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 April 3, 1962

NUCLEAR SCIENCE & ENGINEERING FILES FOR STOCK OFFERING. Nuclear Science & Engineering Corporation, P.O. Box 10901, Pittsburgh, Pa., filed a registration statement (File 2-20097) with the SEC on March 29th seeking registration of 100,000 shares of common stock, to be offered for public sale by Johnston, Lemon & Co., Southern Building, Washington, D. C. The public offering price (maximum $15 per share*) and underwriting terms are to be supplied by amendment. The company has sold to the underwriter 12,000 common shares at $9.40 per share.

The company (1) conducts, on a contract basis, a wide variety of research and development programs utilizing radioactive tracers and radiation; (2) performs, on a contract basis, fallout measurement and other testing programs involving precision radioactivity measurements and data interpretation; (3) provides on a continuing basis, a number of specialized services involving radioactivity measurements; (4) produces and sells a selection of radioactive isotopes, calibrated standards and radioactive sources, as well as compounds labelled with radioactive isotopes; and (5) provides consulting and radiation measurement services for clients concerned with the protection of their personnel against radiation hazards. Of the net proceeds from the stock sale $200,000 will be used to acquire facilities and equipment needed for expanding radioisotope production operations, and for increased production and sale of compounds labelled with radioactive isotopes; $80,000 to prepay all presently outstanding bank loans and to invest approximately $100,000 of additional capital in Hazleton-Nuclear Science Corporation, a subsidiary, $300,000 for the design and equipment of new laboratories and the construction of associated facilities, and the balance will be added to working capital.

In addition to certain indebtedness, the company has outstanding 252,451 shares of common stock, of which H. Grady Gore, a director, and Atlantic Research Corporation own 24% and 12%, respectively, and management officials as a group 41%. Arch C. Scurlock is board chairman and Ronald A. Brightsen is president.

SEAWAY FOOD TOWN FILES FOR SECONDARY. Seaway Food Town, Inc., 1514 S. Detroit St., Toledo, Ohio, filed a registration statement (File 2-20098) with the SEC on March 29th seeking registration of 125,056 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by McDonald & Company, 1250 Union Commerce Bldg., Cleveland. The public offering price (maximum $12 per share*) and underwriting terms are to be supplied by amendment. The statement also includes (1) 10,000 outstanding shares to be offered by the selling stockholders initially to employees at the public offering price (less underwriting discounts), and (2) 10,000 outstanding shares to be sold by one of the selling stockholders to Carroll W. Cheek, a director, at the public offering price (less underwriting discounts).

The company operates 14 food stores of the supermarket type, including nine in the greater Toledo area. The company has plans to open three more in 1962. It has outstanding 415,674 shares of common stock (after giving effect to a recent recapitalization whereby such shares were issued in exchange for the 23,093 shares then outstanding), of which Wallace D. Iott, board chairman and president, Joseph H. Altschuller, Paul Pope and Franklin A. Ulrich, vice presidents, and Thomas E. Swinghammer, asssistant secretary-treasurer, own 93,744, 93,878, 88,758, 77,544 and 31,464 shares, respectively. They propose to sell 11,403, 93,878, 8,875, 7,754 and 3,146 shares, respectively.

IOWA SOUTHERN UTILITIES FILES FOR STOCK OFFERING. Iowa Southern Utilities Company, 300 Sheridan Ave., Centerville, Iowa, filed a registration statement (File 2-20100) with the SEC on March 29th seeking registration of 75,000 shares of common stock, to be offered for public sale through underwriters headed by A. G. Becker & Co., 120 South La Salle Street, Chicago. The public offering price (maximum $50 per share*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the business of generating, purchasing and distributing electrical energy for light, heat and power and purchasing and distributing natural gas, in southern and southeastern Iowa. The net proceeds from the stock sale will be applied initially to retire $700,000 of bank loans incurred to finance part of its construction program, and the balance, together with other funds, will be used to finance such construction program until the early part of 1964. The company presently estimates that additions and improvements to its system for the period January 1962 to December 1963 will cost about $7,300,000. In addition to certain indebtedness and preferred stock, the company has outstanding 843,937.1 shares of common stock, of which management officials as a group own 2,127 shares. H. L. Mann is board chairman and Robert W. Greenleaf is president.

MICHAEL BRUCE DISTRIBUTORS PROPOSES OFFERING. Michael Bruce Distributors, Inc., 1101 Albany Ave., Hartford, Conn., filed a registration statement (File 2-20106) with the SEC on March 29th seeking registration of 100,000 shares of common stock, to be offered for public sale at $5 per share through underwriters headed by Gianis & Co. Inc. (44 Wall St., New York) which will receive a commission of $.625 per share. Also included in the statement are (1) 5,000 shares underlying five-year warrants to be issued to Gianis & Co. for $50, exercisable initially at $5.25 per share; and (2) 10,000 shares sold by the company's president to Gianis & Co. for $9,518.

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The company is engaged in the retail discount merchandising business, operating eleven lease departments in self-service discount department stores in Connecticut, New Jersey, Rhode Island, Massachusetts and New York. It also operates one retail discount store in Hartford and has contractual arrangements with two franchised operations using the name of the retail discount store, Consumers Sales. Of the net proceeds of the stock sale, $19,000 will be used to retire debentures and the balance for working capital to open new retail outlets and for current operations. The company now has outstanding 270,000 common shares, of which Bernard S. Glassman, president, owns 80.5% and Alfred Sieffert, executive vice president, 14.8%.

ROBLIN-SEAWAY INDUSTRIES PROPOSES DEBENTURE OFFERING. Roblin-Seaway Industries, Inc., 101 East Avenue, North Tonawanda, N. Y., filed a registration statement (File 2-20107) with the SEC on March 29th seeking registration of $1,000,000 of 6% Convertible Subordinated Debentures due 1982, to be offered for public sale at 100% of principal amount. The underwriters, headed by Brand, Grumet & Seigel, Inc., of 49 W. 33d St., New York, will receive a commission of 7%. Also included in the statement are (1) 30,000 Class A shares underlying five-year warrants sold to the underwriters for $300 (exercise price to be supplied by amendment) and (2) 30,000 Class A shares purchased at 10¢ per share by the principal underwriter and three others in connection with an April 1961 underwriting.

The company was organized in December 1960 and in April 1961 consolidated with Roblin, Inc., and Seaway Steel Corporation. Its business of Roblin is the purchase and sale of scrap steel and other ferrous and non-ferrous metals. Seaway operates a rolling mill which produces bars, rods and other shapes of steel and nickel. The company owns all the stock of a stevedoring business, two demolition contractors and a lessor of demolition equipment. Proceeds of the debenture sale will be added to general funds of the company and will be available for its general corporate purposes (including plant additions), included increased working capital. In addition to certain indebtedness, the company has outstanding 301,646 Class A shares and 332,787 common shares. Management officials as a group (including Daniel A. Roblin, Jr., president and board chairman) own about 3.7% of the Class A and 27.8% of the common.

BROOKS INSTRUMENT SHARES IN REGISTRATION. Brooks Instrument Company, Inc., 407 West Vine St., Hatfield, Pa., filed a registration statement (File 2-20108) with the SEC on March 29th seeking registration of 65,000 outstanding shares of common stock. Of this stock, 40,000 shares were issued in May 1961 to George K. Porter, Sr., a vice president, for all the outstanding stock of George K. Porter, Inc., a precision fabricator of items made from glass tubing, rods and other forms of industrial glass. The remaining 25,000 shares are owned by the Stephen A. Brooks Trust (which holds an aggregate of 141,506 shares). These 65,000 shares may be sold from time to time at prevailing market prices. The company has outstanding 717,823 common shares. Douglas N. Brooks, president, owns 46,525 shares and Nelson S. Brooks, senior vice president, 47,881; and each has a 50% beneficial interest in the Trust. The company is a manufacturer of variable area flow meters, generally called "rotameters."

UNION CARBIDE FILES INCENTIVE PLAN. Union Carbide Corporation, 270 Park Ave., New York, filed a registration statement (File 2-20109) with the SEC on March 29th seeking registration of 70,350 shares of capital stock, to be offered to certain officers and employees under the company's Incentive Plan.

UNION CARBIDE FILES SAVINGS PLAN. In a separate statement (File 2-20110) filed March 29th, Union Carbide seeks registration of $31,000,000 of interests in its Savings Plan for Employees, together with 50,000 underlying shares of stock.

COUSINS PROPERTIES FILES FINANCING PROPOSAL. Cousins Properties Inc., 905 Fifteen Peachtree Bldg., Atlanta, Ga., filed a registration statement (File 2-20111) with the SEC on March 29th seeking registration of $1,000,000 of 6½ Subordinated Debentures due 1972, 60,000 shares of common stock, and warrants to purchase 20,000 common shares. It is proposed to offer these securities in units, each consisting of a $100 debenture, 6 shares and a warrant to purchase 2 shares and at a maximum offering price of $140 per unit.* The public offering price and underwriting terms are to be supplied by amendment. The underwriters are McDonnell & Co. Inc., of 120 Broadway, New York, and Wyatt, Neal & Waggoner of the First National Bank Building in Atlanta.

The company is engaged in residential real estate development. Of the net proceeds of this financing $347,142 will be used to discharge indebtedness incurred in the acquisition of minority stock interests in subsidiaries; and the balance will be added to general funds available for general corporate purposes and for application against outstanding indebtedness. In addition to certain indebtedness, the company has outstanding 181,000 common shares, of which 75% is owned by Thomas G. Cousins, president, and 100% by management officials as a group. The book value of outstanding shares was $2.05 on December 31, 1961.

HANOVER EQUITIES SHARES IN REGISTRATION. Hanover Equities Corporation, 60 East 56th St., New York, filed a registration statement (File 2-20112) with the SEC on March 29th seeking registration of 1,978,032 shares of Class A stock, to be offered in exchange for interests in various limited partnerships and corporations, and other interests (estimated offering price, $13 per share*). Also included in the statement are (1) 400,000 Class A shares ($10 maximum*) and 133,334 Class A stock purchase warrants, which will be offered in units (amounts not stated) for cash sale to persons to whom the exchange offer is to be made; and (2) 200,000 Class A shares which may be offered from time to time in connection with future acquisitions of property. Unsubscribed units of Class A shares and warrants will be offered for public sale through underwriters (names to be supplied by amendment).

The company was organized in February 1962 under Delaware law by Arthur G. Cohen, board chairman, and Eugene L. Colman, president, to engage in general real estate and related businesses. It intends to organize or acquire a small business investment company. If all the proposed transactions are consummated, the company would have interests in twenty properties, including twelve apartment buildings, five garden

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apartment developments, one office building and two motels. If the exchange offer is consummated, Cohen and Colman will receive 440,000 Class A shares in exchange for certain interests. After giving effect to all the proposed transactions, the company will have outstanding some $31,367,850 of mortgages and other long term debt, 2,404,606 Class A shares, and 620,500 Class B shares. The Class B shares, sold at 15¢ per share, are held in the amount of 370,000 shares by Cohen and 195,000 by Colman.

HEARTLAND DEVELOPMENT PROPOSES OFFERING. Heartland Development Corp., 40 Beaver St., Albany, N. Y., filed a registration statement (File 2-20113) with the SEC on March 28th seeking registration of 23,300 shares of 5% Convertible Preference Stock, to be offered for sale, without underwriting, at its $12 per share par value, to common stockholders at the rate of one preferred share for each ten common shares held. Any unsold shares will be offered for public sale. The company is engaged primarily in the ownership, operation and management of real estate, its largest property being the five-story Heartland Building in Albany and an adjacent five-story unimproved loft building. Net proceeds of this financing will be added to general funds and used, in part, to reduce corporate loans. In addition to its indebtedness and preferred stock, the company has outstanding 233,000 common shares, of which management officials own less than 1%. Prentice J. Rodgers is president and Alfred I. Schimpf board chairman.

HOUSE OF KOSHU PROPOSES OFFERING. House of Koshu, Inc., 129 South State St., Dover, Del., filed a registration statement (File 2-20114) with the SEC on March 29th seeking registration of 75,000 shares of Class A common stock, to be offered for public sale at $5 per share. A $.625 per share commission is payable to the underwriters, headed by P. J. Gruber & Co. Inc. Also included in the statement are (1) 10,000 shares underlying five-year warrants to be sold to the Gruber firm at 1¢ per warrant, exercisable at $5.50 per share; (2) 15,000 Class A shares heretofore sold to an affiliate of the Gruber firm in November 1961 at 50¢ per share in consideration of certain services; and (3) 10,000 Class A shares and warrants to purchase an additional 10,000 ClassA Shares to be sold to George R. Beidner and Martin Kane (at 50¢ per share and 5¢ per warrant, exercisable at $5.50 per share) to induce them to loan the company $80,000. In addition, Beidner bought 20,500 Class B shares at 25¢ per share.

The company was organized under Delaware law in October 1961. In February 1962 it agreed to issue 82,500 Class B shares in exchange for all the assets of Lou Lamishaw & Associates, Inc., subject to its liabilities. Associates since October 1961 was and the company now is engaged in the business of importing and selling liqueurs, cordials and other alcoholic beverages in the United States. Operations have resulted in an $8,500 loss. Of the net proceeds of this offering, $129,000 will be used to repay loans made by Beidner, Kane and others, and the balance for advertising, additional inventory and working capital.

Of the 103,000 outstanding Class B shares, 42.8%, 20.1% and 14.8%, respectively, is held by Louis Lamishaw, president, Beidner and Albert Blank. According to the prospectus, the shareholders of Associates acquired their shares in Associates for a total dollar investment of $33,750 and will hold 40.6% of the outstanding company stock, while purchasers of the Class A stock will pay $450,000 for a 44.3% interest.

MILES LABORATORIES FILES STOCK PLAN. Miles Laboratories, Inc., 1127 Myrtle St., Elkhart, Ind., filed a registration statement (File 2-20115) with the SEC on March 28th seeking registration of 432,426 common shares, issuable under its Restricted Stock Option Plan. The stock being registered represents the 94,142 shares registered in June 1960 plus 50,000 shares authorized by later amendment, both figures multiplied by three on account of a three-for-one stock split in January 1962.

UNION ELECTRIC GRANTED EXEMPTION. The SEC has issued a decision and order exempting Union Electric Company, of St. Louis, from the Holding Company Act (Release 35-14615). The Commission ruled that Union was "predominantly a public-utility company" and as such qualifies for exemption from the Act.

Union is both a holding and operating company. It engages in the generation, distribution and sale of electricity in Missouri, Illinois and Iowa, sells natural gas in one locality in Illinois and furnishes steam heating service in a section of St. Louis. Its subsidiaries are Missouri Power & Light Company and Missouri Edison Company, Missouri corporations primarily engages in electric and gas utility operations. Union also owns 40¢ of the capital stock of Electric Energy, Inc., which produces electric energy in Illinois primarily for an installation of the Atomic Energy Commission near Paducah, Ky. The balance of the stock of EEI is owned by three other utility companies; and the four stockholder companies purchase the energy produced by EEI in excess of the AEC contractual requirements.

Since the operations of Union are confined to the state of its organization (Missouri) and contiguous states, a determination whether Union qualifies for an exemption from the Holding Company Acts rests on the question whether it is "predominantly a public-utility company." Aside from its interest in EEI, the Commission states, Union would clearly satisfy that test. EEI is obligated to supply to the Paducah installation 735,000 kw of firm power until July 1978, representing about 75% of the rated capacity of EEI's generating station. The balance of EEI's electric power is available to the stockholder companies in proportion to their respective stock investments in EEI, and they are obligated to purchase such power. The Commission stated that EEI does not itself sell electricity to private consumers of the type the Act is designed to protect and does not have any securities outstanding in the hands of public investors. As far as the interests of Union's own consumers and security holders are concerned, the impact of EEI's operations stems primarily from such of its activities as are not attributable to supplying energy to the AEC. In view of these and other considerations, the Commission stated, "In evaluating whether Union's own utility operations predominate . . . EEI's activities attributable to meeting its share of AEC's requirements . . . should not affect Union's ability to qualify for an exemption . . . Accordingly in comparing Union and its subsidiaries we have included as part of the utility operations and assets of the subsidiaries only such portion of EEI's activity as pertains to its non-AEC production."

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Based upon its comparison (on the foregoing basis) of the utility operations and assets of the subsidiaries of Union with those of Union itself, the Commission concluded that Union is predominantly a public utility company and thus qualifies for exemption from the Holding Company Act.

BROAD STREET INVESTING SEEKS ORDER. Broad Street Investing Corporation, New York investment company, 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 the cash and securities of Inland Investors, Inc.; and the Commission has issued an order (Release IC-3460) giving interested persons until April 16th to request a hearing thereon. Inland has about 700 shareholders; and its cash and securities approximated $9,044,000 as of January 12, 1962. Sale of its assets to Broad Street Investing is subject to approval by holders of two-thirds of Inland's issued and outstanding stock.

NATIONAL INVESTORS PURCHASE CLEARED. The SEC has issued an order under the Investment Company Act (Release IC-3459) permitting National Investors Corporation, New York investment company, to issue its shares at their net asset value for substantially all the cash and securities of Munasca, Inc.

SEC COMPLAINT NAMES FAIRFAX INVESTMENT. The SEC Washington Regional Office announced March 29th (Lit-2220) the filing of a complaint in Federal court (USDC DC) seeking to enjoin Fairfax Investment Corporation, Washington, D. C., from further violations of the Commission's Net Capital Rule and the appointment of a receiver for the defendant corporation. Claude V. Warren and John D. Zekan also named as defendants. Court entered temporary restraining order and reserved decision on question of receiver.

SEC COMPLAINT NAMES WHIFFEN ESTATE. The SEC Fort Worth Regional Office announced March 29th (Lit-2223) the filing of a Federal court complaint (USDC, Dallas) seeking to enjoin further sale of oil and gas interests by Whiffen Estate Incorporated of Dallas in violation of the Securities Act registration requirement. Also named as defendants were R. A. Graddy, Ralph H. Roach, William A. Driscoll and Jack N.Kirksmith.

HUNT FOODS SHARES IN REGISTRATION. Hunt Foods and Industries, Inc., 1645 West Valencia Drive, Fullerton, Calif., filed a registration statement (File 2-20116) with the SEC on March 29th seeking registration of 286,896 shares of common stock. On February 28, 1962, W. P. Fuller & Co. was merged into Hunt Foods, whereupon 394,210 shares of Hunt Foods common stock were issued to the Fuller stockholders. An aggregate of 286,896 shares were issued to 97 holders of Fuller stock who, according to the prospectus, are unwilling to represent that the acquired such stock for investment. All or part of the shares may be sold from time to time by such stockholders on the New York Stock Exchange or otherwise, at prevailing market prices. Hunt Foods is principally engaged in the processing, packaging and distribution of a variety of food and grocery products. At December 31, 1961, prior to its merger with Fuller and Harbor Plywood Corp., it had outstanding 4,656,218 common shares. Fuller was engaged in processing, manufacturing, distributing and selling paints, varnishes, and related products. The W. P. Fuller family owned 525,096 shares (69.93%) of its outstanding stock.

ARDE INC. FILES FOR OFFERING AND SECONDARY. Arde Inc., Paramus, N. J., filed a registration statement (File 2-20117) with the SEC on March 30th 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 McDonnell & Co., of 120 Broadway, New York. Of this stock, 80,000 shares are to be offered for sale by the company and 20,000, being outstanding stock, by the holders thereof. The public offering price (maximum $8.50 per share*) and underwriting terms are to be supplied by amendment. Also included in the statement are 7,500 shares underlying five-year warrants sold at 1¢ each to the McDonnell firm, exercisable at a price to be supplied by amendment.

The company is engaged in research, development and engineering work, principally under contracts relating to components for missile and space vehicle rocket engines and various other defense and Government projects which require the application of advanced engineering skill and experience. Through a 50% owned company, it also participates in the manufacture of components for solid fuel rocket engines. Substantially all revenues are derived from government contracts. Of the net proceeds of the sale of additional stock by the company, $300,000 will be applied to the repayment of bank loans incurred for working capital requirement, $100,000 for additional equipment, laboratories and research facilities, and the balance for working capital and other corporate purposes. The company has outstanding 328,320 common shares, of which 51,520 shares each are owned by Eliot Brunnel, president, and five other officials. Each proposes to sell 3,236 shares; and 584 shares are to be sold by one other stockholder.

SECURITIES ACT REGISTRATIONS. Effective April 3: Baxter Laboratories, Inc. (File 2-19654 and 2-19973); Brunswig Drug Co. (File 2-19631); City of Oslo (File 2-19914); Coral Ridge Properties, Inc. (File 2-19747); David & Dash, Inc. (File 2-19195); Famous Artists Schools, Inc. (File 2-19780); First Lincoln Financial Corp. (File 2-19685); General Motors (File 2-19949 and 2-19950); Hughes Corporation (Name to be changed to Printing Corporation of America) (File 2-19558); London House Associates (File 2-18841); Miller Bros. Hat Co., Inc. (File 2-19474 and 2-20014); Shenk Industries, Inc. (File 2-19362); Thomasville Furniture Industries, Inc. (File 2-19636); Tokyo Shibaura Electric Co., Ltd. (File 2-19437); Zenith Laboratories, Inc. (File 2-19332). Withdrawn April 3: Kraft Planned Homes, Inc. (File 2-19460).

*As estimated for purposes of computing the registration fee.

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