

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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AMERICAN RESEARCH ACQUISITION CLEARED. The SEC has issued an exemption order under the Investment Company Act (Release IC-3995) permitting American Research and Development Corporation, Boston investment company, to purchase slightly over 10% of the stock of a European investment company, European Enterprise Development Company. The latter is to be organized under Luxembourg law to engage in substantially the same type of activities in Europe as those engaged in by American Research, namely, furnishing capital to companies engaged in the conduct or development of new enterprises, processes or products. American Research proposes to invest some \$250,000 in the European company, constituting less than 1% of its assets.

ZEAMAN - LANCER SECURITIES REVOKED. The SEC today announced a decision under the Securities Exchange Act (Release 34-7350) revoking the broker-dealer registration of Lance Zeaman, dba Lancer Securities, 92 Liberty St., New York, for violations of the Commission's record-keeping and financial reporting rules and refusal to produce his books and records for examination upon request. Zeaman failed to file an answer to the charges in the order authorizing the proceedings. Previously, in January 1964, the Commission suspended a Regulation A exemption with respect to a public offering of stock of Decorative Interiors, Inc., through Zeaman as underwriter, by reason of his failure to cooperate in an investigation of that offering.

AXE-HOUGHTON FUND, ET AL SEEK ORDER. Axe-Houghton Fund A, Inc., Axe-Houghton Fund B, Inc., and Axe Science Corp. (affiliated New York open-end, diversified investment companies) have applied to the SEC for an exemption order under the Investment Company Act with respect to their proposed acquisition of notes and warrants to purchase common stock of Helio Aircraft Corporation; and the Commission has issued an order (Release IC-3996) giving interested persons until July 6 to request a hearing thereon. According to the application, Fund A presently owns 10,000 shares of Helio's 430,555 outstanding common shares, Fund B owns 10,000 shares, and Axe Science owns 50,000 shares. They propose to acquire an aggregate of \$500,000 principal amount of Helio's 6% notes, due 1969, and warrants to purchase 100,000 shares of its common stock. The \$500,000 proceeds will be used by Helio to expand its operations for the production of a newly developed turbine powered aircraft.

SOUTHERN CO. SEEKS ORDER. The Southern Company ("Southern"), Atlanta registered holding company, Southern Services, Inc., a wholly owned service subsidiary of Southern, and Alabama Power Company, a public-utility subsidiary of Southern, have applied to the SEC for a further order under the Holding Company Act making permanent its 1962 temporary authorization with respect to the organization and conduct of business of Southern Services (and related sales and acquisitions of securities and other assets); and the Commission has issued an order (Release 35-15091) giving interested persons until July 6 to request a hearing thereon. In accordance with the Commission's order of December 31, 1962, Southern Services was transformed from a mutual service company (all of whose stock was owned by Alabama Power Company, Georgia Power Company, Gulf Power Company and Mississippi Power Company) to a wholly owned subsidiary of Southern. In addition, the Commission authorized the transfer of 21 officers and employees then on the payroll of Southern to Southern Services and permitted the service company to charge the costs of services performed by them to all associate companies on the basis of benefits conferred.

HERCULES MINES PROPOSES OFFERING. Hercules Mines Company of Nevada, 707 S. 4th St., Las Vegas, Nev., filed a registration statement (File 2-22519) with the SEC on June 15 seeking registration of 8,000,000 shares of common stock, to be offered for public sale at 5¢ per share. The offering is not underwritten. A 20% commission is payable to brokers who effect sales of shares.

The company is engaged in the exploration and development of mining properties. Net proceeds from its stock sale will be used for general operating expenses incurred in connection with exploration and possible development of its silver and related properties, and approximately \$14,000 will be used to discharge indebtedness. In addition to indebtedness, the company has outstanding 4,443,500 common shares, of which management officials as a group own approximately 26% (600,000 shares were issued to William R. Noack, president, in satisfaction of \$15,000 of claims he had against the company, and 50,000 shares were issued to the secretary for services rendered).

ESGRO PROPOSES OFFERING. Esgro, Inc., 1622 N. Highland Ave., Los Angeles, filed a registration statement (File 2-22521) with the SEC on June 17 seeking registration of 148,000 shares of common stock, to be offered for public sale through underwriters headed by Paine, Webber, Jackson & Curtis, 204 W. 7th St., Los Angeles. The public offering price (\$11.25 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is primarily engaged in the operation of leased departments (located in White Front Stores) for the retail sale of jewelry, diamonds, cameras and related lines. Of the net proceeds from its stock sale, approximately \$450,000 will be used to reduce accounts payable incurred in connection with opening departments in two new White Front Stores in California; \$500,000 will be used to repay the balance of a short-term note; and the remainder will be applied to costs of equipping departments in seven additional White Front Stores which are proposed to be opened prior to December 1965. In addition to indebtedness, the company has outstanding 244,800 common shares, of which Francis J. Esgro, president, owns approximately 83%.

OVER

REPUBLIC STEEL FILES STOCK PLANS. Republic Steel Corporation, Republic Bldg., Cleveland, filed a registration statement (File 2-22522) with the SEC on June 17 seeking registration of 877,220 shares of common stock, to be offered under its 1951 and 1962 Stock Option Plans for Key Employees.

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified. Copies thereof may be ordered from the Commission's Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with photocopy material when mailed. An index of the caption of the several items of the form was included in the June 2 News Digest.

Fairmont Foods Co (Del) April 1964 (12,13)	Consolidated Devel. Corp Aug. 1960 (12)
Phillipine Long Distance Tel Co April 1964 (7,11)	B. T. Babbitt , Inc May 1964 (1,11)
Julie Research Lab. Inc Amy 1964 (11)	Lincoln Liberty Life Insur. Co April 1964 (7,8,12)
Cousins Properties Inc April 1964 (7,9,13)	Merrill Island Mining Corp Ltd April 1964 (2,12)
Standard Secur. Life Insur. Co of NY April 1964 (11)	West Kentucky Coal Co May 1964 (11)
American Consumer Ind, Inc May 1964 (11,13)	A. J. Bayless Markets, Inc Mar. 1964 (11,12)
General Contract Finance Corp April 1964 (11,13)	Federal Pacific Elec. Co May 1964 (2,4,13)
Gatineau Power Co April 1964 (11)	Kaman Aircraft Corp Mar. 1964 (11)
J. B. Ivey & Co Mar. 1963 (7,13) Nov. 1962 (7,13) Oct. 1962 (7,13) Mar. 1963 (7,13)	Valve Corp of America Dec. 1963 (3,12,13)
Honeywell Inc April 1964 (11,12,13)	Franklin Elec. Co Inc May 1964 (8)
Newal Inc April 1964 (11,12)	The Hansen Mfg. Co April 1964 (11)
Sun Oil Co May 1964 (13)	Bell Intercontinental Corp Amend #1 to 8K for Mar. 1964(10)
Buffalo Forge Co May 1964 (11,13)	Jetronic Ind, Inc Amend #1 to 8K for Mar. 1964 (1,3,9,13)
Public Service Co of Colorado Dec. 1963 (3)	C-F-M- Co Amend #2 to 8K for Jan 1963
Central Illinois Public Service Co April 1964 (11,12,13)	Electronic Communications Inc Amend #1 to 8K for Nov. 1963 (2,13)
Desoto Chemical Coatings Inc May 1964 (11,13)	Life Assurance Co of Penna Amend #1 to 8K for Oct. 1963 (7,11)
Ft. Worth & Denver Ry Co May 1964 (11)	Airlift International Amend #2 to 8K for Nov. 1962
Hewitt & Robins Inc June 1963 (4,7,8,13)	Amend #1 to 8K for June 1963
Monmouth Park Jockey Club May 1964 (11)	Amend #1 to 8K for Oct. 1963
Central Tel. Co of Michigan Dec. 1962 (4,7,11)	Amend #1 to 8K for Nov-Dec. 1963
Publishers Co inc April 1964 (1,3,8,9,11,12,13)	Amend #2 to 8K for Oct. 1963
RIC Group Inc April 1964 (13)	CBK Ind, Inc Amend #1 to 8K for Jan. 1964 (2,13)
Sconoy Mobil Oil Co Inc May 1964 (11)	R. C. Can Co April 1964 (11)
American Commercial Lines Inc April 1964 (4,11,12,13)	Spencer Chemical Co April 1964 (1,2,8,11,13)
Pacific Standard Life Insur. Co April 1964 (11)	Tremco Mfg. Co April 1964 (11)
Roberts Consolidated Ind, Inc Feb. & April 1964 (9,11,13)	Garden Land Co, Ltd May 1964 (11)
Clark Cable Corp April 1964 (7)	Natural Gas Pipeline Co of America April 1964 (12)
S.S. Kresge Co May 1964 (11)	North Lily Mining Co April 1964 (11)
Interstate Secur. Co May 1964 (7)	Northern Railroad May 1964 (11)
Floyd Bennett Stores, Inc April 1964 (8)	Buckeye Corp Jan. 1964 (6,7,8,13)
	Circuit Foil Corp April 1964 (7)
	Neiman-Marcus Co May 1964 (11)
	Nissen Corp Sept. 1963 (11,13)

SECURITIES ACT REGISTRATIONS. Effective June 17: Airlift International Inc. (formerly Riddle Airlines, Inc.) (File 2-21755); Institutional Mortgage Insurance Co. (File 2-22398); Louisiana and Southern Life Insurance Co. (File 2-22429); Rassco Plantations Ltd. (File 2-21666); Standard Financial Corp. (File 2-22431); Trans-Continental Telephone & Electronics, Inc. (File 2-22435). Effective June 18: Watkins-Johnson Co. (File 2-22436). Withdrawn June 17: Charvoz-Carsen Corp. (File 2-21836); Ramo Inc. (File 2-22146).

*As estimated for purposes of computing the registration fee.