

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)



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FOR RELEASE December 1, 1960

GEOCHRON LABORATORIES FILES FOR OFFERING. Geochron Laboratories, Inc., 24 Blackstone Street, Cambridge, Mass., filed a registration statement (File 2-17349) with the SEC on November 29, 1960, seeking registration of 150,000 shares of common stock, to be offered for public sale through a group of underwriters headed by Globus, Inc. and Ross, Lyon & Co., Inc. The public offering price and underwriting terms are to be supplied by amendment. The registration statement also includes 60,000 warrants to purchase a like amount of common shares, and 30,000 shares of common stock underlying 6% convertible notes which are to be converted by the holders thereof (a limited group, including Globus, Inc., management officials and employees of the underwriters, a broker-dealer, and wives of two other broker-dealers). Such securities may be sold privately or publicly in the over-the-counter market by the holders thereof.

The company was organized in Delaware in 1960 to operate a commercial geological laboratory, and is in the process of establishing a geochronology laboratory in Cambridge. Initially, the company proposes to furnish on a commercial basis determinations of the age in years of rock and mineral samples by potassium-argon isotope analysis. The net proceeds from the sale of new stock and from the private sale of securities, estimated at \$147,250, will be used to complete the acquisition, assembly and installation of its apparatus and for working capital.

In addition to certain indebtedness, the company has outstanding 70,000 shares of common stock, of which Robert J. Lemer, president, Harold W. Krueger and Richard O. Freedman, vice presidents, and S. Marc Altman, a director, own 17,500 shares each.

ALTAMIL FILES FOR SECONDARY. Altamil Corporation, 225 Oregon Street, El Segundo, Calif., filed a registration statement (File 2-17350) with the SEC on November 30, 1960, seeking registration of 251,716 outstanding shares of common stock, to be offered for public sale by the present holders thereof. No underwriting is involved.

The company, which is engaged in the manufacture and sale of large machined structural components and stainless steel honeycomb sandwich panels for use in high speed military and commercial aircraft and missiles, was incorporated in California in June, 1956. In 1957 the El Segundo Sales Co., Inc., and Aluminum Taper Milling Co., Inc., California corporations, were merged into the company, and Thermo Form Co., Inc., also a California corporation was merged into the company in 1959. On August 31, 1959, the company acquired the Twigg Industries Division of Pryor Manufacturing Co. During May 1960 the company purchased all the outstanding capital stock of Aluminum Forge Company, a California corporation. In addition to preferred stock, the company has outstanding 1,552,693 shares of common stock, of which 239,412 shares are owned by B. C. McDonald and Maurice Jones, Jr., Trustees for Mr. and Mrs. W. H. Brown, and 202,866 shares are owned by Huyler's. G. L. Canfield, board chairman, owns of record and beneficially 80,763 shares of the common stock of the company, and A. L. Schoellerman, president, owns of record and beneficially 18,325 shares.

The prospectus lists 22 selling stockholders, who propose to sell all of their holdings, including Allen & Co., which proposes to sell 100,170 shares, F. William Harder, who proposes to sell 28,500 shares, and Delaware Coach Company, which proposes to sell 25,000 shares.

SOUTHERN GULF UTILITIES FILES FOR SECONDARY. Southern Gulf Utilities, Inc., 7630 Biscayne Blvd., Miami, Fla., filed a registration statement (File 2-17351) with the SEC on November 29, 1960, seeking registration of 164,750 shares of common stock to be offered for public sale by certain selling stockholders. The shares being offered are either now outstanding or are reserved for issuance upon the exercise of warrants or conversion of notes and may be sold from time to time on the over-the-counter market at prevailing prices at the time of sale. The company will receive none of the proceeds from the proposed stock sale.

The company is engaged in the acquisition, construction, ownership and operation of water-treatment and sewage-disposal plants and water-distribution and sewage-collection systems, located in suburban areas outside the limits of various municipalities in Florida.

In addition to certain indebtedness, the company has outstanding 652,197 shares of common stock, of which Norman J. Davidson, president, owns 95,250 shares and proposes to sell 7,500 shares, and William Siegel, vice president, owns 91,920 shares and proposes to sell 7,500 shares. The prospectus lists 41 other selling stockholders who propose to sell holdings ranging from 100 shares to 20,000 shares.

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For further details, call WOrth 3-5526

TOI PHOTOLAB FILES FOR OFFERING. Town Photolab, Inc., 2240 Jerome Avenue, New York, filed a registration statement (File 2-17352) with the SEC on November 30, 1960, seeking registration of 150,000 shares of common stock, to be offered for public sale at \$4.00 per share through a group of underwriters headed by Michael G. Kletz & Co. The underwriters will receive an amount not to exceed \$18,000 for expenses and a 40¢ per share selling commission.

The company (formerly Town Service, Inc.) is in the business of processing and printing black and white and color photographic film and selling film, photographic equipment, accessories and supplies. The \$507,000 net proceeds from the stock sale will be used as follows: \$100,000 for additional advertising for direct mail film processing; \$100,000 for expanding and training sales personnel for the school portrait field; \$225,000 for the purchase of Kodachrome processing facilities during 1961; \$25,000 for the purchase of equipment to develop Ektachrome and Anscochrome transparencies; and the balance of \$57,000 for working capital and general corporate purposes.

The company has outstanding 426,000 shares of common stock, of which Albert Assael, board chairman, owns 160,000 shares, Abraham Saland, president, owns 145,000 shares, and management officials as a group own 334,500 shares.

The registration statement also covers 24,000 shares of common stock being registered on behalf of Michael G. Kletz, Sol Kalow, David Saland, Daniel Finkel, Paul Kayser, and Marvin Banbasset. These shares are not being offered for sale at this time but may be offered for public sale subject to the filing of a post-effective amendment to the registration statement. Of these 24,000 shares, 10,000 shares have been purchased from certain stockholders of the company by Michael G. Kletz at \$.50 per share. Mr. Kletz has the right to resell the 10,000 shares at a price not exceeding \$.50 a share to officers, employees, partners or associates and others or their nominees of the underwriter or any co-underwriter. Such shares may be publicly offered subject to the filing of a post-effective amendment. Similarly, Sol Kalow purchased 8,000 shares from the principal stockholders of the company. Messrs. Saland, Finkel, Kayser and Banbasset, each of whom owns 1,500 shares of common stock of the company, have also registered their stockholdings but such shares are not being offered for sale at this time.

AVNET ELECTRONICS SHARES IN REGISTRATION. Avnet Electronics Corp., 70 State Street, Westbury, Long Island, N. Y., filed a registration statement (File 2-17353) with the SEC on November 30, 1960, seeking registration of 505,561 shares of common stock. It is proposed to offer 144,446 shares of such stock to the former stockholders of British Industries Corporation in accordance with the terms of a consolidation of the two companies, at the rate of one share of Avnet for each 2½ shares of British Industries common stock held of record at the effective date of the consolidation. The rights are evidenced by transferable purchase warrants. Each warrant evidences the total number of rights to which the former British Industries shareholder is entitled, two rights for each share held. Five rights are required to subscribe for each share of stock. The purchase price is to be supplied by amendment. The remaining 361,115 shares represent shares of the company into which a like amount of outstanding shares of British Industries common stock are to be converted pursuant to the consolidation. No underwriting is involved.

Avnet is engaged in the business of assembling and distributing an extensive line of electrical connectors and in distributing transistors, diodes, capacitors and other items related to the electronics, communications, aircraft, missile, utility and business machine industries. It also assembles and makes available for sale its own electrical connector and cable testers. British Industries is engaged in the importation, manufacture and distribution of a diversified line of products principally in the electronics and high fidelity industry.

In addition to certain indebtedness, Avnet has outstanding 1,573,222 shares of common stock, of which Lester Avnet, president, owns 297,176 shares, Robert H. Avnet, board chairman, owns 317,595 shares, and Charles Avnet, vice president, owns 208,896 shares.

CITIES SERVICE - ARKANSAS FUEL TRANSACTIONS CLEARED. The SEC has issued an order under the Holding Company Act (Release 35-14320) authorizing the following proposed transactions by Cities Service Company, a registered holding company, and its subsidiary, Arkansas Fuel Oil Corporation: (1) the retirement by Arkansas of its outstanding \$11,000,000 principal amount of 3-1/2% sinking fund debentures due June 1, 1974, held by John Hancock Mutual Life Insurance Company, by prepayment at the principal amount thereof plus accrued interest to the date of prepayment; (2) the issuance and sale by Cities to John Hancock of \$11,000,000 face amount of 4-1/2% notes maturing serially on dates and in amounts corresponding to the Arkansas debenture sinking fund payments, with final maturity on June 1, 1974; (3) the loan by Cities to Arkansas of the proceeds of the notes, such proceeds to be used by Arkansas to retire the aforesaid debentures; and (4) to evidence such loan, the issuance by Arkansas to Cities of a note or notes aggregating \$11,000,000 face amount, bearing interest at 4-1/2% per annum and maturing January 1, 1963. The Commission's order also granted the request of Cities for an exception from the competitive bidding requirements of Rule 50 with respect to the issue and sale of the \$11,000,000 of notes.

The above transactions were proposed by Cities and Arkansas to facilitate the consummation of the plan for the elimination of the publicly-held interest in the common stock of Arkansas. This plan was approved by the Commission on July 14, 1960, and was ordered enforced by the United States District Court for the District of Delaware on September 2, 1960.

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REYNOLDS AND REYNOLDS FILES FOR SECONDARY. The Reynolds and Reynolds Company, 800 Germantown Street, Dayton, Ohio, today filed a registration statement (File 2-17354) with the SEC, seeking registration of 130,000 outstanding shares of Class A common stock, to be offered for public sale by the present holders thereof through a group of underwriters headed by H. M. Byllesby and Company and Grant-Brownell & Co. Of such stock, 13,000 shares will be reserved for sales to certain management officials and employees of the principal underwriters. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of both standardized and specialized business and accounting forms and systems, and allied products. In addition to certain indebtedness, the company has outstanding 986,000 shares of Class B common stock and 452,700 shares of Class A common stock. Richard H. Grant, Jr., board chairman, owns all of the outstanding Class B shares and 49,300 Class A shares, and proposes to sell 10,000 Class A shares. The Winters National Bank and Trust Company of Dayton holds, as trustee, 276,900 Class A shares and proposes to sell 70,000 shares, and Mrs. William H. Joyce, Jr. owns 106,500 Class A shares and proposes to sell 50,000 shares.

SUPER MARKET DISTRIBUTORS FILES FOR SECONDARY. Super Market Distributors, Inc., 39 Old Colony Ave., Boston, Mass., today filed a registration statement (File 2-17355) with the SEC, seeking registration of 200,000 outstanding shares of common stock, to be offered for public sale at \$5.00 per share by the present holders thereof through a group of underwriters headed by Clayton Securities Corporation. The principal underwriter will purchase from two of the selling stockholders a total of 12,000 shares at 10¢ per share and will resell 4,200 shares to Tucker, Anthony and R. L. Day, at its cost, as a finder's fee. In addition, the said selling stockholders have granted to the principal underwriter an option to purchase a total of 20,000 shares at \$6.00 per share until 1962. The underwriters will receive \$5,000 for expenses and a 50¢ per share selling commission.

The company and Super Market Distributors, Inc. of Springfield, a subsidiary, are wholesale distributors of non-food consumer items of merchandise to supermarkets. They set up departments in supermarkets for the display and sale of such items and they merchandise the departments with their own specially trained personnel. The company has outstanding 520,000 shares of common stock, of which David Knopping, president, owns 145,319 shares and proposes to sell 61,000 shares, Joseph L. Milhender, treasurer, owns 142,332 shares and proposes to sell 61,000 shares, and Milhender, as a trustee, holds 106,763 shares and proposes to sell 45,000 shares. In addition, Aaron H. Richard J., and Anne L. Knopping, children of David Knopping, own 33,666 shares each and propose to sell 15,000 shares each.

MUTUAL INVESTING FOUNDATION FILES FOR OFFERING. Mutual Investing Foundation (formerly Mutual Income Foundation), 246 North High Street, Columbus, Ohio, today filed a registration statement (File 2-17356) with the SEC seeking registration of 100,000 shares of beneficial interest in the MIF Fund and 1,000,000 shares of beneficial interest in the MIF Growth Fund. The purchase price of the shares will be their net asset value at the time of purchase plus a sales charge of 7½% of the public offering price.

The Foundation is an open-end investment company. Murray D. Lincoln is chairman of the board of trustees. The MIF Fund and MIF Growth Fund are managed and the investment of their assets supervised by Basic Economic Corporation, New York City. Heritage Securities, Inc., is the distributor for the Funds.

F. PAYSON TODD SENTENCED. The SEC Boston Regional Office announced on November 28 (LR-1845) that F. Payson Todd, doing business as The New England Counsellor, Rowley, Mass., had been sentenced (USDC Mass) to a term of six months imprisonment, three years probation and a fine of \$10,000. Execution of the jail term was suspended. Todd had previously entered a plea of nolo contendere to an indictment returned in April 1960 charging violations of the anti-fraud provisions of the Securities Act and the Investment Advisers Act.