

NEWS DIGEST

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

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STANDARD OIL FILES STOCK PLAN. Standard Oil Company, 30 Rockefeller Plaza, New York, filed a registration statement (File 2-19322) with the SEC on November 20th seeking registration of 3,000,000 shares of capital stock, to be offered pursuant to its Second Incentive Stock Option Plan for Executives.

CONTINENTAL INDUSTRIAL ELECTRONICS FILES FOR STOCK OFFERING. Continental Industrial Electronics Corp., 2724 Leonis Blvd., Los Angeles, filed a registration statement (File 2-19323) with the SEC on November 21st seeking registration of 200,000 shares of common stock, to be offered for public sale at \$2.50 per share. The offering will be made through underwriters headed by Amos Treat & Co., Inc., which will receive a 30 cents per share commission and \$12,000 for expenses. The statement also includes 17,500 shares sold to Amos S. Treat and 2,500 shares to Allen I. Rosenberg, a director, as a finder's fee, all at 10 cents per share.

The company was organized under Delaware law in October 1961 for the purpose of acquiring the assets and assuming the liabilities of Continental Electronics Corp. of California, organized in 1955. It is engaged in the development, engineering, manufacturing and sale of industrial and government special purpose cathode ray tubes and in the manufacture and sale of commercial television picture tubes for use primarily in the replacement market. The net proceeds from the stock sale will be used in part (\$120,000) to reduce existing bank loans; to repay the \$127,576 balance of a loan by Charles Thal, an officer; to purchase additional equipment to enable the company to produce certain components for its cathode ray tubes and to obtain qualification for certain military type tubes, and to increase its productive capacity; for certain expenditures for advertising to the industry; to finance additional research work; and for general corporate purposes, basically to increase inventories of raw materials and to reduce accounts payable.

In addition to certain indebtedness, the company has outstanding 240,000 shares of common stock, of which Thal, secretary-treasurer, owns 83.3% and management officials as a group 93%. Thal received such shares in exchange for his holdings or all of the outstanding stock of the predecessor company. Meier Sadowsky is president. The prospectus states that the company has a capital deficiency, and the public in paying \$2.50 a share will immediately suffer a substantial dilution of book value.

GOTHAM INVESTMENT FILES FOR STOCK OFFERING. Gotham Investment Corporation, 1707 H Street, N. W., Washington, D. C., filed a registration statement (File 2-19324) with the SEC on November 21st seeking registration of 100,000 shares of common stock, to be offered for public sale at \$6 per share. The offering will be made on a best efforts basis by Rouse, Brewer, Becker & Bryant, Inc., which will receive a 60 cents per share selling commission.

The company was organized under Maryland law in October 1961 as successor to a Delaware company of the same name which had been engaged in the business of real estate investments since 1955. The company owns improved and unimproved real estate and interests therein and notes secured by real estate mortgages and deeds of trust. It proposes to continue to engage in such business. The \$515,000 estimated net proceeds from the stock sale will be added to general funds and will be available for working capital and for other general corporate purposes.

In addition to certain indebtedness, the company has outstanding 209,654 shares of common stock (issued on a 2-for-1 basis for all of the 104,827 outstanding shares of the predecessor), of which management officials as a group hold of record 25% and beneficially 3.2%. Among the liabilities of the predecessor company assumed by the company were \$217,050 of 6% convertible debentures maturing December 31, 1961, convertible into an aggregate of 86,820 shares. Upon conversion of debentures held by management officials as a group, they will own an additional 19,040 shares of record and 14,800 shares beneficially. Samuel R. Dweck is president.

KINE CAMERA FILES FOR STOCK OFFERING. Kine Camera Company, Inc., 889 Broadway, New York, filed a registration statement (File 2-19326) with the SEC on November 21st seeking registration of 75,000 shares of common stock, to be offered for public sale at \$5 per share. The offering will be made on an agency "all-or-nothing" basis by Underhill Securities Corporation, which will receive a 60 cents per share commission and \$10,000 for expenses. The statement also includes (1) 7,500 shares underlying a one-year option to be granted to the underwriter and 2,750 shares underlying a like option to be granted to Saul Kampf, the finder, both exercisable at 10¢ per share, (2) 7,500 shares underlying a four-year option granted to the underwriter and 2,500 shares underlying a like option to be granted to the finder, exercisable at from \$5.50 to \$7 per share (all such options subject to the sale of all the shares to the public), and (3) 9,000 shares underlying four-year restricted stock options granted to Julius Pfeiffer, president, exercisable at from \$5.50 to \$7 per share.

The company is engaged in importing 35 mm cameras, movie cameras, binoculars and photographic accessory equipment from Japan and distributing such items in the United States. In November 1961, the company acquired all the outstanding shares of Petri Camera Company, Inc., Trans American Trading Corporation and Taron Camera Co., Inc., New York companies, the former two having been wholly owned by Pfeiffer. The \$295,000 estimated net proceeds from the stock sale will be used to repay a factor and to release accounts receivable pledged, for advertising and promotion, and for working capital, including financing of letters of credit.

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Pursuant to a recapitalization in August 1961, holders of all of the then outstanding stock and certain company notes totalling \$83,844.36 exchanged such holdings for the 102,300 presently outstanding common shares of the company. In November, Pfeiffer exchanged 600 of the old shares, all of the outstanding shares of the said two subsidiaries, and loans to the company aggregating \$19,704.36 for 74,848 new common shares. He presently owns 85,120 shares (83.2%) and management officials as a group 93,509 shares (91.4%).

MITRON RESEARCH & DEVELOPMENT FILES FOR OFFERING AND SECONDARY. Mitron Research & Development Corporation, 899 Main Street, Waltham, Mass., filed a registration statement (File 2-19327) with the SEC on November 21st seeking registration of 130,000 shares of common stock, to be offered for public sale at \$3 per share. The offering will be made through underwriters headed by Stanley Heller & Co., which will receive a 36¢ per share commission and \$20,000 for expenses. The statement also includes (1) 153,000 outstanding shares to be offered for public sale by the holders thereof from time to time (beginning 90 days after completion of the stock sale by the company) at prices not in excess of those prevailing in the over the counter market, and (2) 10,000 shares underlying three-year options sold to the underwriter for \$1, exercisable at \$3 per share. The 153,000 outstanding shares were sold by the company at \$1 per share to some 19 persons, including 12,500 shares to the underwriter.

Organized under Delaware law in May 1961, the company is engaged in research in an effort to develop new materials, new methods and techniques for materials fabrication and to develop and design products and devices resulting from research efforts initiated by the company to meet advancing engineering specifications of the electronic, nuclear and space industries. It also offers a service in economic studies and technological analyses of materials, processes, products and manufacturing operations. All of the company's projects are in the laboratory stage. The \$300,000 estimated net proceeds from the stock sale will be used in the development of projects including a microstage furnace, an electronic crystal orientation device, a high temperature X-ray camera, a portable friction weld unit, a portable metal powder spray unit, plastic-metal powder combinations and inorganic compounds for lubrication service; and the balance will be used for general corporate purposes.

The company has outstanding 353,000 shares of common stock (with a book value of about 50¢ per share), of which Marvin H. Frank, president, Howard L. Levingston, a vice president, and Joseph Ganz, secretary-treasurer, own 60,000 shares each, and management officials as a group 200,000 shares. Management officials purchased said 200,000 shares for an aggregate of \$24,000. The list of selling stockholders, in addition to the underwriter, includes J. E. Bayard & Co., Inc., which also proposes to sell 12,500 shares, and others who propose to sell amounts ranging from 3,000 to 10,000 shares.

ARWOOD FILES FOR OFFERING AND SECONDARY. Arwood Corporation, 321 West 44th Street, New York, filed a registration statement (File 2-19325) with the SEC on November 21st seeking registration of 230,000 shares of common stock, of which 110,000 shares are to be offered for public sale by the company and 120,000 shares, being outstanding stock, by the holders thereof. Bears, Stearns & Co. heads the list of underwriters. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of investment castings made to customer specification and design. It is the successor through mergers in 1960 to the businesses of three investment casting concerns. Investment casting is essentially the process of producing metal parts of complex shape to close tolerances by making a wax reproduction of the object, surrounding the wax reproduction with a ceramic mold (or "investment"), removing the wax and pouring molten metal into the mold cavity so created. Net proceeds from the company's sale of additional stock will be applied to improving and equipping a plant in Cleveland which is presently inactive.

In addition to certain indebtedness and preferred stock, the company has outstanding 770,000 shares of common stock, of which Rawson L. Wood, board chairman, and Mertronics Corporation own 298,646 and 150,000 shares, respectively, and propose to sell 20,000 and 100,000 shares respectively. Management officials as a group own 42.3% of the company's outstanding stock. William I. Matthes is president.

SOUTHWESTERN STATES TELEPHONE FILES STOCK PLAN. The Southwestern States Telephone Company, 300 Montgomery Street, San Francisco, today filed a registration statement (File 2-19328) with the SEC seeking registration of 40,000 shares of common stock, to be offered pursuant to its Stock Option Plan for Executives and Key Employees.

CALIFORNIA WATER & TELEPHONE FILES STOCK PLAN. California Water & Telephone Company, 300 Montgomery Street, San Francisco, today filed a registration statement (File 2-19329) with the SEC seeking registration of 75,000 shares of common stock, to be offered pursuant to its Stock Option Plan for Executives and Key Employees.

RALPH SAUL NAMED TO SPECIAL STUDY. SEC Chairman Cary today announced the appointment of Ralph S. Saul to the position of Associate Director of the Special Study of Securities Markets authorized by Public Law 87-196 of September 5, 1961. Mr. Saul joined the Commission's staff in August 1958 and has since served as Associate Director of the Division of Trading and Exchanges. For the past two months he has been actively engaged in planning for the Special Study. Mr. Saul received his law degree from Yale Law School in 1951. Thereafter, he engaged in the private practice of law in New York, served as assistant counsel in the Office of Counsel to the Governor of New York, and served on the legal staff of Radio Corporation of America.

SECURITIES ACT REGISTRATIONS. Effective November 22: American Variety Stores, Inc. (File 2-18811); Barber Oil Corp. (File 2-18347); Jefferson Counsel Corp. (File 2-17713); Lincoln Liberty Life Insurance Co. (File 2-18894); The Pavelle Corp. (File 2-18726); Royal Land & Development Corp. (File 2-18627); Star Market Co. (File 2-18901). **Withdrawn November 22:** Cosmetically Yours, Inc. (File 2-18735). **Effective November 21:** Metropolitan Telecommunications Corp. (File 2-18897).