

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 January 20, 1959

SWIFT & CO. FILES STOCK OPTION PLAN

Swift & Company, Chicago, filed a registration statement (File 2-14692) with the SEC on January 19, 1959, seeking registration of 171,525 shares of common stock, deliverable only upon exercise of options to purchase common stock of the company, which options have been issued by the company, without cash consideration, to eligible officers and other management employees of the company and its subsidiaries pursuant to the Stock Option Plan of Swift & Company.

WM. HILTON INN FILES FOR OFFERING

The William Hilton Inn Company and The William Hilton Trust, Hilton Head Island, South Carolina, filed a registration statement (File 2-14693) with the SEC on January 19, 1959, seeking registration of \$600,000 of Trust Participation Certificates, 9,000 shares of Class A Common Stock, (non voting), and 1,050 shares of Class B Common Stock (voting). It is proposed to make a public offering of 600 units, each consisting of 10 Certificates (\$100 face amount), 15 Class A shares, and 1 Class B share, at an offering price of \$1,160 (\$1,000 for the certificates, \$10 per share for the Class A stock and \$10 per share for the Class B stock). The offering is to be underwritten by a group of underwriters headed by The Johnson, Lane, Space Corporation, for which a commission of 10% is to be paid. The remaining 450 Class B shares will be sold by the underwriter at \$10 per share to the holder of the First Mortgage.

William Hilton Inn was organized under Georgia law on January 5, 1959. The company will be duly qualified by the proper authorities of South Carolina to do business in that State. The William Hilton Trust was created by a Declaration of Trust under the laws of South Carolina, executed by The South Carolina National Bank, on January 9, 1959. The Company was organized to purchase an ocean front tract of land on Hilton Head Island, South Carolina, and to construct thereon and equip a deluxe 80-unit resort motor hotel complete with swimming pool and other facilities to be called The William Hilton Inn. The Trust was created to own the completed Inn and to lease it to the Company. A toll bridge connecting the Island with the mainland was opened in 1956.

The company will use the net proceeds to it from the sale of its stock, together with bank borrowings, to purchase from The Sea Pines Plantation Company a tract of approximately 3 acres of ocean front property on Hilton Head Island, to construct the Inn, purchase all furniture, fixtures and equipment necessary to operate the Inn and to provide necessary working capital (and to reimburse Sea Pines Plantation for some \$20,000 of costs advanced by it). Total construction and related costs are estimated at approximately \$717,800. Upon completion of the construction and the purchase and installation of furniture, fixtures and equipment, the company intends to give a First Mortgage on the properties in the amount of \$275,000 for loans in that amount to be made by a South Carolina financial institution. When the improvements are completed and the furniture, fixtures and equipment purchased and installed, the company intends to consummate the First Mortgage Loan and to convey all of the company's assets, excepting only the Lease Agreement, cash and accounts receivable, if any, to the Trust, pursuant to a contract of purchase and sale between the Company and the Trust.

The net proceeds to the Trust will be invested in short term U. S. Government obligations until completion of the improvements, whereupon such securities will be converted into cash which

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will be paid to the company under the contract of purchase and sale. The completed Inn will be conveyed to the Trust which, as part of the purchase price, will assume the first mortgage loan. The company will satisfy the construction loan from the proceeds of the First Mortgage Loan and the proceeds of the sale to the Trust. The Purchase and Sale Agreement fixes the purchase price for the Inn properties at an amount equal to the total of the First Mortgage of \$275,000.00 and the net proceeds to the Trust from the sale of the Trust Participation Certificates (less a \$7,000.00 Debt Service Fund and certain expenses to the Trust in connection with its creation and the issuance, registration and the sale of the Certificates not exceeding \$32,000.00); further, it obligates the company to spend for the acquisition, construction, furnishing and equipping of the Inn an amount equal to the purchase price. Thereupon, all of said property will be the subject of a lease from the Trust, as Lessor, to the company, as Lessee.

The prospectus lists Les Myers of Concord, N. C., as board chairman and Charles E. Fraser of Hilton Head Island as president.

LOEB, RHOADES AND DOMINICK EXEMPTION REQUESTS GRANTED

The SEC has issued an order (Release IC-2820) exempting the New York firms of Carl M. Loeb, Rhoades & Co. and Dominick & Dominick from provisions of the Investment Company Act to the extent that the same may be applicable by reason of the judgment of the U. S. District Court (SDNY) of December 12, 1958, enjoining the two firms (along with Arvida Corporation) from offering Arvida stock for public sale unless a registration statement has been filed with the Commission. Section 9(a) of the Investment Company Act prohibits any person from serving as an officer, investment adviser, or underwriter of an open-end investment company if such person has been enjoined from engaging in or continuing any conduct or practice in connection with the purchase or sale of any security. Section 9(b) thereof permits the Commission to grant an application for exemption from such prohibition if the prohibition, as applied to any such person, is unduly or disproportionately severe or that the conduct of such person has been such as not to make it against the public interest to grant such an application.

MID-AMERICA MINERALS PROPOSES OFFERING

Mid-America Minerals, Inc., 500 Mid-America Bank Bldg., Oklahoma City, Okla., filed a registration statement (File 2-14694) with the SEC on January 19, 1959, seeking registration of 100 Units of Participations in Oil and Gas Fund (the "1959 Fund"), to be offered for sale at \$15,000 per unit. The offering will be made by the issuer and by Midamco, Inc., a wholly-owned subsidiary, as underwriter, on a "best efforts" basis, for which a \$100 per unit commission will be paid.

The 1959 Fund will consist of an undetermined number of oil and/or gas projects and the drilling of the first well on each such project. Each project will consist of working interests under one or more oil and gas leases on lands located in the United States. The 1959 Fund will acquire an undivided seventy-five per cent (75%) of all of Mid-America's working interests in each project offered as a part of the 1959 Fund except as to the drill-site location on each project, in which the fund will acquire one hundred per cent (100%) of Mid-America's working interest subject to the reservation by Mid-America of twenty-five percent (25%) of the net profits derived from the operations on the drill-site location.

Each participation will entitle the holder thereof to participate in his pro-rata part of each project made a part of the 1959 Fund. Proceeds derived from the subscription price of units will be deposited in segregated bank accounts established by Mid-America for such purpose and shall be held, managed and expended by Mid-America pursuant to the agreement between it and the respective subscribers. Mid-America will commit the projects, from time to time, project by project, making the 1959 Fund. The interest in the project to be acquired by the 1959 Fund will be offered to the Fund for 100% of Mid-America's costs in the project. Mid-America is designated as the operator.

Mid-America is the resulting corporation formed in February 1958 by consolidation of General Hydrocarbons Corporation and Hilseweck Minerals Corp. John W. Fisher is board chairman and John W. Nichols president.

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