

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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FOR RELEASE February 10, 1964

Statistical Release No. 1955. The SEC Index of Stock Prices, based on the closing prices of 300 common stocks for the week ended February 7, 1964, for the composite and by major industry groups compared with the preceding week and with the highs and lows for 1963-1964 is as follows:

	1957-59 = 100		Percent Change	1963-1964	
	2/7/64	1/31/64		High	Low
Composite	157.4*	157.0	0.3	157.4	130.6
Manufacturing	148.0*	147.7	0.2	148.0	121.1
Durable Goods	142.7	143.3	-0.4	143.5	116.2
Non-Durable Goods	153.1*	151.9	0.8	153.1	125.8
Transportation	142.5	140.4	1.5	142.5	106.4
Utility	197.3	197.4	-0.1	198.6	170.3
Trade, Finance & Service	180.3	179.6	0.4	180.9	153.8
Mining	142.7*	140.7	1.4	142.7	104.2

*New High

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended February 6, 1964, 14 registration statements were filed, 20 became effective, 2 were withdrawn, and 242 were pending at the week-end.

HONORA OFFERING SUSPENDED. The SEC has issued an order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a proposed public offering of 68,500 common shares at \$4 per share by Honora, Ltd., of 42 West 48th St., New York, pursuant to a notification filed in November 1961. The suspension is based on the alleged failure of Honora and its management officials and promoters to cooperate with the Commission, whose staff made repeated and unsuccessful attempts to secure amendments to or withdrawal of the company's notification. The order provides an opportunity for hearing, on request, on the question whether the suspension should be vacated or made permanent.

BLUE HAVEN POOLS SUSPENSION VACATED. The Commission has vacated its order of September 18, 1963, temporarily suspending a Regulation A exemption from registration with respect to an offering of stock by Blue Haven Pools, of 11933 Vose St., North Hollywood, Calif. (and by certain selling stockholders). The suspension was based upon the filing of a false report of stock sales and the company's failure to revise its offering circular. Following a hearing in November 1963, the company filed settlement proposal in which it undertook to file an amended report of stock sales correcting inaccurate information in the original report of April 1962. Additionally, the company repurchased certain of its stock to insure that said stock will not be offered in violation of Commission rules. On the basis thereof, the company requested that the suspension order be vacated; and the Commission concluded that the order might appropriately be vacated in the public interest.

SANDKUHL & CO. HEARING SCHEDULED. The SEC has scheduled a hearing for April 1, 1964, in its New York Regional Office in administrative proceedings under the Securities Exchange Act of 1934 involving Sandkuhl & Company, Inc., of 1180 Raymond Boulevard, Newark, N. J. The proceedings, commenced on January 30, 1963, are based upon staff charges that the said company and certain officials (including Henry Sandkuhl, president) violated the Commission's net capital and record-keeping rules as well as the anti-fraud provisions of the Act (by reason of the conduct of business while allegedly being unable to meet its liabilities arising in the ordinary course of business). The company, Sandkuhl and others consented to a January 1963 Federal court order enjoining them from violating the said provisions of the Act; and the staff charges violations of the net capital and record-keeping rules during the period July 1962 through January 1964. At the hearing, evidence will be taken on the staff charges for the purpose of determining whether the alleged violations occurred and, if so, whether any administrative action of a remedial nature is appropriate in the public interest.

CONTINENTAL VENDING AND TASTEE-FREEZ TRADING BAN CONTINUED. The SEC has issued orders under the Securities Exchange Act suspending exchange and over-the-counter trading in securities of Continental Vending Machine Corporation and Tastee Freez Industries, Inc., for an additional ten-day period February 11-21, 1964, inclusive.

OVER

BELDEN & BLAKE PROPOSES OFFERING. Belden & Blake and Company Limited Partnership No. 5, of 702 Tuscarawas St., W., Canton, Ohio, filed a registration statement (File 2-22058) with the SEC on February 5 seeking registration of \$270,000 of limited partnership interests, to be offered in \$2,700 units. The partnership proposes to engage in oil explorations in Northeastern and Southwestern Ohio. The general partners are Henry S. Belden III and Glenn A. Blake.

ATLAS CHEMICAL INDUSTRIES FILES STOCK PLAN. Atlas Chemical Industries, Inc., Wilmington, Del., filed a registration statement (File 2-22060) with the SEC on February 7 seeking registration of 30,000 common shares, to be offered pursuant to its Stock Purchase Plan for Non-Exempt Employees.

MIDLAND-GUARDIAN FILES FINANCING PROPOSAL. Midland-Guardian Co., First National Bank Bldg., 111 East Fourth St., Cincinnati, filed two registration statements with the SEC on February 7 as follows: (a) File 2-22061, proposing the public offering of \$4,000,000 of Subordinated Notes, \$1,000,000 of Junior Subordinated Notes, and \$1,000,000 of Capital Notes; and (b) File 2-22062, proposing the public offering of 250,000 shares of common stock. Public offering of the debt securities as well as the common shares is to be made through underwriters headed by Kidder, Peabody & Co., Inc., of 20 Exchange Place, New York. The interest rate, public offering price and underwriting terms on the notes, as well as the public offering price (\$22 per share maximum*) and underwriting terms of the stock offering, are to be supplied by amendment.

The company is primarily engaged in the business of purchasing, at a discount, retail instalment sales notes originating with dealers in mobile homes and automobiles, wholesale financing of inventories of dealers in public homes and automobiles, and making small loans directly to borrowers. One subsidiary is a life insurance company and several subsidiaries operate insurance agencies. Net proceeds of this financing will be added to general working capital, and initially will be applied to the repayment of short-term bank loans which amounted to \$42,300,000 at December 31, 1963. The proceeds of such bank loans were used in connection with the company's finance activities. In addition to indebtedness and 45,000 shares of \$100 par preferred, the company has outstanding 1,095,504 shares of common stock, of which management officials own 45.6%. J. Page Hayden is board chairman and J. P. Hayden, Jr., president.

WESTERN UNION PROPOSES OFFERING. The Western Union Telegraph Company, 60 Hudson St., New York, filed a registration statement (File 2-22063) with the SEC on February 7 seeking registration of \$75,000,000 of Sinking Fund Debentures due 1992, to be offered for public sale through underwriters headed by Kuhn, Loeb & Co., Inc., 30 Wall St., and Lehman Brothers, One William St., both of New York. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is engaged principally in the business of furnishing communications services by wire telegraph and microwave radio throughout the United States. According to the prospectus, it is engaged in the largest construction program it has ever undertaken, designed to provide it with new and technologically advanced plant facilities capable of handling the complex and rapidly expanding communications requirements of government, industry, and the public generally. Capital expenditures budgeted for 1963-64 approximate \$148,400,000 and those for 1965-66 \$180,000,000. Expenditures have been financed in part by \$90,000,000 of borrowings under a loan agreement with ten participating banks, such borrowings being evidenced by serial notes maturing one-third at the end of each of the years 1964, 1965 and 1966. Net proceeds of the debentures sale will be used to prepay the \$60,000,000 of serial notes due at the end of the years 1964 and 1965 and a portion of the serial notes due at the end of 1966, \$15,000,000 of which must be prepaid pursuant to the loan agreement upon issuance of the debentures. In addition to its indebtedness, the company has outstanding 7,496,098 common shares, of which management officials own 4.6%. W. P. Marshall is president.

SECURITIES ACT REGISTRATIONS. Effective February 7: Geophysics Corporation of America (File 2-22025).
Effective February 10: Geophysics Corporation of America (File 2-22025).
Withdrawn February 7: Mach-Tronics, Incorporated (File 2-21757).

*As estimated for purposes of computing the registration fee.

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