

**NEWS DIGEST**

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

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FOR RELEASE September 5, 1961

Statistical Release No. 1774. The SEC Index of Stock Prices, based on the closing price of 300 common stocks for the week ended September 1, 1961, for the composite and by major industry groups compared with the preceding week and with the highs and lows for 1961 is as follows:

	1957-59 = 100		Percent Change	1961	
	9/1/61	8/25/61		High	Low
Composite	137.7	136.6	+0.8	138.2	118.3
Manufacturing	130.5	129.2	+1.0	131.0	113.0
Durable Goods	132.3*	129.7	+2.0	132.3	117.0
Non-Durable Goods	128.9	128.6	+0.2	130.5	109.2
Transportation	107.9	107.1	+0.7	109.4	97.8
Utility	169.7	170.2	-0.3	173.0	144.4
Trade, Finance & Service	167.1*	164.7	+1.5	167.1	132.5
Mining	91.5	91.5	0.0	99.5	83.3
	*New High				

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended August 31st, 81 registration statements were filed, 33 became effective, 4 were withdrawn, and 600 were pending at the week-end. In the two months ended August 31st, 394 statements were filed, as contrasted with 231 during the same two-month period of 1960.

LUNAR ENTERPRISES FILES FOR STOCK OFFERING. Lunar Enterprises Inc., 1501 Broadway, New York, filed a registration statement (File 2-18826) with the SEC on August 31st seeking registration of 125,000 shares of common stock, to be offered for public sale at \$5.75 per share. The offering will be made on a best efforts basis by Ehrlich, Irwin & Co., Inc., which will receive \$.71875 per share selling commission and \$17,968.75 for expenses. Henry Ehrlich, a principal of the underwriter, has exercised an option granted to him by the company on August 1, 1961 for the purchase of 30,000 common shares at 5¢ per share. The registration statement also includes 12,000 shares and 10-year warrants to purchase an additional 12,000 shares at 5¢ each, sold by the company to a limited group for an aggregate of \$69,120, which shares and warrants may be sold from time to time by the holders thereof in the over-the-counter market at prevailing prices at the time of sale.

The company was organized under Delaware law in November 1960 by Henry K. Brasselle (Keefe Brasselle), president, and Martin J. Machat, secretary. It is engaged in the business of developing and producing television films and related enterprises. The company is developing several television properties which are in various stages of production, some of which will be financed by the company itself. Two properties, "Beachfront" and "Joey Trouble," have been financed by CBS-TV, and one property, "Warrant for Arrest," by ABC Films Inc. The \$583,937.50 estimated net proceeds from the company's sale of additional stock will be used for development of new pilot teleplays for proposed television film series during the next 12 months, for filming and production of such new pilots, and for addition to working capital.

The company has outstanding 317,000 shares of common stock, of which Brasselle, Machat, Robert Milberg, treasurer, and Henry Ehrlich own 47.31%, 18.92%, 18.92% and 9.46%, respectively. Albert McCleery is listed as vice president.

MISS PAT FILES FOR SECONDARY. Miss Pat, 860 South Los Angeles Street, Los Angeles, filed a registration statement (File 2-18827) with the SEC on August 31st seeking registration of 100,000 outstanding shares of common stock, to be offered for public sale through underwriters headed by Mitchum, Jones & Templeton. The public offering price and underwriting terms are to be supplied by amendment. Grace Vaden, treasurer and a selling stockholder, has agreed to sell the underwriter for \$3,750, warrants to purchase 7,500 common shares through June 1964, initially at 105% of the public offering price.

The company is engaged primarily in the design, manufacture, and sale of women's apparel under its registered trade name "miss pat." In addition to certain indebtedness, it has outstanding 300,000 shares of common stock (after giving effect to a 1000-for-1 stock split in August 1961), of which Edward K. Gray, board chairman, Grace Vaden, and Richard R. Woodward, president, own 120,000, 45,000 and 135,000 shares, respectively, and propose to sell 40,000, 15,000 and 45,000 shares, respectively.

FRAM CORP. FILES FOR STOCK OFFERING. Fram Corporation, 105 Pawtucket Avenue, East Providence, Rhode Island, filed a registration statement (File 2-18828) with the SEC on Sep. 1st seeking registration of 50,000 shares of common stock, to be offered for public sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith. The public offering price and underwriting terms are to be supplied by amendment.

The company is a producer of oil and air filtration equipment for use on internal combustion engines. It also produces air conditioner filters and other products used by the automotive and aviation industries. On June 30, 1961, the company acquired, for a total purchase price of approximately \$2,000,000, that part of the business and assets, including working capital, of Simmonds Aerocessories Limited of England which had theretofore been devoted to the manufacture and sale and other exploitation of Fram products in England and in other countries under a license from the company to Simmonds Aerocessories Limited. Net

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proceeds from the stock sale will be used to reimburse the company to the extent of such proceeds for cash expenditures made in the sum of \$1,500,000 in connection with such acquisition.

In addition to certain indebtedness, the company has outstanding 978,336 shares of common stock, of which Steven B. Wilson, board chairman and Laurel P. Wilson, his wife, own 10.45% and 2.92%, respectively, and management officials as a group 15.32%. Arthur F. Pettet is listed as president.

**RONALD MARK & CO. HEARING SCHEDULED.** The SEC has scheduled a hearing for September 25, 1961, in its San Francisco Regional Office in proceedings under the Securities Exchange Act of 1934 to determine whether Ronald Mark & Co., Inc. of 40 Exchange Place, New York, made fraudulent representations in the offer and sale of stock of Trans Central Industries, Inc., and, if so, whether its broker-dealer registration should be revoked.

**FLOYD BENNETT STORES FILES FOR STOCK OFFERING.** Floyd Bennett Stores, Inc., 300 West Sunrise Highway, Valley Stream, Long Island, N. Y., filed a registration statement (File 2-18816) with the SEC on August 10th seeking registration of 100,000 shares of common stock, to be offered for public sale on an all or none basis through underwriters headed by Goodkind, Neufeld, Jordon Co., Inc. and Richter & Co. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 25,000 outstanding shares underlying five-year option warrants sold to the principal underwriters by the holders thereof for \$250, exercisable at a price to be supplied by amendment.

The company and its subsidiaries are engaged principally in the operation of discount department stores in the Metropolitan New York area. It presently operates three modern, one-story, fully air-conditioned discount department stores with contiguous parking facilities in Patchogue and Valley Stream, Long Island, and Brooklyn, New York. Another discount department store at Jericho, Long Island is scheduled to open by the end of 1961. The company carries no inventories and operates entirely through department lessees most of whom are under long term leases. Of the net proceeds from the stock sale, the company intends to apply \$100,000 to reduction of various short term bank loans, and \$75,000 to the coverage of those expenditures incident to the opening of its Jericho Store, and to add the balance to working capital to be available for general corporate purposes.

In addition to various indebtedness, the company has outstanding 449,988 shares of common stock, of which Sherman Simon, president and board chairman, Melvin S. Mitchell, secretary and Jay B. Mitchell, own 39.2%, 12.6% and 12.6%, respectively.

**GEORGIA POWER FILES FINANCING PLAN.** Georgia Power Company, 270 Peachtree Street, Atlanta, Georgia, filed a registration statement (File 2-18829) with the SEC on September 1st seeking registration of \$10,000,000 of first mortgage bonds, series due 1991, and 70,000 shares of no par cumulative preferred stock, both issues to be offered for public sale at competitive bidding. The company proposes to use the net proceeds from the sale of bonds and preferred stock and \$3,000,000 from the sale to The Southern Company, its parent, in October 1961 of additional shares of the company's common stock, for the construction or acquisition of permanent improvements, extensions and additions to its utility plant, and payment of \$5,500,000 of short-term bank loans, proceeds of which are being used for such construction or acquisition. The company contemplates expenditures of \$224,994,000 during 1961-62-63 for the construction or acquisition of property, of which \$54,395,000 is scheduled to be spent in 1961.

**MOLECULAR DIELECTRICS FILES FOR OFFERING AND SECONDARY.** Molecular Dielectrics, Inc., 101 Clifton Boulevard, Clifton, New Jersey, filed a registration statement (File 2-18830) with the SEC on September 1st seeking registration of 150,000 shares of common stock, of which 135,000 shares are to be offered for public sale by the company and 15,000 shares, being outstanding stock, by Cardia Company, of New Jersey. The offering will be made at \$5 per share through underwriters headed by Street & Co., Inc. and Irving Weis & Co., which will receive a 60¢ per share commission and \$12,500 for expenses. A \$5,000 finder's fee is payable to Edward Conti. The registration statement also includes 30,000 shares underlying five-year warrants to be sold to the underwriters for \$30, exercisable at \$5 per share, and 5,000 shares underlying like warrants to be sold to Conti. A group of lenders, including persons associated with the underwriters, loaned \$225,000 to the company. This loan is evidenced by a promissory note which will be exchanged for \$225,000 of 6% convertible debentures due 1966, which debentures and underlying shares are also included in the statement.

The company was organized under Delaware law in 1961. It is engaged in the manufacture, fabrication and sale of high-temperature electronic and electrical insulation materials among which its largest sales have been of glass-bonded mica, sold under the company's registered trademark "Mykroy". This product is used in high-reliability electronic components used in missiles, radar installations, control mechanisms in space satellites, computer-memory systems, and in communication devices and electrical power distribution equipment. Of the \$545,000 estimated net proceeds from the company's sale of additional stock, \$345,000 has been allocated to the purchase of machinery and equipment (\$100,000 for development of a machine to be used in the manufacture of mica paper, \$70,000 to purchase machinery and equipment to produce other new products, and \$175,000 to purchase machinery and equipment to modernize and improve standard products), and the balance for working capital purposes.

In addition to certain indebtedness, the company has outstanding 450,000 shares of common stock, of which Delbert E. Replogle, president, Ruth H. Replogle, his wife, and Cardia Company (98% owned by the Replogles and certain members of their family), own 20.3%, 11.7% and 44.2%. Cardia Corporation proposes to sell the 15,000 shares. Based on the June 3, 1961 book value of outstanding shares, purchasers of the stock being offered will suffer an immediate dilution of \$3.72 from the \$5 price per share paid, whereas the book value of shares owned by present holders will increase by 86¢ per share.

**MALONE & HYDE FILES FOR OFFERING AND SECONDARY.** Malone & Hyde, Inc., 1700 Dunn Avenue, Memphis, Tenn., filed a registration statement (File 2-18832) with the SEC on September 1st seeking registration of 275,000 shares of common stock, of which 100,000 shares are to be offered for public sale by the company and 175,000 shares, being outstanding stock, by the present holders thereof. The offering will be made on an all or none basis through underwriters headed by Equitable Securities Corporation. The public offering price and underwriting terms are to be supplied by amendment.

The company's business consists primarily of the procurement, warehousing and sale of groceries, meats, produce, frozen foods, tobacco, housewares and other items typically found in supermarkets to independent retail grocers and others. Net proceeds from the company's sale of additional stock will be added to general funds and will be available for working capital needs. Such proceeds will be initially applied towards retirement of outstanding bank loans.

In addition to certain indebtedness and preferred stock, the company has outstanding 328,914 Class A and 280,186 common shares, of which latter Joseph R. Hyde, board chairman, Joseph R. Hyde, Jr., president, Memphis University School and J. R. Hyde Foundation, Inc. own 112,000, 92,670, 3,700 and 12,246 shares, respectively, and propose to sell 112,000, 53,054, 3,700 and 6,246 shares, respectively. After the stock sale, Hyde will own 20.6% of the company's outstanding voting securities and Hyde, Jr., 21.5%.

**H & B AMERICAN CORP. FILES FINANCING AND EXCHANGE PLANS.** H & B American Corporation, 404 North Roxbury Drive, Beverly Hills, Calif., filed a registration statement (File 2-18833) with the SEC on September 1st seeking registration of \$2,575,000 of 6% sinking fund debentures due 1973 and 12-year warrants (exercisable at a price to be supplied by amendment) to purchase 206,000 shares of common stock. It is proposed to offer such debentures and warrants in exchange for the \$2,575,294 of 3% outstanding 10-year notes due 1964 at the rate of \$1,000 of notes for \$1,000 of debentures and warrants to purchase 80 shares. The registration statement also includes \$3,000,000 of like debentures (with warrants to purchase 240,000 shares) and 250,000 shares of common stock. These debentures and warrants are to be offered for public sale in units, each consisting of \$1,000 of debentures and warrants to purchase 80 shares, and the 250,000 common shares also are to be offered for public sale. Adams & Peck heads the list of underwriters. The public offering price and underwriting terms for both the units and common shares are to be supplied by amendment.

The company's principal business consists of the ownership and operation of community antenna television systems in 26 towns and cities in the United States and Canada. It also furnishes television signals to its own and other such systems by means of microwave relay. The company also manufactures and sells home barbecue equipment, but it has entered into a letter of intent relating to the sale of this part of its business. Of the net proceeds from the cash sale of units and common stock, \$2,500,000 will be applied to the payment of bank loans and the balance will be added to working capital for systems operations and the contemplated construction and purchase of additional systems.

In addition to certain indebtedness, the company has outstanding 2,573,160 shares of common stock, of which management officials as a group own 16%. David E. Bright is listed as board chairman and president.

**TELeregister FILES FOR SECONDARY.** The Teleregister Corporation, 445 Fairfield Avenue, Stamford, Conn., filed a registration statement (File 2-18834) with the SEC on September 1st seeking registration of 280,000 outstanding shares of common stock, to be offered for public sale by the holders thereof on an all or none basis through underwriters headed by Ladenburg, Thalmann & Co. and two other firms. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the business of furnishing data processing, dissemination and display services by means of specialized equipment which it designs, assembles, installs and operates. Such services fall into two general categories: the electric stock and commodity quotation service for use by the financial community and special purpose, on and off-line, stored program and fixed program electronic data processing systems for use by industry in general. This includes special input and output devices, as well as associated special communication equipment. In addition to certain indebtedness, the company has outstanding 2,776,263 shares of common stock, of which Allen & Company, Mrs. Milton E. Cassel and the Rita Allen Foundation own 770,905, 85,000 and 10,000 shares, respectively, and propose to sell 250,000, 20,000 and 10,000 shares, respectively. Norman Hirschfield is listed as board chairman and S. J. Sindband as president.

**TRANSPORTATION CORP. OF AMERICA FILES FOR SECONDARY.** Transportation Corporation of America, 375 Park Avenue, New York, filed a registration statement (File 2-18835) with the SEC on September 1st seeking registration of 36,981 outstanding shares of Class A stock, to be offered for public sale by the holders thereof from time to time at prices not in excess of those prevailing on the American Stock Exchange.

The company and its subsidiaries are engaged principally in two separate transportation operations: (1) a regularly scheduled airline between New York, San Juan, Puerto Rico and Aruba, Netherlands Antilles; and (2) a transit system of street railways and busses in Washington, D. C. and adjacent areas. The company has entered into agreements which provide for its purchase of 18.51% of the common stock of Caribbean Atlantic Airlines, Inc., of Puerto Rico company, in exchange for the 36,981 Class A shares of the company. Caribbean is a regularly scheduled air carrier operating in the Caribbean area, providing service between the Virgin Islands and San Juan, St. Maarten, Netherlands Antilles and the Dominican Republic. The prospectus lists six stockholders of Caribbean who will receive and propose to sell company shares, including Henry L. Kimelman (20,921 shares) and Ben Bayne (5,076 shares). O. Roy Chalk is listed as company board chairman and president.

**SECURITIES ACT REGISTRATIONS. EFFECTIVE September 5:** Central Investment Corporation of Denver (File 2-18324); Federal Tool and Manufacturing Company (File 2-18182); The Jennie Company (File 2-18434); K-S Funds, Inc. (File 2-18369); Ling-Temco-Vought, Inc. (File 2-18340); and Missouri Utilities Company (File 2-18460).