

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

A brief summary of financial proposals filed with and actions by the S.E.C.

(In ordering full text of Releases from Publications Unit, cite number)



Washington 25, D.C.

FOR RELEASE October 3, 1961

**KOSTER-DANA FILES FOR OFFERING.** Koster-Dana Corporation, 76 Ninth Avenue, New York, filed a registration statement (File 2-19053) with the SEC on September 28th seeking registration of 70,000 shares of common stock to be offered for public sale at a price of \$5 per share. The offering is to be made by underwriters headed by Gianis & Co., Inc., which will receive a commission of \$.625 per share. The registration statement also includes 15,000 shares underlying 5-year warrants to be sold to the underwriters at an aggregate price of \$150. Each warrant will authorize the holder to purchase from the company one share of common stock at a price of \$5 per share during the first year and increasing prices annually thereafter as follows: \$5.25, \$5.50, \$5.75, and \$6.00.

The company is engaged primarily in the business of publishing and marketing informational booklets to financial, commercial and industrial organizations which in turn make the publications available to their employees or customers. The publications can be classified in two categories: (1) educational booklets on basic economics, health and safety, recreation and the home, and self-improvement and guidance (published and distributed by the company's Good Reading Rack Service Division), and (2) booklets and monthly letters on income and estate taxes and planning of estate and personal affairs (published and distributed by the company's Financial Publishing Division). The prospectus states that over 80% of the company's gross profit during the last fiscal year was derived from the operations of the Good Reading Rack Service Division. Net proceeds of the stock offering are expected to be used as follows: (a) to retire a loan in the amount of \$150,000 payable to Fairfield County Trust Company, the funds from which, with other funds, were used to purchase the business of Good Reading Rack Service, Inc., (b) to pay the final installment, in the amount of \$58,828.49, on a note due February 10, 1962, given as part consideration for the purchase of the business of Good Reading Rack Service, Inc., and (c) for working capital.

In addition to indebtedness, the company has outstanding 120,200 shares of common stock, of which Patrick A. Valentine, vice president and director, owns 42,000 shares, Henry S. Koster, board chairman, owns 11,696 shares, and Haryette S. Koster owns 9,040 shares. All directors and officers of the company as a group own 72,156 shares.

**CAMBRIDGE FUND OF CALIF. FILES FOR STOCK OFFERING.** The Cambridge Fund of California, Inc., 324 East Bixby Road, Long Beach, Calif., filed a registration statement (File 2-19055) with the SEC on September 28th seeking registration of 280,000 shares of common stock, to be offered for public sale through underwriters to be supplied by amendment. The public offering price and underwriting terms are also to be supplied by amendment.

The company, which is engaged in the real estate business, was organized under New York law in April 1961. Soon thereafter it issued its common stock in exchange for all of the assets, subject to the liabilities, of Cambridge Investments, Inc., and of Oxford Properties, both of which were California corporations whose stock was wholly owned by Thomas A. Shaheen, Jr., president. The stock of the New York corporation was subsequently distributed to Mr. Shaheen by the two California corporations and those two corporations were dissolved. The two California corporations were formed by Shaheen and, in 1958, commenced the business now carried on by the New York corporation. In late 1960, the company applied for a small business investment company long-term loan, and in May, 1961, nineteen SBICs together made an \$810,000 ten-year loan to the company, collateralized by subordinate liens on properties of the company. Concurrently with such loan, the SBICs purchased an aggregate 70,000 shares (as adjusted for subsequent stock split) of the common stock of the company, thereby together becoming the holders of 25% of the outstanding stock of the company. Net proceeds from the stock sale will be used to reduce outstanding indebtedness and to provide additional working capital.

In addition to certain indebtedness, the company will have outstanding (after giving effect to a proposed 7-for-1 stock split) 280,000 shares of common stock, of which Shaheen will own 67.7%, Small Business Capital Corp. 21.6% (of record), and management officials as a group 75%.

**UNITED AERO PRODUCTS PROPOSES DEBENTURE OFFERING.** United Aero Products Corp., Columbus Road, Burlington, N. J., filed a registration statement (File 2-19056) with the SEC on September 28th seeking registration of \$600,000 of 6% convertible subordinated debentures due 1971, to be offered for public sale at 100% of principal amount. The offering will be made through underwriters headed by Hess, Grant & Remington, Inc. and Arthurs, Lestrangle & Co., which will receive a 10% commission. The registration statement also includes (1) 15,000 outstanding shares sold by the holders thereof to one of the underwriters and others at 10¢ per share in connection with a prior public offering, (2) 7,500 shares to be sold to Hess, Grant & Remington, Inc. at 10¢ per share, and 30,000 shares underlying five-year warrants granted to said underwriter, exercisable at \$3.50 per share.

The company is engaged in the business of contract manufacturing precision machined components and mechanical assemblies to customer specifications for use in the aircraft, missile, electronic and nuclear industries. The \$495,000 estimated net proceeds from the debenture sale will be used to repay current liabilities, to produce inventory for United Aero Products Corp., a subsidiary, for research and development and

OVER

product refinement by United Aerotronics Corp., another subsidiary, to expand company facilities, and for general working capital.

In addition to certain indebtedness, the company has outstanding 300,000 shares of common stock, of which Broge Matarese, president, and four other members of the Matarese family who are also management officials, own 12.33% each.

**LIONEL FILES FOR SECONDARY.** The Lionel Corporation, Hoffman Place, Hillside, N. J., filed a registration statement (File 2-19057) with the SEC on September 28th seeking registration of \$2,000,000 of 5½% convertible subordinated debentures due 1975, 75,000 outstanding 3-3/4% non-cumulative convertible preferred shares, \$20 par, and 117,000 outstanding common shares. The debentures are to be offered for public sale from time to time by the holders thereof in ordinary brokerage transactions at prices current in the over-the-counter market, and the preferred and common shares will be offered from time to time, through brokers, at prices current in the over-the-counter market or on the New York Stock Exchange at the time of sale.

The company is a multi-line corporation which designs, manufactures and markets, among other things, toy electric trains and science education toys. The prospectus states that in October 1961, Hathaway Instruments, Inc. will be merged with and into the company. Pursuant to the merger (which is subject to stockholder approval of both companies) the company will issue shares of its newly created preferred stock at the rate of one share of such stock in exchange for each three shares of Hathaway common stock outstanding. It also will assume certain obligations of Hathaway including the debentures being offered hereby; stock options for shares of Hathaway common stock; warrants for the purchase of 31,580 shares of such stock; and agreements to issue up to 28,170 additional Hathaway shares to former stockholders of companies heretofore acquired by Hathaway conditioned on future earnings. The prospectus lists 11 holders of the debentures, including Bank of America, National Trust & Savings Association, as trustee, which proposes to sell \$400,000 of debentures; 11 holders who will receive preferred shares, including Mesirov & Company which proposes to sell 14,334 shares; and 3 holders of the 117,000 common shares (received in connection with the acquisition by the company of M. Steinthal & Co., Inc. and Telerad Manufacturing Company), including Charles George who proposes to sell 87,000 shares.

In addition to certain indebtedness, the company has outstanding (after giving effect to the merger) 1,396,455 shares of common stock. Management officials as a group own (as of September 1961) 9.7% of the outstanding stock. John B. Medaris is listed as president and Roy M. Cohn as board chairman.

**DELFOID INDUSTRIES FILES FOR STOCK OFFERING.** Delford Industries, Inc., 82-88 Washington Street, Middletown, N. Y., filed a registration statement (File 2-19058) with the SEC on September 28th seeking registration of 95,000 shares of common stock, to be offered for public sale at \$3.50 per share. The offering will be made through underwriters headed by I.R.E. Investors Corp., which will receive a \$.525 per share commission and \$10,500 for expenses. The company has agreed to sell at 1¢ per optioned share to the underwriter three-year options to purchase 4,250 shares at 30¢ per share and 10,000 shares at \$4.10 per share, and to sell at the same price to Arthur Zucker and George I. Melter, as a finder's fee, similar options to purchase 2,557 shares at 30¢ and 5,000 at \$4.10 and to pay \$2,500 to them.

The company (formerly Delford Rubber Co., Inc.) is a custom manufacturer of precision rubber extrusions principally for the aeronautic, building, business machine, appliance and automotive industries. The net proceeds from the stock sale will be used to construct a plant addition and install new machinery in such addition, to repay a loan from certain management officials, and for additional working capital and other general corporate purposes. In addition to certain indebtedness, the company has outstanding 11,806 shares of common stock, of which Lawrence Jacobs, president, and Nathan S. Blechman, vice president, own 33-1/3% each, and Charles S. Truman, treasurer, and Miriam Sampson, a director, own 16-2/3% each.

**UNIVERSAL ELECTRONICS LABS. FILES FOR OFFERING AND SECONDARY.** Universal Electronics Laboratories Corporation, 510 Hudson Street, Hackensack, N. J., filed a registration statement (File 2-19059) with the SEC on September 28th seeking registration of 90,250 shares of common stock, of which 76,250 shares are to be offered for public sale by the company and 14,000 shares, being outstanding stock, by the present holders thereof. The public offering price, names of the underwriters and underwriting terms are to be supplied by amendment. The registration statement also includes 9,000 shares underlying five-year options to be issued to the underwriters, exercisable at the public offering price.

The company is engaged in the research, development, fabrication, assembly, production, sale and distribution of machines, devices, and equipment principally designed and planned for use in teaching and instructing, mainly in schools, colleges and universities. Net proceeds from the company's sale of additional stock will be applied to production of additional inventory in the form of teaching machines and other electronic and mechanical machines and devices, for program material for teaching machines, for marketing, advertising and sales promotion, for additional tools and dies, research and development, and for working capital and other corporate purposes.

The company has outstanding 192,000 shares of common stock, of which Benjamin W. Loewy, president, Miron J. Sheskin, board chairman, and John H. Carmichael, vice president, own 10.1% each. The prospectus lists 8 selling stockholders who propose to sell amounts ranging from 1,000 to 3,000 shares.

**CERTIFIED INDUSTRIES PROPOSES DEBENTURE RIGHTS OFFERING.** Certified Industries, Inc., 344 Duffy Ave., Hicksville, L. I., N. Y., filed a registration statement (File 2-19060) with the SEC on September 28th seeking registration of \$750,000 of 6% convertible subordinated debentures due 1976 (with attached one-year warrants to purchase 15,000 Class A shares at \$15.625 per share). It is proposed to offer such debentures in units (consisting of \$250 of debentures and warrants to purchase five shares) for subscription at \$250 per unit by holders of Class A and Class B shares at the rate of one unit for each 50 such shares held. Singer, Bean & Mackie, Inc. heads the list of underwriters. The prospectus also related to warrants (1959

issue) to purchase 40,000 shares of Class A stock, and 138,000 shares of Class A stock, 40,000 of which are issuable on the exercise of the warrants (1959 issue), 15,000 shares issuable on the exercise of the warrants (1961 issue), 35,000 shares issuable upon the conversion of the company's 5% convertible subordinated notes due 1963 and 48,000 shares issuable upon the conversion of the 6% convertible subordinated debentures due 1976. Such warrants and shares of Class A stock may be sold from time to time in the over-the-counter market at such prices as may then prevail for the shares in such market. The prospectus states that all of the management officials (who hold in the aggregate 87.2% of the outstanding Class B stock) have waived their rights to subscribe.

The company is engaged in the business of producing and supplying concrete for use in diverse types of construction. It also mines and process for its own use, as well as for sale, sand, gravel and grit, known as "aggregates," and it has recently entered the field of quarrying, manufacture and sale of expanded shale, a light-weight aggregate sold under the trade name "Norlite." In addition, the company operates a retail discount business offering home owners a line of lumber and building supply products, and sells a line of such products to the construction trades at wholesale. Net proceeds from the debenture sale, estimated at \$697,000, will be used for the completion of a second kiln (for the manufacture of lightweight aggregate) for Northern Lightweight Aggregate, Inc., a subsidiary, for additional automotive equipment, for new concrete and screening plant installations, and for general working capital.

In addition to certain indebtedness, the company has outstanding 75,648 Class A and 523,709 Class B shares, of which latter stock Emanuel L. Litwin, president, and three other management officials own of record over 18% each. Management officials as a group own beneficially 87.20%.

**CORRIGAN COMMUNICATIONS FILES FOR STOCK OFFERING.** Corrigan Communications, Inc., 1111 East Ash Ave., Fullerton, Calif., filed a registration statement (File 2-19061) with the SEC on September 28th seeking registration of 375,000 shares of common stock, to be offered for public sale at \$2 per share. The offering will be made on an all or none basis by D. E. Liederman & Co., Inc. and Mitchum, Jones & Templeton, which will receive a 20¢ per share commission and \$15,000 for expenses. The registration statement also includes 33,284 shares to be sold to the principal underwriter, 16,624 shares to Mitchum, Jones & Templeton, and 8,400 shares to associates of the underwriters, all at 1¢ per share. In addition, the company will issue to two partners of the Mitchum, Jones firm 13,889 shares in consideration of the cancellation of the obligations to repay loans of \$25,000, which shares will accordingly cost the holders thereof \$1.80 per share.

The company (formerly Corrigan Associates, Inc.), which is in an organizational stage, is engaged principally in the development and offering for sale of initial models of a "two-way" or tutorial electronic communications system developed by it for use in individual classrooms and for multi-classroom use in conjunction with both open and closed-circuit television systems, motion pictures and other audio-visual devices. It was organized by Robert E. Corrigan, president, and proposes to issue at 1¢ per share a total of 154,455 shares to Corrigan, other management officials and certain associates. The \$625,000 estimated net proceeds from the stock sale will be used to repay outstanding loans incurred for working capital, for purchase of additional machinery and equipment, for tooling and leasehold improvements, for research and development and inventory, and for working capital to be used for general corporate purposes.

**FASTLINE FILES FINANCING PLAN.** Fastline, Inc., 8 Washington Place, New York, filed a registration statement (File 2-19062) with the SEC on September 28th seeking registration of \$400,000 of 6% convertible subordinated debentures due 1971 and 40,000 shares of common stock, to be offered for public sale in 800 units, each consisting of \$500 of debentures and 50 shares of common stock. The offering will be made at \$575 per unit on an agency "all or nothing" best efforts basis by G. Everett Parks & Co., Inc., which will receive a \$46 per unit commission and \$18,000 for expenses. The registration statement also includes 75,000 outstanding shares which were or are to be acquired by the holders thereof (names to be supplied by amendment) in transactions not involving a public offering, which shares will be offered from time to time in the over-the-counter market (commencing 120 days from the effective date), at prices prevailing thereon.

The company is engaged in the manufacture and sale of concealed zippers to uniform specifications on a production line basis. The \$380,000 estimated net proceeds from the sale of the units will be used to repay certain notes, incurred for working capital, for advertising and public relations activities, and for working capital. In addition to certain indebtedness, the company has outstanding 343,100 shares of common stock, of which Ruth Stern, secretary, owns 22%, and management officials as a group 29%. Norman Stern is listed as president.

**SOKOL BROS. FURNITURE FILES FOR STOCK OFFERING.** Sokol Bros. Furniture Co., Inc., 253 Columbia St., Brooklyn, N. Y., filed a registration statement (File 2-19064) with the SEC on September 28th seeking registration of 240,000 shares of common stock, to be offered for public sale at \$2.50 per share. The offering is to be made on a best efforts 50% or none basis by Continental Bond & Share Corporation, which will receive a \$.375 per share commission and \$25,500 for expenses. The registration statement also includes 32,500 shares to be sold to the underwriter at 1¢ per share, and 32,500 shares to be sold at the same price to Calvin J. Kohler, financial adviser (15,750 shares), Marvin Hayutin, finder (15,750 shares), and Arthur J. Homans, counsel (1,000 shares). Hayutin and Kohler will also receive fees of \$6,000 each.

The company is engaged primarily in the instalment retailing of furniture, appliances and miscellaneous household goods. The \$457,000 estimated net proceeds from the stock sale will be used for alterations in connection with the company's showroom program, for increased sales promotion and advertising, for the establishment of a branch store in Brooklyn, for the retirement of indebtedness to high interest lenders and affiliated corporations, and for working capital. In addition to certain indebtedness, the company has outstanding 380,000 shares of common stock (after giving effect to a recent recapitalization whereby the 82 shares then outstanding were exchanged for 315,000 new shares), of which Isadore Sokol, president, and Maurice Sokol, vice president, own 41.5% each. After the sale of the new shares, present book value of about \$.845 per share will be increased to \$1.40 per share.

**ATLAS ELECTRONICS FILES FOR STOCK OFFERING.** Atlas Electronics, Inc., 774 Pfeiffer Blvd., Perth Amboy, N. J., filed a registration statement (File 2-19065) with the SEC on September 28th seeking registration of 185,000 shares of common stock, to be offered for public sale at \$2.10 per share. The offering will be made on a best efforts 120-day or nothing basis by Hay, Fales & Co. and McLaughlin, Kaufman & Co., which will receive a \$.168 per share commission and \$25,000 for expenses. The registration statement also includes 40,000 shares underlying 30-month warrants to be sold to the principal underwriter at 1 mil each, exercisable at \$2.10 per share, and 3,000 outstanding shares which may be sold from time to time by the holders thereof at prices not in excess of those prevailing in the over-the-counter market at the time of sale.

The company is engaged in the distribution of electronic components, parts and equipment, as well as high fidelity radio and television components and equipment, all of which is manufactured by others. The \$316,000 estimated net proceeds from the stock sale will be used to repay an outstanding bank loan incurred for working capital, for payment of trade accounts with certain companies whose controlling interests are owned by certain management officials, for the purchase of additional inventory for a subsidiary, and for working capital and general corporate purposes, including the financing of increased accounts receivable.

In addition to certain indebtedness, the company has outstanding 413,000 shares of common stock, of which Leon Machiz, board chairman, owns 41.6%, and Elliott Kusel, president, and John Coyle and Robert Simpkins, vice president, own 11.6% each. The latter three propose to sell 1,000 shares each in the over-the-counter market.

**WORLD WIDE REINSURANCE FILES FOR STOCK OFFERING.** World Wide Reinsurance Corporation, 214 West Third Street, Yankton, South Dakota, filed a registration statement (File 2-19066) with the SEC on September 28th seeking registration of 4,800,000 shares of common stock, to be offered for public sale at \$1 per share. The offering will be made on a best efforts basis by Harold R. Bell & Associates, which will receive a 15¢ per share selling commission.

The company (formerly Dakota Reinsurance Corporation) will be engaged principally in the field of reinsurance. Of the \$4,040,000 estimated net proceeds from the stock sale, a minimum of \$200,000 will be allocated to capital, as distinguished from surplus, to meet the requirements of its Articles of Incorporation, \$400,000 must be deposited with the Insurance Commissioner of the State of South Dakota to qualify the corporation to engage in the insurance or reinsurance business in that state, approximately \$2,000,000 will be set aside as paid-in surplus to be used as legal reserves to qualify the corporation to carry on a general reinsurance business in such of the States, in addition to South Dakota, as it may be deemed advisable to do business in, and the remaining proceeds will be added to the general funds of the company to be used primarily for the maintenance of adequate reserves and the promotion, development and expansion of the company's business.

The company has outstanding 5,500 shares of common stock, all of which are owned by management officials as a group. Walter H. Johnston is listed as president and Fred H. Leach as board chairman.

**OZON PRODUCTS FILES FOR STOCK OFFERING.** Ozon Products, Inc., 50 Wallabout Street, Brooklyn, N. Y., filed a registration statement (File 2-19067) with the SEC on September 28th seeking registration of 105,000 shares of common stock, to be offered for public sale on an all or none basis through underwriters headed by Carter, Perlind, Potoma & Weill. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 10,500 shares underlying a five-year warrant to be sold to the principal underwriter for \$105, exercisable at a price to be supplied by amendment.

The company was organized under New York law in September 1961 as successor to the business of five affiliated corporations. It is engaged in the business of manufacturing and selling throughout the United States cosmetic and toiletry preparations. The net proceeds from the stock sale will be used to retire outstanding bank loans incurred partly to retire outstanding preferred shares of a subsidiary, and the balance will be added to working capital. In addition to certain indebtedness, the company has outstanding 308,000 shares of common stock, of which H. Bruce Hagler, president, and three other members of the Hagler family, who are also management officials, own 22.73% each.

**AMERICAN SAFETY EQUIPMENT CORP. FILES FOR STOCK OFFERING.** American Safety Equipment Corporation, 261 Madison Avenue, New York, filed a registration statement (File 2-19068) with the SEC on September 28th seeking registration of 80,000 shares of common stock, to be offered for public sale at \$10 per share. The offering will be made on an all or none basis through underwriters headed by Charles Flohn & Co., which will receive a \$1.50 per share commission and \$17,000 for expenses. The registration statement also includes 30,000 shares underlying 3-year warrants to be sold to the principal underwriter for \$30, exercisable at \$10 per share. An aggregate of \$6,000 is payable to Abe A. Rappaport and Robert Runyon as a finder's fee.

The company is engaged primarily in the business of manufacturing and selling automotive safety seat belts. The \$640,000 estimated net proceeds from the stock sale will be used for the manufacture and acquisition of additional inventory, for the purchase of machinery, tools and dies, for advertising and promotion, for research and development to improve present products and develop new products, and the balance will be added to general working capital. The company has outstanding 120,000 shares of common stock, of which Kenneth Krasnow, president, F. Dean Johnson, executive vice president, and David Krasnow, treasurer, own 26.4%, 21.9% and 26.3%, respectively. After the sale of new shares, present book value of \$.755 per share will be increased to \$3.634 per share.

**SHERATON CORP. FILES EMPLOYEES' STOCK WARRANT PLAN.** Sheraton Corporation of America, 470 Atlantic Ave., Boston, filed a registration statement (File 2-19069) with the SEC on September 29th seeking registration of 250,000 common shares underlying 15-year warrants, which may be acquired by employees of the company and its subsidiaries pursuant to a plan approved by stockholders in September 1961 and to be administered by the company's Stock Warrant Committee.

**ALL-STATE AUTO RENTAL FILES FOR STOCK OFFERING.** All-State Auto Rental Corp., 31-04 Northern Boulevard, Long Island City, N. Y., filed a registration statement (File 2-19070) with the SEC on September 28th seeking registration of 50,000 shares of common stock, to be offered for public sale (without underwriting) at \$4 per share. The registration statement also includes 9,500 shares sold to Carter, Berlind, Potoma & Weill and 500 shares to Stanley Strocker in August 1961, all at \$1.197 per share.

The company is engaged in the business of leasing motor vehicles on a long-term basis to business entities, business and professional men and various governmental agencies principally in the New York area. Net proceeds from the stock sale will be used for additional working capital to enable the company to expand its operations. In addition to certain indebtedness, the company has outstanding 210,000 shares of common stock, of which Harold L. Oshry, president, owns 80%, and management officials as a group 99.9%.

**VULCAN MOLD AND IRON PROPOSES DEBENTURE OFFERING.** Vulcan Mold and Iron Company, Avenue E, Latrobe, Pa., filed a registration statement (File 2-19071) with the SEC on September 29th seeking registration of \$3,500,000 of 6% convertible subordinated debentures due 1981, to be offered for public sale on an all or none basis through underwriters headed by Singer, Deane & Scribner and Moore, Leonard & Lynch. The public offering price and underwriting terms are to be supplied by amendment.

The company is a producer of cast iron ingot molds, stools and other mold accessories sold principally to the steel industry, including alloy and specialty steel manufactures, throughout the United States. Net proceeds from the debenture sale, together with bank borrowings of not to exceed \$4,500,000 will be used to finance the construction of a new plant and to provide additional working capital therefor of about \$500,000. The new plant, to be located on a 35-acre site near Trenton, Michigan, will cost about \$7,200,000. The company has outstanding 489,772 shares of common stock, of which management officials as a group own 17%, and their families and direct relatives own an additional 12%. James M. Underwood is listed as president.

**INTERWORLD FILM DISTRIBUTORS FILES FOR OFFERING AND SECONDARY.** Interworld Film Distributors, Inc., 1776 Broadway, N. Y., filed a registration statement (File 2-19072) with the SEC on September 29th seeking registration of 106,250 shares of common stock, of which 75,000 shares are to be offered for public sale by the company and 31,250 shares, being outstanding stock, by the present holders thereof. The offering will be made at \$4 per share on an agency best efforts basis by General Securities Company, Inc. and S. Kasdan & Co., Inc., which will receive a 60¢ per share selling commission and \$21,250 for expenses. The registration statement also includes 39,250 shares sold to the underwriters at 10¢ each, and 1,000 outstanding shares sold to Howard Gotbeter at 1¢ per share for legal services rendered in connection with a prior financing. The 106,250 shares will be offered in three stages. The first will be an offering of 43,750 for the account of the company, then the 31,250 outstanding shares, and finally the remaining 31,250 shares for the account of the company.

The company was organized under New York law in June 1961 to engage in the business of distribution of quality foreign and domestic motion pictures and other phases of the motion picture and television business. The principal assets of the company consist of the rights to distribute theatrically, for television and non-theatrically, two motion picture films, "Maxime" and "La Corde Raide" in the United States for a period of seven years each. Neither of these films has previously been released here. The \$220,000 estimated net proceeds from the stock sale are initially to be added to the initial investment of \$100,000 raised by preliminary financing and become part of the company's general funds, and as such may be applied to any corporate purpose. Approximately \$65,000 of such total funds will be expended in connection with the distribution and adaptation of said films. In addition, the company may purchase films abroad for domestic or foreign distribution, purchase films in the United States for resale to foreign distributors, and purchase an interest in one or several theatres or theatre circuits.

The company has outstanding 206,250 shares of common stock, of which Stanley Ascher, president, Maurice B. Kesten, executive vice president, Lyle Himebaugh, and Nicholas J. Papadacos, treasurer, own 24.8%, 24.8%, 14.3% and 14.2%, respectively. The prospectus lists four selling stockholders who together provided the preliminary financing of \$100,000 by each purchasing 19,625 shares at 10¢ each. The list includes Lyle Himebaugh who proposes to sell 17,188 shares.

**ELMAR ELECTRONICS FILES FOR OFFERING AND SECONDARY.** Elmar Electronics, Inc., 140 Eleventh Street, Oakland, Calif., filed a registration statement (File 2-19073) with the SEC on September 29th seeking registration of 200,000 shares of common stock, of which 100,000 shares are to be offered for public sale by the company and 100,000 shares, being outstanding stock, by the present holders thereof. Schwabacher & Co. heads the list of underwriters. The public offering price and underwriting terms are to be supplied by amendment.

The company is a distributor of electronic parts, supplies and equipment, primarily in Northern California. Of the net proceeds from the company's sale of additional stock, \$250,000 will be used to retire a short term bank loan incurred to finance increased inventory, \$375,000 for initial working capital at a branch store and warehouse to be located between Palo Alto and San Jose, \$25,000 to retire notes payable to the selling stockholders, and the remainder as additional working capital.

In addition to certain indebtedness, the company will have outstanding 600,000 shares of common stock (after giving effect to a proposed 60-for-1 stock split in October), of which Elvin Feige, president, and Mario Chirone, vice president, will own 360,000 and 240,000 shares, respectively, and propose to sell 60,000 and 40,000 shares, respectively.

**AMERICAN INTERNATIONAL BOWLING FILES FINANCING PLAN.** American International Bowling Corp., 1500 Tyron Avenue, West Englewood, N. J., filed a registration statement (File 2-19074) with the SEC on September 28th seeking registration of \$1,500,000 of outstanding 6% convertible subordinated debentures due 1975 issued by the company upon receipt of \$1,500,000 from a limited number of persons pursuant to a certain loan agreement.

Such debentures may be sold by the holders thereof from time to time, at or about the then prevailing market price on the over-the-counter market. The registration statement also includes (1) 82,392 shares of common stock issued by the company in connection with various acquisitions, and (2) 61,950 shares reserved for issuance pursuant to the exercise of stock options granted to management officials and others. The holders of the shares issued pursuant to said acquisitions (which are part of a total of 194,448 shares issued in connection with acquisitions) may also sell such shares from time to time in the over-the-counter market at prices prevailing at the time of sale.

Through wholly-owned subsidiaries the company at the present time operates 43 modern "ten-pin" bowling centers with a total of 1,364 lanes. In addition to various indebtedness, the company has outstanding 1,746,591 shares of common stock, of which Bernard P. Birnbaum, board chairman, and Saul I. Birnbaum, secretary, own 19% and 19.1%, respectively. The prospectus lists 10 debenture holders, including Char & Co. which proposes to sell \$1,000,000 principal amount thereof, and 21 selling stockholders including David J. Baker, a vice president, who proposes to sell 15,000 of 33,334 shares owned. Others propose to sell amounts ranging from 30 to 11,614 shares.

**DEUTERIUM PROPOSES RIGHTS OFFERING.** Dueterium Corporation, 360 Lexington Avenue, New York, filed a registration statement (File 2-19075) with the SEC on September 28th seeking registration of 140,000 shares of common stock (with attached warrants to purchase an additional 140,000 shares at \$7.50 per share on or before January 31, 1963). It is proposed to offer such securities in units (consisting of one share and one warrant) for subscription at \$20 per unit by stockholders at the rate of 3 units for each share of 5% preferred stock held, 2 units for each share of 5% preferred A stock held, and 1 unit for each 10 Class B shares held (other than Jerome S. Spevack, president and board chairman). The record date will be the effective date of this statement. Of the 140,000 units being registered, 120,000 are to be offered for subscription by stockholders and 20,000 may be issued for considerations other than cash and on terms and conditions not yet determined. No underwriting is involved. Any units offered for public sale will be at \$22.25 per unit.

Organized under Nevada law in January 1960, the company is in the developmental stage and has no earnings. According to the prospectus, its business will be broadly concerned with all aspects of manufacture and utilization of all kinds of chemical materials including isotopes. Of the net proceeds from the sale of the units, the company plans to use \$1,000,000 for the engineering, construction and start-up operations of a small scale Heavy Water Production Plant and \$1,000,000 for the design, construction, equipment and start-up expenses of a General Research Laboratory. It is intended to locate such Plant at Cold Spring on Hudson, New York, on the property of the corporation's wholly-owned subsidiary, Old Foundry Corp. The balance of such proceeds will be applied to the corporation's working capital for general corporate purposes.

In addition to 7,745 shares of 5% preferred A stock (\$4 par) and 30,000 shares of prior preferred stock (\$10 par), the company has outstanding 1,500,000 shares of Class B stock, of which Spevack owns 97.48% of the Class B stock, and Sydney D. Bierman, a director, Richard J. McComb, vice president, and Harvey E. Siegel, a director, own 12.91%, 28.40% and 28.40%, respectively, of the preferred A shares.

**WEYENBERG SHOE FILES FOR SECONDARY.** Weyenberg Shoe Manufacturing Company, 234 E. Reservoir Avenue, Milwaukee, Wisc., filed a registration statement (File 2-19076) with the SEC on September 29th seeking registration of 100,000 outstanding shares of common stock, to be offered for public sale by the holder thereof on an all or none basis through underwriters headed by Robert W. Baird & Co. The public offering price and underwriting terms are to be supplied by amendment.

The company produces a broad line of high fashion quality men's dress shoes and a selective line of high grade men's work shoes and boots. The dress shoe line is sold under various brand names, the better known ones being "Massagic" and "Porto-Ped." The company has outstanding 222,564 shares of common stock (after giving effect to a recent 4-for-1 stock split), of which F. L. Weyenberg, president, owns 241,288 shares (and holds of record an additional 42,468 shares) and proposes to sell the 100,000 shares.

**CHAMPION PAPERS SHARES IN REGISTRATION.** Champion Papers Inc., Hamilton, Ohio, filed registration statements (Files 2-19077, 2-19078 and 2-19079) with the SEC on September 29th seeking registration of (1) 1,526,323 shares of common stock, of which (a) 281,633 shares were issued since May 1959 in the acquisition of businesses and minority interests in subsidiaries, which shares may be sold publicly by the holders thereof on the New York and Cincinnati Stock Exchanges or otherwise (after first obtaining prior written consent of the company), (b) 60,000 shares which may be purchased, on the open market or otherwise, by The First National Bank of Cincinnati, as Trustee, under the company's Deferred Compensation Trust and (c) 1,184,690 shares which may be issued from time to time in the acquisition of additional properties including shares of other companies; (2) 400,000 shares to be offered to employees pursuant to the Champion Restricted Stock Option Plan; and (3) 80,000 outstanding common shares which may be offered by the holders thereof on the New York and Cincinnati Stock Exchanges, or otherwise at the best obtainable prices or prices current at the time of sale.

The company (formerly The Champion Paper and Fibre Company) is engaged primarily in the manufacture and sale of pulp and paper and paperboard produced from bleached and semi-bleached pulps. In addition to various indebtedness and preferred stock, the company has outstanding 5,980,595 shares of common stock, of which 31.4% is owned by about 95 persons who are members of or related to the Thomson family. Dwight J. Thomson is listed as board chairman and Karl R. Bendetsen as president. The prospectus lists the selling stockholder as Fifth Third Union Trust Company, as executor under the wills of Sylvia Johnston Thomson and Reuben B. Robertson, Jr. The executor proposes to sell 50,000 and 30,000 shares, respectively, of the 164,662 and 46,700 share estates.

**CONTINENTAL APARTMENTS FILES FOR OFFERING.** Continental Apartments Limited Partnership, 729 15th St., N. W., Washington, D. C., filed a registration statement (File 2-19080) with the SEC on September 29th seeking registration of \$1,209,000 of Class B limited partnership units, to be offered for public sale (in 1,209 units) at \$1,000 per unit. The offering will be made on a best efforts basis by Investor Service Securities Inc. and three other firms, which will receive a \$90 per unit selling commission and \$25,000 for certain services by the principal underwriter. The registration statement also includes \$24,000 of Class B limited partnership units (48 units) which Investor Service Inc. and J. D. Riviere & Co., Inc. (affiliates of two of the underwriters) have received for which they paid no cash, but which were issued to them in exchange for their assignment to the partnership of their right, title and interest in the contract to purchase the Continental Apartments.

The partnership was organized in September 1961 with Samuel J. Gorlitz, Joseph D. Riviere and Stephen E. Balogh (management officials and controlling stockholders of three of the underwriters) as general partners and Philip Jolles and Hyman Karasik as original Class A limited partners. The partnership proposes to purchase and operate the Continental Apartments in Suitland, Md., a suburb of Washington, D.C. The apartments consist of 360 modern garden-type apartments in 13 three-story brick buildings, which were completed in June 1960. On August 11, 1961, the Class B limited partners entered into a contract to purchase the apartments. The purchase price for the equity in the property is \$1,025,000 plus the outstanding balance of first mortgages of \$2,208,820. At settlement the partnership will reimburse the Class B limited partners for a \$60,000 deposit made by them. Philip Jolles contributed to the capital of the partnership a release of all claims for brokerage commissions on the sale of the apartments (such release having been deemed equivalent to \$16,000). He received in exchange 16 Units of Class A Limited Partnership interest. Hyman Karasik contributed \$1,000 to the capital of the partnership in exchange for 1 Unit of Class A Limited Partnership interest. Frederick W. Berens Sales, Inc. (an affiliate of one of the underwriters) is to manage the apartments for a fee of 3% of gross rental income.

**AMERICAN WATER WORKS FILES EXCHANGE PLAN.** American Water Works Company, Inc., 3908 Kennett Pike, Greenville, Wilmington, Del., filed a registration statement (File 2-19081) with the SEC on September 29th seeking registration of 71,280 shares of cumulative preferred stock, 5% series, \$25 par, and 44,550 shares of common stock. It is proposed to offer such shares to stockholders of Norristown Water Company at the rate of 2½ common and 4 preferred shares for each of the outstanding 17,820 common shares of Norristown.

The company is engaged in the ownership, control and management of 64 waterworks companies with facilities in 17 states. Norristown and its three subsidiaries are engaged in the business of distributing water for public and private use and consumption in portions of Montgomery County, Pa. In addition to various indebtedness and series of preferred stock, the company has outstanding 3,245,366 shares of common stock, of which Northeastern Water Company owns 60.5%. All of the common stock of Northeastern is owned by United Utilities Company, all of whose outstanding voting securities are owned by management officials of the company and their associates. John H. Ware is listed as board chairman and John J. Barr as president.

**VENUS DRUG DISTRIBUTORS FILES FOR OFFERING AND SECONDARY.** Venus Drug Distributors, Inc., 4206 West Jefferson Boulevard, Los Angeles, filed a registration statement (File 2-19082) with the SEC on October 2nd seeking registration of 168,000 shares of common stock, of which 120,000 are to be offered for public sale by the company and 48,000 shares, being outstanding stock, by the present holders thereof. The offering will be made at \$5 per share on an all or none basis through underwriters headed by Garat & Polonitza, Inc., which will receive a 50¢ per share commission. The registration statement also includes 10,000 outstanding shares underlying options granted to the principal underwriter by the selling stockholders to purchase such shares at the public offering price.

Organized under California law in September 1961, the company is engaged in the wholesale distribution of cosmetics and beauty aids. It proposes to acquire all the outstanding and voting shares of Jerant Company, Inc., a California corporation and certain of the assets of Venus Distributors, a partnership, in consideration for the assumption of the liabilities of the partnership, Venus Distributors, and the issuance of 300,000 shares of the company's common stock. Of the net proceeds from the company's sale of additional stock, \$300,000 will be used for development of new cosmetic and hair preparation products, \$150,000 for advertising and promoting products sold under the company's own brand names, and the remainder for additional working capital to finance sales.

The company will have outstanding (after giving effect to said acquisitions) 300,000 shares of common stock, of which Ben Antman, president, and Lorraine Antman, vice president, own 105,930 and 99,430 shares, respectively, and propose to sell 24,000 shares each. They also hold an additional 15% each of record in trust for the benefit of their children.

**KINGS ELECTRONICS HEARING CANCELLED.** The SEC has cancelled the hearing scheduled to be held on October 4 in the stop order proceedings under the Securities Act pending against a registration statement filed by Kings Electronics Co., Inc., Tuckahoe, N. Y. Counsel for the company and counsel for the Commission's Division of Corporation Finance have signed a stipulation of facts, making a hearing unnecessary, and the Commission will now consider the case upon the basis of the record and the stipulation of facts.

**SECURITIES ACT REGISTRATIONS.** Effective October 3: Bargain Town, U.S.A. Inc. (File 2-18584); General Development Corp. (File 2-17975); General Development Corp. (File 2-18319); The Japan Development Bank (File 2-18854); Knickerbocker Biologicals Inc. (File 2-17407); The L. L. Cook Company (File 2-18636); Reeves Broadcasting & Development Corp. (File 2-18317); Shaw-Barton, Inc. (File 2-18693).