

# 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)

(Issue No. 63-11-3)

FOR RELEASE November 5, 1963

**MASCO CORP. FILES FOR SECONDARY.** Masco Corporation, 2400 Buhl Bldg., Detroit, filed a registration statement (File 2-21853) with the SEC on November 1 seeking registration of 200,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by Smith, Barney & Co., Inc., 20 Broad St., New York. The public offering price (maximum \$20 per share\*) and underwriting terms are to be supplied by amendment.

The company is a manufacturer of kitchen, lavatory, bath and shower faucets; and it produces certain other valves and fittings for the plumbing industry and small sub-assemblies and component parts primarily for the automotive industry. A subsidiary manufactures plastic and metal toys. It now has outstanding 1,493,828 common shares, of which management officials own 578,080 shares (38.7%). Alex Manoogian, president and board chairman, proposes to sell 100,000 of his holdings of 427,200 shares; and the Marie and Alex Manoogian Fund proposes to sell 100,000 of its holdings of 267,200 shares. The Fund is a charitable corporation for educational and religious purposes.

**NUVEEN TAX-EXEMPT FUND UNITS IN REGISTRATION.** John Nuveen & Co., 135 South LaSalle St., Chicago, filed a registration statement (File 2-21854) with the SEC on November 1 seeking registration (for primary distribution) of 150,000 Units of interest in the Nuveen Tax-Exempt Bond Fund, Series 6, plus an additional 75,000 Units being registered for resale by Depositor of Units previously sold in primary distribution.

**STOP & SHOP FILES STOCK PLAN.** Stop & Shop, Inc., 393 D Street, Boston, filed a registration statement (File 2-21855) with the SEC on November 4 seeking registration of 167,826 shares of common stock, which have been acquired by certain officers and key employees upon the exercise of options pursuant to the terms of the company's Executives Stock Option Plan or which may be offered from time to time under said Plan.

**HOBAM INC. FILES FINANCING PROPOSAL.** Hobam, Inc., 1720 Military Rd., Tonawanda, N. Y., filed a registration statement (File 2-21856) with the SEC on November 4 seeking registration of \$850,000 of 6% Convertible Subordinated Debentures due 1978 and 25,500 shares of Class A stock. It is proposed to offer these securities for public sale in units, each consisting of \$500 of debentures and 15 Class A shares. The offering is to be made at \$510 per unit through underwriters headed by Doolittle & Co., Liberty Bank Bldg., Buffalo, N. Y., which will receive a commission of \$50 per unit.

Until June 1962 the company's business was the development marketing of new equipment for the processing industry (particularly food and drug products). In that month it acquired two other businesses: John E. Smith's Sons Company, a manufacturer of meat processing machinery; and Screen Equipment Co., Inc., a manufacturer of screening equipment for sorting by size various aggregates such as stone, gravel and ore. In March 1963 the company also purchased the Stridh Company (Sweden), manufacturer of machinery for processing natural sausage casings. Net proceeds of this financing will be used to increase the company's working capital; and it is management's intention to apply substantially the entire net proceeds to reduction of short term bank notes payable. Thereupon, the company's three largest shareholders, who are now guarantors of the bank notes payable and have pledged their Class B shares as security for such guarantees, will be released from their guarantees and receive their Class B shares back free of pledge.

In addition to indebtedness and 459 shares of \$100 par preferred, the company has outstanding 75,000 Class A and 245,280 Class B shares. Management officials own 8.6% of the Class A, 88.6% of the Class B and 56.2% of the preferred. Richard W. Boebel, president, and John L. Hager, vice president, each own 23.9% of the Class B stock, and Harry W. Mould, Jr., vice president, 22.7%.

**NEKOOSA-EDWARDS PAPER FILES STOCK PLAN.** Nekoosa-Edwards Paper Company, Port Edwards, Wisc., filed a registration statement (File 2-21858) with the SEC on November 4 seeking registration of 50,000 shares of common stock, to be offered under and pursuant to its Employees Stock Option Plan No. 3.

**CONSUMERS COOP. ASSN. FILES FINANCING PROPOSAL.** The Consumers Cooperative Association, 3315 N. Oak Trafficway, Kansas City, Mo., filed a registration statement (File 2-21859) with the SEC on November 4 seeking registration of \$9,000,000 of Subordinated Certificates of Indebtedness (5½%, 25 years); 120,000 shares of 5½% preferred stock; 40,000 shares of 4% second preferred stock; and 400 shares of common stock. The Association operates as a cooperative wholesale purchasing and manufacturing association, as a supply source for local farmers' cooperative associations in certain mid-Western states. Its capital requirements are said to have exceeded the funds provided from retained margins and allowances set aside for depreciation, necessitating additional funds for expansion and property replacement and to provide an investment service for member cooperatives and their farmer members. The major portion of the proceeds of this financing, supplemented by earnings, depreciation and bank borrowings, will be applied to facility expansion and improvement.

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**ICI FINANCIAL EXEMPTED.** The SEC has issued an order under the Investment Company Act (Release IC-3805) granting ICI Financial Corporation, of New York, a condition exemption from all provisions of the said Act.

**BORROWING BY ROANOKE BLDG. CLEARED.** The SEC has issued an exemption order under the Investment Company Act (Release IC-3806) permitting The Roanoke Building Company, Baker Bldg., Minneapolis, to borrow \$3,000,000 from Investors Syndicate of America, a wholly owned subsidiary of Investors Diversified Services, Inc., to provide funds to finance the construction of an addition to the company's principal asset, the leasehold estate and improvements known as the Roanoke Building in Minneapolis. IDS owns 34.38% of the stock of the said Building Company.

**BROAD STREET INVESTING SEEKS ORDER.** Broad Street Investing Corporation, 65 Broadway, New York, has applied to the SEC for an exemption order under the Investment Company Act permitting the issuance of its shares at their net asset value for substantially all of the cash and securities of Pine Holding Company; and the Commission has issued an order (IC-3807) giving interested persons until November 20 to request a hearing thereon. Under an agreement between the two companies, substantially all of the cash and securities of Pine Holding Company, with a value approximating \$4,006,537 as of August 12, 1963, will be transferred to Broad Street Investing in exchange for its shares at their net asset value. Pine has one stockholder of record and 12 holders of beneficial interest in its stock.

**A.V.C. CORP. STOCK SALE CLEARED.** In a decision announced today (Release IC-3808), the SEC has issued an exemption order under the Investment Company Act permitting A.V.C. Corporation, of Philadelphia, to sell shares of its common stock at a price below the current net asset value of such shares, in accordance with the terms of outstanding options to purchase such stock. The said options relate to 4,714 shares of stock. They were issued in substitution for options previously issued by FMC Corporation under a January 1963 agreement whereby A.V.C. (then known as American Viscose Corporation) agreed to sell to FMC all of its assets except certain marketable securities, cash and shares of common stock of Monsanto Chemical Company, for \$116,000,000.

**PAUL HARDEMAN INC. FILES FINANCING PROPOSAL.** Paul Hardeman, Inc., Stanton, Calif., filed a registration statement (File 2-21857) with the SEC on November 4 seeking registration of \$7,000,000 of Convertible Subordinated Debentures due 1978, to be offered for public sale through underwriters headed by Hemphill, Noyes & Co., 8 Hanover St., New York. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company engages primarily in the design, engineering, construction and installation of missile launching bases and related facilities for the Armed Forces, and complex facilities of various types for agencies and commissions of the United States Government, for the aircraft, petroleum, chemical and petrochemical industries and for various foreign governments. In September 1963 it acquired about 49% of the outstanding common stock of Young Spring & Wire Corporation. Net proceeds of this financing will be applied to the discharge of obligations of the company incurred in connection with such acquisition (180,935 shares of Young common), which were purchased from Baker Industries, Inc., pursuant to a contract which provided for a purchase price of \$7,599,270 or \$42 per share. Of such purchase price, \$1,500,000 was paid in cash; and the company's 6% promissory note due September 23, 1964, secured by the stock purchased, was issued for the balance of \$6,099,270. The \$1,500,000, paid at the closing, was borrowed from the Bank of America on a short term basis. The difference between the net proceeds to the company from the sale of debentures and the aforesaid indebtedness will be paid by the company for its general funds.

**CORRECTION RE FANNY FARMER INSIDER TRADE.** In the SEC "Official Summary of Security Transactions and Holdings" for October 1963, it was INCORRECTLY reported that Northeast Industries, personal holding company of Jacob Saliba, president of Fanny Farmer Candy Shops Inc., had SOLD three blocks of Fanny Farmer common stock aggregating 800 shares. In fact, the reported transactions represented PURCHASES of Fanny Farmer stock as follows: 200 shares in June, 500 on August 27th and 100 on August 30th. The month-end holdings of 2,540 common shares listed in the Summary was correct.

**ONE OF 25 DEFENDANTS ACQUITTED.** On October 31, Joseph Oliver Moss, one of 25 defendants indicted for fraud in the sale of stock of St. Stephen Nickel Mines Limited of Canada, was acquitted by a Federal grand jury (USDC NH). One defendant, Allen Roberts, previously pleaded guilty to two counts and received a two-year suspended sentence and was placed on probation for two years; and the remaining 23 defendants are fugitives. (Release LR-2776)

**SECURITIES ACT REGISTRATIONS.** Effective November 5: Family Finance Corp. (File 2-21734). Withdrawn November 4: Wen Products Inc. (File 2-21701).

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

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