

**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)

(Issue No. 63-2-4)

FOR RELEASE February 6, 1963

**JOHN'S BARGAIN STORES FILES FOR SECONDARY.** John's Bargain Stores Corp., 1200 Zerega Avenue, New York, filed a registration statement (File 2-21055) with the SEC on February 5 seeking registration of 50,000 outstanding shares of common stock, to be offered for public sale through underwriters headed by Hayden, Stone & Co., Inc., 25 Broad St., New York. The public offering price (maximum \$12 per share\*) and underwriting terms are to be supplied by amendment.

The company is engaged in retailing merchandise, consisting primarily of wearing apparel, housewares, white goods and toys (selling for the most part at prices under \$1), through its chain of 223 company-operated "John's Bargain Stores." In addition to certain indebtedness, the company has outstanding 1,375,000 shares of common stock, of which David Cohen, board chairman, Ben Cohen, president, James Cohen, vice president, and Stella Tobin, secretary, own 20.4%, 20.6%, 19.7% and 21.2%, respectively. They propose to sell 12,500 shares each.

**STONE MOUNTAIN SCENIC RAILROAD FILES FOR STOCK OFFERING.** Stone Mountain Scenic Railroad, Inc., Stone Mountain, Ga., filed a registration statement (File 2-21056) with the SEC on January 22 seeking registration of 105,000 shares of common stock, to be offered for public sale at \$6.50 per share. While no underwriting is presently involved, maximum underwriter's commission or commissions to licensed securities dealers would be 15%. Such shares will initially be offered at \$5.50 per share to present stockholders at the rate of one share for each three shares owned prior to this issue. By terms of a contract with Shepherd Construction Company, Inc., for preparing a part of a roadbed at Stone Mountain, at prices to total about \$115,000, Shepherd has the option to receive payment for "first one-half" of work in company stock, and the company has the right or option to pay for "last one-half" of work in company stock; and until these options are exercised the company will reserve 20,909 of the new shares to meet this commitment.

The company was organized in 1960 specifically for the purpose of constructing, owning and operating a railroad at the foot of and around Stone Mountain as a tourist attraction and certain concessions in conjunction therewith, under authority and agreement and lease entered into between the company and Stone Mountain Memorial Association which owns the mountain and surrounding countryside. The company constructed two authentic reproductions of Civil War type railroad depots and two steam locomotives were purchased and one was remodeled to appear as a Civil War locomotive. Six coaches were purchased and remodeled to "antique" appearance and roadbed and track was completed three-fourths the way around the mountain. Under the agreement with the Association, the company must pay certain annual rentals depending on amount of gross income. Of the estimated \$564,500 estimated net proceeds from the stock sale, \$115,000 will be paid to Shepherd Construction (either in stock or cash) for completing the roadbed, \$136,800 will be used to prepay a long term bank debt, and the balance to repair existing track and roadbed, to complete laying of track, switches and spurs, to relay 1200 feet of track and siding, to repay short-term bank loans and for other expenses of operating and constructing the railroad and concessions.

In addition to certain indebtedness, the company has outstanding 295,000 shares of common stock, of which management officials as a group own 41%. Reid H. Cox is president.

**HORACE MANN LIFE FILES FOR OFFERING AND SECONDARY.** Horace Mann Life Insurance Company, 216 East Monroe St., Springfield, Ill., filed a registration statement (File 2-21057) with the SEC on February 1 seeking registration of 200,000 shares of common stock, of which 80,000 shares are to be offered for public sale by the company and 120,000 shares, being outstanding stock, by the holders thereof. The offering will be made at \$12.50 per share on a best efforts basis by Horace Mann Investors, Inc., of the Monroe St. address, which will receive an 87½¢ per share selling commission.

The company is engaged in selling and underwriting ordinary and group life insurance on a participating basis and writing group and individual accident and health insurance. Except for group accident insurance for school children, insurance is written only on school employees and members of their families. The \$905,000 estimated net proceeds from the company's sale of additional stock will be invested in securities and other investments legal for Illinois insurance companies and will enable the company to expand business by extending its territory and increasing the maximum amount of insurance which it may retain on any one life insured. The company has outstanding 600,000 shares of common stock, of which Horace Mann Mutual Ins. Co. owns 34%, Leslie W. Nimmo, executive vice president 15.5%, and management officials as a group 24.2%. Nimmo, Edna M. Siebert, secretary, and Carroll C. Hall, a director, propose to sell 91,970, 25,700 and 2,500 shares, respectively. The three selling stockholders, Irving F. Pearson, president, and two other directors each own 10% of the underwriter; and all of the directors of the company also serve as directors of Horace Mann Mutual Insurance.

**DEARBORN ASSOCIATES FILES FOR OFFERING.** Dearborn Associates, 565 Fifth Avenue, New York, filed a registration statement (File 2-21058) with the SEC on February 4 seeking registration of \$896,000 of limited partnership interests in Associates, to be offered for public sale at \$6,000 per interest. No underwriting is involved.

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Associates is a limited partnership organized under New York law with John D. Bussel, Harry Geyer, Simeon F. Gross, Elliot S. Gross, Morris Kaye and George Zuckerman as general partners and Florence Gross as its limited partner. It proposes to acquire fee title to about 860,000 square feet of land located at the intersection of Warren Avenue and Longo Avenue, Dearborn, Mich. on which are situated two buildings. One is leased to Arlan's Department Stores, Inc., and the other is leased partially to Arlan's and is partially vacant. Bussel and Kaye entered into a contract to acquire the property from Robert H. Arnow for a purchase price of \$2,492,000. Of such amount, \$100,000 was paid by the general partners on execution of the contract, \$100,000 is to be deposited in February 1963, \$692,000 is payable in cash at closing, and \$1,600,000 is subject to a first mortgage held by Mutual Life Insurance Company of New York. The general partners will be reimbursed from the proceeds of this offering (and from the first month's income) for their advance of \$100,000 paid at signing of the contract and \$100,000 to be paid in February, and they have received \$143,000 of subordinated general partnership interests in exchange for their contribution to the partnership of the purchase contract and their agreement to advance any additional funds necessary in connection with the acquisition.

GREEN SHOE MFG. FILES FOR SECONDARY. The Green Shoe Manufacturing Company, 960 Harrison Ave., Boston, today filed a registration statement (File 2-21061) with the SEC seeking registration of 170,500 outstanding shares of common stock, to be offered for public sale by the present holders thereof through underwriters headed by Paine, Webber, Jackson & Curtis. The offering price will be a fixed price related to the current market for the shares at the time of the offering, with a 5½% discount to the underwriters.

The company and Weber Shoe Co., Inc., its subsidiary, are engaged in the manufacture and sale of high quality children's shoes. Green Shoe's production is marketed exclusively under the registered trade name "The Stride Rite Shoe," while Weber Shoe sells its products under the trade names "Dress Ups by Alexis," "Sparkle Toes," and "Alexis Originals." The company has outstanding 1,187,872 common shares, of which management officials as a group own 32.3% while 61.5% is owned by seventeen individuals, one estate and twelve trusts. All of these individuals are descendants or spouses of descendants of the late Jacob A. Slosberg, one of the founders of Green Shoe. The prospectus lists sixteen individuals and trusts as selling stockholders, their holdings aggregating 47.2%. The blocks being sold range from 646 to 22,000 shares. Samuel L. Slosberg, president, proposes to sell 8,742 of 48,100 shares held, and Martin M. Landay, treasurer, 6,000 of 27,162. The 22,000 shares are to be sold by the Estate of Charles Slosberg, while 20,000 will be sold by the Florence S. Gerstein Trust.

CHILDREN'S HOSPITAL OF PHOENIX ENJOINED. The SEC San Francisco Regional Office announced January 14 (LR-2497) the entry of a default judgment (USDC Phoenix) permanently enjoining Children's Hospital of Phoenix, James D. Jennings and Ernest G. Ross from further sale of Hospital bonds in violation of the Securities Act registration and anti-fraud provisions.

UNITED FUNDS SEEKS ORDER. United Funds, Inc., Kansas City investment company, has applied to the SEC for an exemption order under the Investment Company Act permitting its purchase of up to 20,000 outstanding shares of common stock of The Emerson Electric Manufacturing Company; and the Commission has issued an order (Release IC-3629) giving interested persons until February 19 to request a hearing thereon. The Emerson Electric stock is part of a proposed secondary offering of 162,045 shares to be offered for public sale upon the effectiveness of a registration statement filed by the issuer on January 17, 1963. One of the directors of United Funds is affiliated with one of the underwriters.

SECURITIES ACT REGISTRATIONS. Effective February 5: Caldwell Publishing Corp. (File 2-20461); King-Stevenson Gas & Oil Co. (File 2-20907); Southwestern Public Service Co. (File 2-21020). Effective February 6: Greatamerica Corp. (File 2-20991); Hillsboro Association, Inc. (File 2-20920).

\*As estimated for purposes of computing the registration fee.

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