000 shares of common stock. The securities are to be offered for public sale in units, each consisting of 1 share of preferred and 1 share of common; and the offering is to be made at \$15 per unit with a commission of \$1.75 per unit to the underwriter, Allen & Company. Also included in the registration statement are an additional 50,000 common shares underlying warrants to be sold the underwriter at 5¢ per optioned share and exercisable initially at \$6 per share.

The company publishes paper-bound books of fiction and non-fiction for general public appeal, as well as various special-interest magazines on a monthly, bi-monthly or semi-annual basis. Net proceeds of the financing, estimated at \$622,500, will be applied as follows: \$105,000 to increase and expand specialized outlet coverage in twelve additional metropolitan markets in the United States and Canada; \$115,000 for additional sales and other personnel and \$135,000 for sales campaigns and other promotional efforts; and the balance for working capital and other purposes. The company now has outstanding 216,667 common shares, of which Arnold E. and Robert J. Abramson, president and executive vice president, respectively, own 84.3% and 13.8%, respectively.

DUKE SHOPPING CENTER PROPOSES OFFERING. Duke Shopping Center Limited Partnership, 729 - 15th St., N.W., Washington, D. C., filed a registration statement (File 2-18394) with the SEC on June 28th seeking registration of 269 units of limited partnership interests in the partnership, to be offered for sale at \$1,000 per unit. The offering is to be made on a best efforts basis by Investor Service Securities, Inc., which will receive a \$100 per unit selling commission.

The partnership is being formed by Samuel J. Gorlitz, Daniel M. Lyons and Jacques M. Heller, as General Partners, and Investor Service Inc., as initial limited partner, for the purpose of acquiring real property upon which a shopping center is now being constructed in Alexandria, Va. Construction was commenced in February by Builders and Developers Corp. and is expected to be completed by approximately September 30, 1961. Investor Service Inc. contracted with Builders in June for the purchase of the completed shopping center for \$708,000; and it assigned its title and interest in and to such contract to the partnership in consideration of \$21,000 and reimbursement of all deposits.

Investor Service Inc., which is 94½% owned by the general partners, has contributed \$1,000 to the partnership for one unit. It will be employed by the partnership as management agent of the property. The cost of the property is payable in cash above a first deed of trust of \$500,000. Net proceeds of the sale of the units will be used for purchase of the property and related purposes.

SOUTHERN GROWTH INDUSTRIES PROPOSES STOCK OFFERING. Southern Growth Industries, Inc., Poinsett Hotel Bldg., Greenville, S. Car., filed a registration statement (File 2-18395) with the SEC on June 28th seeking registration of 100,000 shares of capital stock, to be offered for public sale at \$6 per share. The offering is to be made on a best efforts basis by Capital Securities Corporation, which will receive a 60¢ per share selling commission.

The company is a Federal Licensee under the Small Business Investment Act of 1940 and is a registered investment company. It is engaged in providing investment capital and rendering consulting and advisory services to small business concerns; and the net proceeds of this financing will be used for such purposes. The company now has outstanding 72,332 shares of stock. The prospectus lists Bernard Castro as board chairman and Lewis W. Barron as president. Capital Management Corporation serves as investment adviser; and Barron, Castro and seven other individuals each own a 12½% interest in the adviser. Capital Securities is a subsidiary of the adviser.

XTRA FILES FOR OFFERING AND SECONDARY. XTRA, Inc., 150 Causeway St., Boston, filed a registration statement (File 2-18392) with the SEC on June 28th seeking registration of 182,570 shares of common stock, of which 160,000 shares are to be offered for public sale by the company and 22,570 shares, being outstanding stock, by the present holders thereof. The offering will be made on an all or none basis through underwriters headed by Putnam & Co. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes (1) 15,000 common shares which underlie 5-year warrants to be sold to the principal underwriter for \$1,500, exercisable at the public offering price, and (2) 10,000 common shares which underlie like warrants sold to John Cataldo for \$1,000 for services in connection with the offering.

The company is engaged in the business of leasing truck trailers to railroads or customers of railroads in connection with trailer-on-flat-car or "piggy-back" operations. Of the net proceeds from the company's sale of additional stock, \$51,400 will be used to repay indebtedness of the company represented by an equivalent amount of 6% notes due 1963 held in equal amounts by three of the principal stockholders and approximately \$150,000 will be used to repay bank loans and \$1,400,000 to prepay a portion of equipment obligations. The balance of such proceeds will be added to working capital primarily to finance additional equipment purchases.

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In addition to certain indebtedness, the company has outstanding 170,000 shares of common stock, of which John F. Irendville, board chairman, Carl I. Tomm, president (and Faith Tomm), and Selwyn A. Kudisch, a director (and Marilyn R. Kudisch) own 35,700 shares (21%) each and propose to sell 3,000 shares each. Francis C. Ventre, a director, proposes to sell 2,150 of 34,850 shares owned. The prospectus lists 15 other selling stockholders who propose to sell amounts ranging from 200 to 1,700 shares.

NORTHERN NATURAL GAS PROPOSES DEBENTURE OFFERING. Northern Natural Gas Company, 2223 Dodge Street, Omaha, Nebr., filed a registration statement (File 2-18389) with the SEC on June 28th seeking registration of \$35,000,000 of sinking fund debentures due 1981, to be offered for public sale through underwriters headed by Blyth & Co., Inc. The interest rate, public offering price and underwriting terms are to be supplied by amendment. The net proceeds from the debenture sale will be used to repay short term bank loans which are expected to approximate \$35,000,000 at the time of the sale of the debentures. Proceeds of such bank loans were applied toward a portion of the cost of the 1961 construction program of the company and the purchase of securities issued by subsidiary companies for a portion of their costs of construction and acquisitions of property. The 1961 construction program of the company and its subsidiaries is presently estimated at \$105,000,000.

EMPIRE FUND FILES EXCHANGE PLAN. Empire Fund, Inc., 44 School Street, Boston, filed a registration statement (File 2-18391) with the SEC on June 28th seeking registration of 1,250,000 shares of capital stock, to be offered to investors holding substantial blocks of individual equity securities of the general character specified in its prospectus. The rate of exchange will be one share of the Fund for each \$20 market value of securities received by the Fund after deducting a sales charge of from 4% in a single transaction of less than \$100,000 and scaled down to 1% in single transactions of \$900,000 or more. The aggregate market value of one or more securities deposited must be at least \$20,000 on the day of deposit; and the exchange will not be consummated unless securities having a market value of at least \$10,000,000 are deposited and accepted by the Fund.

The prospectus lists A. G. Becker & Co. Inc., as Dealer Manager; John F. Donahue as president; and Federated Research Corp. of Pittsburgh as investment adviser.

ROBERTS LUMBER FILES FOR OFFERING AND SECONDARY. Roberts Lumber Company, 2715 Market Street, Wheeling, W. Va., filed a registration statement (File 2-18398) with the SEC on June 28th seeking registration of 55,000 shares of common stock, of which 20,000 shares are to be offered for public sale by the company and 35,000 shares, being outstanding stock, by Charles J. Stein, president. The offering will be made on an all or none basis through underwriters headed by Arthurs, Lestrangle & Co. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 5,500 common shares which underlie 5-year warrants to be sold to the underwriters at 25¢ per warrant, exercisable at \$11 per share.

The company sells at retail a broad line of lumber, plywood, roofing and siding, flooring, doors, windows and other building materials and hardware used in residential and commercial construction. It operates three lumber and building material yards, one in Wheeling, W. Va., a second in Dunbar, W. Va. (a suburb of Charleston) and a third in East Norwood, Ohio (a suburb of Marietta). Of the net proceeds from the company's sale of additional stock, \$112,500 will be used to repay a demand bank note in that amount incurred to finance in part the acquisition of inventory necessary to stock the company's Marietta, Ohio yard, and the balance will be added to working capital.

In addition to certain indebtedness, the company has outstanding 115,000 shares of common stock, of which Charles J. Stein owns 72% (and proposes to sell the 35,000 shares); Janis H. Stein, his wife, owns 20%, and management officials as a group own 9%.

MADISON FUND FILES EXCHANGE PLAN. Madison Fund, Inc., 660 Madison Ave., New York, filed a registration statement (File 2-18396) with the SEC on June 28th seeking registration of 450,000 shares of common stock. The shares may be issued from time to time in the acquisition of assets or capital stock of other holders of investment securities, with a view to supplementing the present business of the corporation as a closed-end investment company.

YORK RESEARCH FILES FOR OFFERING AND SECONDARY. York Research Corporation, 1 Atlantic St., Stamford, Conn., filed a registration statement (File 2-18397) with the SEC on June 28th seeking registration of 100,000 shares of Class A stock. Of this stock, 75,000 shares are to be offered for public sale through underwriters headed by Allen & Company, the offering price and underwriting terms to be supplied by amendment. The remaining 25,000 shares, being outstanding stock, may be offered for sale later by the present holders thereof in over-the-counter brokerage transactions, at prices prevailing in the over-the-counter market at the time of sale.

Organized in May 1959, the company is principally engaged in (a) commercial testing of institutional, industrial and consumer products and market research, (b) electronic and environmental testing, (c) radio noise and interference testing, and (d) the design, development and manufacture of speciality electronic tubes. Net proceeds of the company's sale of the additional Class A stock will be added to its general funds and used for corporate purposes, including \$175,000 for establishing and equipping a new testing laboratory, \$125,000 to purchase additional testing equipment, and \$150,000 for the purchase of automatic and advanced tube manufacturing equipment.

The company now has outstanding 145,017 Class A shares and 250,000 Class B shares. Of the Class B stock, Warren C. Hyer, president and board chairman, and Ann Hyer, secretary, own 67.2% and 20%, respectively. Allen & Company owns 25,000 Class A shares. The prospectus lists seventeen selling stockholders, who propose to sell all of their holdings of Class A stock aggregating 25,000 shares. All but one of the selling stockholders are either limited partners, employees, associates or members of the family of general partners of Allen & Company.

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COSMETIC CHEMICALS PROPOSES STOCK OFFERING. Cosmetic Chemicals Corporation, 5 East 52nd St., New York, filed a registration statement (File 2-18399) with the SEC on June 28th seeking registration of 100,000 shares of common stock, to be offered for public sale at \$4 per share. The offering is to be made on a best efforts basis by Nance-Kieth Corporation, which will receive a 60¢ per share selling commission plus \$7,500 for expenses. Also included in the registration statement are an additional 15,000 common shares sold to the underwriter at 1¢ per share, and 15,000 shares underlying 3-year warrants to be issued to the underwriter at 1¢ per warrant at the rate of 3 warrants for every 20 shares sold, which warrants will be exercisable at \$4 per share. The registration statement also includes (a) 25,000 warrants issued to Albin O. Holder, president and board chairman, who has sold 5,000 warrants to Marvin Hayutin as a finder's fee and 3,000 to members of the management group; (b) 10,000 shares sold by Holder to Hayutin and his nominees and 6,500 shares to certain management officials; and (c) 25,000 shares sold by the company to Sol Rappaport at 1¢ per share and 5,000 warrants at 1¢ per warrant.

The company was organized under Delaware law in March 1961 for the principal purpose of distributing its own perfumes and toilet water under the brand name "Ai" and other cosmetic items containing the basic fragrance of Ai. The formula for Ai is said to have been developed by Holder who assigned it to the company. Net proceeds of the company's sale of stock, estimated at \$320,000, will be used for advertising, sales expenses, inventory, operating expenses, research, working capital and other purposes. The company now has outstanding 210,000 common shares, of which Holder owns 153,500 or 73.1%. The company issued 170,000 shares to Holder in exchange for the formula and name of Ai and certain assets which had a book value at the time of transfer, based on cost, of \$4,386. Holder also received 25,000 warrants for \$250.

STAR HOMES FILES FINANCING PLAN. Star Homes, Inc., 336 South Salisbury Street, Raleigh, N. C., filed a registration statement (File 2-18400) with the SEC on June 28th seeking registration of \$500,000 of 7% subordinated debentures due 1971 and 200,000 shares of common stock, to be offered for public sale in units each consisting of \$50 of debentures and 20 common shares. The units will be offered on an all or none basis at \$100 per unit through underwriters headed by D. E. Liederman & Co., Inc., which will receive a \$10 per unit commission and \$15,000 for expenses. The registration statement also includes 96,750 outstanding common shares sold by the principal stockholders and the company to the principal underwriter (85,125 shares) and to Aaron L. Danzig, counsel for the company.

The company has engaged since January 1960 in the construction and sale of "shell" homes. Of the net proceeds from the sale of the units, \$30,000 will be used to repay outstanding short-term bank loans, \$700,000 for advancement to Financial Acceptance Corporation, a recently organized wholly-owned subsidiary, to be used by it to purchase from the company installment obligations arising from its sale of shell homes; \$100,000 to establish additional branch sales offices in North Carolina and neighboring states; and the balance for working capital and general corporate purposes.

In addition to certain indebtedness, the company has outstanding (after giving effect to a 3,250-for-1 stock split in April 1961) 302,250 shares of common stock, of which Donald K. Appleton, president, Kenneth Y. Alfred, secretary-treasurer, and Liederman & Co., own 26%, 37% and 28%, respectively. The present book value of the outstanding common stock is 18¢ per share.

MPO VIDEOTRONICS PROPOSES STOCK OFFERING. MPO Videotronics, Inc., 15 East 53d St., New York, filed a registration statement (File 2-18402) with the SEC on June 28th seeking registration of 60,000 shares of common stock, to be offered for public sale through underwriters headed by Francis I. duPont & Co. The public offering price and underwriting terms are to be supplied by amendment.

The principal business of the company is the production of television commercials and sponsored motion pictures for industry. The principal use to which the net proceeds of this offering (plus the proceeds of a \$750,000 institutional loan now being negotiated) will be put will be the conversion of the space at 222 East 44th Street which the company is leasing under a long term lease into studios, auxiliary facilities and offices, to become the principal business office of the company as well as its production center in New York. The probable cost thereof is estimated at \$1,300,000; and furnishing and equipping the studios will cost about \$300,000.

The company now has outstanding 150,000 Class A (with a book value of \$4.37 per share) and 260,000 Class B shares. Of the outstanding voting securities, 13% each is owned by Judd L. Kollack, president and three other officials of the company.

CAPITOL RESEARCH FILES FOR OFFERING. Capitol Research Industries, Inc., 4206 Wheeler Ave., Alexandria, Va., filed a registration statement (File 2-18401) with the SEC on June 28th seeking registration of 165,000 shares of common stock and 75,000 common stock warrants. The shares are to be offered for sale at \$2 per share and the warrants at 20¢ per warrant. The warrants are exercisable only in July 1962 and July 1963, at a price of \$2.30 and \$2.80 per share, respectively.

The company was organized under Virginia law in March 1960 and is engaged in the manufacture and sale of an automatic X-ray film processing machine (the Rapi-Dex) for use by hospital radiology departments. Net proceeds of the sale of securities will be used to reduce accounts payable, to pay loans of \$28,000 payable to Dr. Cyrus Katzen, the company's secretary and sole stockholder, and for working capital and other general corporate purposes, including the purchase of machinery and equipment and leasehold improvements. The company now has outstanding 600,000 common shares, which had a 9¢ per share capital deficit on March 31st. Dr. Katzen acquired his stock in April 1960 for \$1,000. The company purchased from him the assets and business previously operated by him and assumed certain liabilities with respect thereto; and he will contribute the patent application to the company subject to the latter's agreement to pay certain liabilities incurred in the development of the invention and with respect to the patent application.

INSTRUMENT SYSTEMS FILES FOR OFFERING. Instrument Systems Corporation, 129-07 18th Avenue, College Point, N. Y., filed a registration statement (File 2-18403) with the SEC on June 28th seeking registration of 150,000 shares of common stock, to be offered for public sale at \$5 per share. The offering will be made on an all or none basis through underwriters headed by Milton D. Blauner & Co. and two other firms, which will receive a 50¢ per share commission and \$14,000 for expenses. The registration statement also includes (1) 12,498 common shares which the company sold to Milton D. Blauner at \$1 per share, and (2) 75,000 common shares which underlie \$275,000 of convertible debentures which the holders thereof intend to convert on the date of the public offering and thereafter offer such shares in the over-the-counter market at prices then prevailing.

The company (formerly Waldorf Controls Corporation) is engaged in the manufacture of precision, automatic and other instruments, controls and devices primarily in the electronic and electro-magnetic fields. Its products are sold primarily to purchasers in the aircraft and electronics industries. The net proceeds from the stock sale will be used as follows: \$75,000 for sales and promotional efforts to introduce new product lines, including Hall Effect devices (small semiconductor components which generate an electrical signal under the influence of a magnetic field), magnetic amplifiers, saturable reactors and magnetic test equipment; \$100,000 for additional facilities as required for manufacture of new products; \$75,000 for increased development activities on new products; and the balance will be added to working capital for general corporate purposes.

In addition to certain indebtedness, the company has outstanding (after giving effect to a 3-for-1 stock split effective on the effective date of the registration statement) 510,000 shares of common stock, of which Helmuth W. Waldorf, board chairman, owns 33%, Siegfried Susskind, president, 11.93%, Emertron, Inc., 12.75%, and management officials as a group 53.78%. In addition, Miriam T., and William H. Waldorf hold as trustees of five trusts an aggregate of 75,000 shares, and Helmuth W. Waldorf holds as voting trustee 243,213 shares. Of the outstanding debentures to be converted into common stock, Lester Avnet, a director, holds 9.09%, Hayden, Stone & Co. 7.26%, and Milton D. Blauner 3.63%.

ELECTRONIC INSTRUMENT FILES FOR OFFERING AND SECONDARY. Electronic Instrument Co., Inc., 33-00 Northern Blvd., Long Island City, New York, filed a registration statement (File 2-18404) with the SEC on June 28th seeking registration of 175,000 shares of capital stock, of which 118,000 shares are to be offered for public sale by the company and 57,000 shares, being outstanding stock, by Harry R. Ashley, president and sole stockholder. Goodbody & Co. heads the list of underwriters. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 30,000 common shares to be issuable from time to time upon exercise of restricted stock options.

The company is engaged in the design, production and distribution of electronic equipment, such as testing and measuring instruments, high fidelity components, amateur radio transmitters and citizens band radio apparatus. It produces such equipment in kit form and also produces and sells most of its units in fully assembled (factory wired) form. The net proceeds from the company's sale of additional stock will be applied to the prepayment of all outstanding short-term notes payable to banks, in an original aggregate principal amount of \$750,000, incurred principally to discharge the company's indebtedness under a certain agreement pursuant to which it factored its accounts receivable to meet seasonal inventory and other cash requirements; and to pay or reimburse the company's treasury for payment of miscellaneous notes payable aggregating \$72,500. The balance of the proceeds will be added to the general funds.

The company has outstanding 407,143 shares of Class B capital stock and 82,000 shares of capital stock, all of which is owned by Ashley. After his sale of the 57,000 capital shares, Ashley will own 12.5% of the outstanding capital shares and about 71% of the total outstanding shares of the company.

BOULDER LAKE FILES FOR STOCK OFFERING. The Boulder Lake Corporation, P. O. Box 214, Twin Bridges, Mont., filed a registration statement (File 2-18405) with the SEC on June 28th seeking registration of 315,000 shares of common stock, to be offered for public sale at \$2.50 per share. The offering will be made on a best efforts basis through Wilson, Ehl, Demos, Bailey and Company, which will receive a 50¢ per share selling commission and \$9,600 for expenses.

The company was organized under Montana law in February 1961 for the purpose, among others, of acquiring, exploring, and developing mineral properties. It has, by assignment, acquired a lease on 16 full and one fractional unpatented lode mining claims and a mill-site claim, all in the Tobacco Root Mountains in Deer Lodge National Forest, Madison County, Montana. The company staked five additional unpatented lode mining claims adjoining the leased claims. The company has not undertaken any exploration of the claims to date. The estimated \$630,000 net proceeds from the stock sale will be used for road building and rehabilitation of existing and construction of new surface buildings, to purchase machinery and other equipment, to pay the cost of labor and contractors, and to pay other costs of exploring the said properties. The company has outstanding 185,005 shares of common stock, of which Frank F. Garrison, secretary-treasurer, and Reed L. Peterson own 40,000 shares each; and Robert T. Judd, president, and Lemuel A. Johnston own 30,000 and 25,000 shares, respectively. Of the outstanding stock, 175,000 shares were issued to promoters in consideration of their assignment of a lease on unpatented claims to the company.

APEX MINERALS TRADING BAN CONTINUED. The SEC has ordered the suspension of trading in the common stock of Apex Minerals Corporation on the San Francisco Mining Exchange and over-the-counter market, for a further ten-day period, June 30 to July 9, 1961, inclusive.

SECURITIES ACT REGISTRATIONS. Effective June 29: Caterpillar Tractor Co. (File 2-18271); Cominol Industries, Inc. (File 2-16859); Consolidated Bowling Corp. (File 2-17827); Dolomite Glass Fibres, Inc. (File 2-17418); Kaiser Aluminum and Chemical Corp. (File 2-18230); New York Trap Rock Corp. (File 2-18151); North Electric Co. (File 2-17857); Recreation Enterprises, Inc. (File 2-17734); Thompson Ramo Wooldridge Inc. (File 2-18164); Transwestern Mutual Fund (File 2-17406). **Withdrawn June 29:** Advanced Investment Management Corp. (File 2-17467); Affiliated Investment Corp. (File 2-18223).