

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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SEC

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FOR RELEASE September 7, 1967

MICHIGAN CONSOLIDATED GAS BORROWINGS CLEARED. The SEC has issued an order under the Holding Company Act (Release 35-15845) authorizing Michigan Consolidated Gas Company, Detroit, to issue its notes to banks from time to time in amounts not to exceed \$25,000,000 in the aggregate. The borrowed funds will be used to finance, in part, the company's expenditures for construction, estimated at \$32,550,000 for 1967.

APPALACHIAN POWER BORROWINGS CLEARED. Appalachian Power Company, Roanoke, Va., has received SEC authorization under the Holding Company Act (Release 35-15846) to issue its notes to banks from time to time in amounts not to exceed \$48,500,000 of notes outstanding at any one time. The funds will be used to reimburse the company's treasury for past construction expenditures, to pay part of the cost of its future construction program (estimated at \$107,000,000 for the second half of 1967 and 1968), and for other corporate purposes.

INDIANA & MICH. ELECTRIC BORROWINGS CLEARED. The SEC has issued an order under the Holding Company Act (Release 35-15847) authorizing Indiana & Michigan Electric Company (Fort Wayne) to issue notes to banks from time to time in amounts not to exceed \$34,525,000 of notes outstanding at any one time. The funds will be used by the company to reimburse its treasury for past construction expenditures, to pay part of the cost of its future construction program (estimated at \$82,000,000 through 1968), and for other corporate purposes.

VOGEL & LEVY ENJOINED. The SEC New York Regional Office announced September 5 (LR-3800) the entry of a court judgment (USDC SDNY) permanently enjoining violations of the Securities Act registration requirements by Harry Vogel, Eugene Vogel and Philip Levy in connection with their offer and sale of stock of Vista Industries Corporation. The three defendants, who are officers and directors of Vista Industries, consented to the court order. The action is continuing as to two other defendants.

TRADING BAN CONTINUED. The SEC has issued an order under the Securities Exchange Act suspending over-the-counter trading in securities of North American Research & Development Corp., for a further ten-day period, September 8-17, inclusive.

COURT DIRECTS R C WILLIAMS CO. TO FILE REPORTS. The SEC announced September 7 (LR-3801) that the U. S. District Court (D.C.) had signed an order directing R. C. Williams and Company, Inc., of Midland, Texas, and James P. McHargue, its secretary, to file forthwith certain delinquent reports required under provisions of the Securities Exchange Act. The defendants consented to the entry of the court order.

THERMO ELECTRON PROPOSES OFFERING. Thermo Electron Corporation, 85 First Ave., Waltham, Mass. 02154, filed a registration statement (File 2-27225) with the SEC on September 5 seeking registration of 100,000 shares of common stock, to be offered for public sale on an all or none basis by C. E. Unterberg, Towbin Co., 61 Broadway, New York 10006. The offering price (\$16 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged principally in the development, manufacture and sale of thermionic and other power systems and components (thermionic devices convert heat into electricity directly without the intervention of moving mechanical parts). The company anticipates that through fiscal 1969 it will require approximately \$1,000,000 to finance increased work in process and accounts receivable and approximately \$750,000 to finance the purchase of machinery, equipment, and leasehold improvements. Net proceeds of its stock sale will be used, together with internally generated funds, for such purposes (initially, part of the proceeds will be applied in payment of some \$298,000 of borrowings to finance work in process and accounts receivable). In addition to indebtedness, the company has outstanding 396,480 common shares, of which 38.9% are held of record by George N. Hatsopolous company president, and two others as trustee under a voting trust agreement for the benefit of Peter M. Nomikos, a founder of the company along with Hatsopolous, Constantine Platsis and the late Dr. Joseph Kaye; some 3.7% of the stock is similarly held for the benefit of Platsis. Hatsopolous owns 10.3% and Laurance S. Rockefeller, members of his family and certain investors originally represented by him own 24.3%.

QUEBEC HYDRO PROPOSES OFFERING. Quebec Hydro-Electric Commission, Quebec, Canada, filed a registration statement (File 2-27227) with the SEC on September 6 seeking registration of \$50,000,000 of debentures, Series BB, due 1992, guaranteed as to principal and interest by the Province of Quebec (authorized agent in the U.S. is: Charles Chartier, 17 W. 50th St., Rockefeller Center, New York 10020). The debentures are to be offered for public sale through underwriters headed by The First Boston Corp., 20 Exchange Pl., New York 10005, and three other firms; and the interest rate, offering price and underwriting terms are to be supplied by amendment. Net proceeds of the debenture sale will be added to the general funds of the Commission and will be applied toward the cost of its construction program. Projected capital expenditures are estimated at \$1.495 billion.

OVER

PENNSYLVANIA ELECTRIC PROPOSES OFFERING. Pennsylvania Electric Company, 1001 Broad St., Johnstown, Pa. 15907, filed a registration statement (File 2-27228) with the SEC on September 6 seeking registration of \$10,000,000 of debentures, due 1992, to be offered for public sale at competitive bidding. Net proceeds of the debentures sale will be used to finance the company's business as a public utility, including the prepayment of some \$1,500,000 of short-term bank loans representing borrowings for construction purposes. The company's 1967 construction program is estimated at \$52,000,000.

STOCK PLANS FILED. The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered under employee stock option and related plans:

General Signal Corporation, New York 10022 (2-27211) - 54,912 preferred and 34,320 common shares
 LTV Electrosystems, Inc., Greenville, Texas 75401 (2-27214) - 151,078 common shares
 Long Island Lighting Company, Mineola, N. Y. 11501 (2-27218) - 500,000 common shares
 Rusco Industries, Inc., Cleveland, Ohio 44113 (2-27220) - 100,000 common shares
 Avon Products, Inc., New York 10020 (2-27221) - 330,265 common shares
 Garland Corporation, Brockton, Mass. (2-27224) - 75,000 Class A shares
 Gulf Resources & Chemical Corp., Houston, Tex. 77002 (2-27226) - 12,823 preferred shares, issuable under stock plan of Lithium Corp. of America, recently merged with Gulf Resources

ALBERTA TELEPHONES PROPOSES OFFERING. The Alberta Government Telephones Commission filed a registration statement (File 2-27230) with the SEC on September 6 seeking registration of \$35,000,000 of sinking fund debentures, due 1992, guaranteed as to principal and interest by the Province of Alberta (authorized agent in the U.S.: Canadian Consulate General, 680 Fifth Ave., New York 10019). The debentures are to be offered for public sale through an underwriting group headed by Halsey, Stuart & Co., Inc., 123 S. LaSalle St., Chicago 60690, and Equiseac Canada Inc. The interest rate, public offering price and underwriting terms are to be supplied by amendment. Net proceeds of the debenture sale will be applied by the Commission to its construction program, estimated at \$55 million for 1967.

ALLIED STORES PROPOSES OFFERING. Allied Stores Corporation, 401 Fifth Ave., New York 10016, filed a registration statement (File 2-27232) with the SEC on September 6 seeking registration of \$50,000,000 of convertible subordinated debentures, due 1992, to be offered for public sale through underwriters headed by Lehman Brothers, 1 William St., New York 10004. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company operates directly 5 department stores, 3 major branch stores and 5 other retail units; and its subsidiaries operate 34 department stores, 31 major branch stores and 36 other retail units. Net proceeds of this financing will be added to the general funds of the company and available for general corporate purposes, particularly construction or fixturing of branch stores, limited line stores and mass merchandising simplified service stores and for working capital to support anticipated sales volume generated by the company's expansion program. In addition to indebtedness and preferred stock, the company has outstanding 7,308,672 shares of common stock. Theodore Schlesinger is president.

SPACE CRAFT FILES FOR OFFERING AND SECONDARY. Space Craft, Inc., 8620 S. Memorial Parkway, Huntsville, Ala. 35802, filed a registration statement (File 2-27233) with the SEC on September 6 seeking registration of convertible subordinated debentures, due 1982, and 8,500 outstanding shares of common stock. The debentures are to be offered for subscription by common stockholders at 100% of principal amount, and on the basis of \$100 of debentures for each 38 shares held. The interest rate, record date and underwriting terms are to be supplied by amendment. The 8,500 common shares are to be sold by J. L. Kirk, Jr., a director and one of the organizers of the company; the offering price (\$14 per share maximum*) and underwriting terms are to be supplied by amendment. Goodbody & Co., 2 Broadway, New York 10004, is the principal underwriter.

The company is engaged primarily in the research, development and manufacture of aerospace systems and electronic products. Net proceeds of its debenture sale will be added to the capital funds of the company and used to reduce bank borrowings incurred to provide working capital. The company now has outstanding 391,128 common shares, of which Olin B. King, president, owns 11.8% and management officials as a group 26.9%. Kirk proposes to sell 8,500 of his holdings of 37,493 shares.

WHITE SHIELD OIL FILES FOR OFFERING. White Shield Oil and Gas Corp., 375 Park Ave., New York (and Box 2139, Tulsa, Okla.) filed a registration statement (File 2-27235) with the SEC on September 6 seeking registration of \$2,000,000 of 1967 Year End Drilling Fund Units of Participation (40 units, to be offered for sale at \$50,000 per unit). The units are to be offered by officials and employees of the company and of its parent, White Shield Corporation. The Fund will be administered by the company, as agent for the participants, and will conduct an oil and gas development drilling program consisting of the evaluation, selection, acquisition and development of oil and gas leases and interests for participants. J. W. W. Whitney, Jr., is president of the company and of the parent.

WESTERN STATES PRODUCING PROPOSES OFFERING. Western States Producing Company, 1109 National Bank of Commerce Bldg., San Antonio, Texas, filed a registration statement (File 2-27240) with the SEC on September 6 seeking registration of \$5,000,000 of units in its 1967-68 Drilling Fund (1,000 units to be offered for sale at \$5,000 per unit). The company was organized under Texas law in February 1967 by Wayman W. Buchanan, its president, and two others. The offering of units is for the purpose of financing the acquisition, testing, development and operating of oil and gas leaseholds, or interests therein, within the continental United States, on behalf of the purchasers of the units.

NATIONAL EQUIPMENT RENTAL PROPOSES OFFERING. National Equipment Rental, Ltd., Elmont, New York 11002, filed a registration statement (File 2-27234) with the SEC on September 6 seeking registration of \$8,000,000 of convertible subordinated debentures, due 1987, to be offered for public sale at 100% of principal amount. The offering is to be made through underwriters headed by Butcher & Sherrerd, 1500 Walnut St., Philadelphia, Pa. 19102; and the underwriting commission is 3.25%. Also included in the statement are warrants issued by the company in 1961 for the purchase of 40,013 shares of its common stock, together with the underlying shares.

The company leases equipment to business organizations to meet their specific requirements, including data processing equipment as well as production and packaging equipment of various types. It proposes to use the principal portion of the net proceeds of the debenture sale to finance the purchase "of third generating computers and other data processing equipment," for use in its rental business; the balance will be added to working capital. In addition to indebtedness, the company has outstanding 752,399 shares of common stock, of which 80% is owned by Dragor Shipping Corp., of 26 Broadway, New York. According to the prospectus, Dragor stockholders are to vote September 14 upon a proposal for its merger into American Export Isbrandtsen Company, Inc., to be known as American Export Industries, Inc.; if the merger is successful, the company will become a direct subsidiary of American Export Industries.

U S PLYWOOD-CHAMPION PAPERS FILES FOR OFFERING. U. S. Plywood-Champion Papers Inc., 777 Third Ave., New York 10017, filed a registration statement (File 2-27236) with the SEC on September 6 seeking registration of 1,000,000 shares of common stock, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 20 Broad St., and Eastman Dillon, Union Securities Co., 1 Chase Manhattan Plaza, both of New York 10005. The public offering price (\$52.125 per share maximum*) and underwriting terms are to be supplied by amendment.

The company resulted from the merger in February 1967 of United States Plywood Corporation and Champion Papers, Inc. It is a "fully-integrated, multi-market enterprise in the forest products industry," engaged primarily in the manufacture and sale of wood based building materials and the manufacture and sale of bleached pulp, paper and paperboard. Of the net proceeds of its stock sale, \$15,000,000 will be used initially to reduce borrowings incurred in connection with its continuing expansion and timber acquisition program; and the balance will be added to the company's general funds and will be available for use in such program and for other corporate purposes. In addition to indebtedness and preferred and preference stock, the company has outstanding 9,488,012 common shares. Karl R. Bendetsen is board chairman and Gene C. Brewer is president.

NORTHWESTERN STEEL FILES FOR SECONDARY. Northwestern Steel and Wire Company, Sterling, Ill. 61081, today filed a registration statement (File 2-27239) with the SEC seeking registration of 250,000 outstanding common shares, to be offered for public sale by the present holders thereof. The offering is to be made through underwriters headed by Blyth & Co., Inc., 14 Wall St., New York 10005; the offering price (\$53 per share maximum*) and underwriting terms are to be supplied by amendment.

The company produces a comprehensive line of steel products. In addition to indebtedness, it has outstanding 2,502,113 common shares, of which 39% is owned by management officials and members of their families. The 250,000 shares are to be sold by the Continental Illinois National Bank and Trust Company of Chicago, as trustee for ten trusts for members of the Paul W. Dillon family. The largest block, 148,220 shares, is to be sold for the account of the Paul W. Dillon Grandchildren's Trusts, which now owns 430,718 shares. Paul W. Dillon is board chairman and W. Martin Dillon is president.

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 in parentheses. The captions of the items are as follows:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Legal Proceedings.
- Item 4. Changes in Securities.
- Item 5. Changes in Security for Registered Securities.
- Item 6. Defaults upon Senior Securities.
- Item 7. Increase in Amount of Securities Outstanding.
- Item 8. Decrease in Amount of Securities Outstanding.
- Item 9. Options to Purchase Securities.
- Item 10. Revaluation of Assets or Restatement of Capital Share Account.
- Item 11. Submission of Matters to a Vote of Security Holders.
- Item 12. Other Materially Important Events.
- Item 13. Financial Statements and Exhibits.

Copies of the reports may be purchased from the Commission's Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with requested material when mailed.

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|-----------------------------------------------|-----------------------------------------|-----------|
| | Services Inv Co Aug 67 (2,13) | 2-25569-2 |
| | Transistor Electronics Corp Aug 67 (11) | 0-1668-2 |
| Airlift Internatl Inc Jul 67 (2,7,12,13) | 0-1846-2 | |
| The Amer Plan Corp Jul 67 (12,13) | 2-25183-2 | |
| Capital Leasing Co Jul 67 (12) | 0-1470-2 | |
| Kennesaw Life & Accident Ins Co Jul 67 (2,13) | 2-15835-2 | |
| New Hampshire Ball Bearings Inc Aug 67 (10) | 1-5289-2 | |
| | Unilever Ltd (6K for Aug 67) | 1-4546-2 |
| | Unilever N V (6K for Aug 67) | 1-4547-2 |
| | Zayre Corp Jul 67 (13) | 1-4908-2 |
| | Clark Cable Corp | |
| | Amend #1 to 8K for Jun 67 (4) | 1-4425-2 |

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|-----------------------------------------------|-----------|------------------------------------------|----------|
| Affiliated Inv Inc Aug 67 (2,13) | 0-1905-2 | Sumitomo Chemical Co Ltd Jun 67 (6K) | 1-5000-2 |
| Airmedia Inc Jul 67 (12) | 2-25337-2 | Sundance Oil Co Jul 67 (7) | 1-3524-2 |
| All Amer Engineering Co Aug 67 (3,9) | 1-3733-2 | Tidewater Marine Service Inc Aug 67 (11) | 0-1604-2 |
| Disc Inc Jul 67 (2,13) | 0-1466-2 | Unexcelled Inc Jun 67 (3,12,13) | 1-5303-2 |
| Foodarama Supermarkets Inc Jul 67 (4,7,13) | 0-2159-2 | Glen Alden Corp | |
| Liberian Iron Ore Ltd May 67 (11,13) | 2-18890-2 | Amend #1 to 8K for Jul 67 (2,13) | 1-4180-2 |
| Foster Grant Co Inc Aug 67 (3) | 0-78-2 | Illinois Central RR Co | |
| Mankato Citizens Tele Co Aug 67 (7,13) | 0-673-2 | Amend #1 to 8K for Mar 67 (13) | 1-2148-2 |
| Monongahela Power Co Aug 67 (7,13) | 1-5164-2 | Kaiser Aluminum & Chemical Corp | |
| O'Okiep Copper Co Ltd Aug 67 (6K) | 1-3369-2 | Amend #1 to 8K for Jul 67 (13) | 1-3605-2 |
| Optical Coating Laboratory Inc Aug 67 (12,13) | 0-2537-2 | Pioneer Aerodynamics Systems Inc | |
| | | Amend #1 to 8K for Jun 67 (13) | 1-4831-2 |

O/C REGISTRATIONS REPORTED. The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "***"):

| <u>File No.</u> | <u>O- Registrant</u> | <u>Location</u> |
|-----------------|--------------------------------------|----------------------|
| 2768 | Allied Maintenance Corp** | New York, N.Y. |
| 2755 | Associated Food Stores | Salt Lake City, Utah |
| 2772 | Berns Air King Corp** | Chicago, Ill. |
| 2760 | Budlock Refrigeration Supply Co, Inc | Evansville, Ind. |
| 2764 | Foamland U.S.A., Inc | West Hempstead, N.Y. |
| 2773 | General Laboratory Assoc., Inc | Norwich, N.Y. |
| 2771 | Growth Insurors Holding Corp | Springfield, Ill. |
| 2815 | Harvest Brand, Inc** | Pittsburg, Kansas |
| 2759 | Hazel Park Racing Assoc., Inc | Hazel Park, Mich. |
| 2761 | Insurance Investment Corp | Boise, Idaho |
| 2770 | Jefferson Corporation** | Indianapolis, Ind. |
| 2779 | Maryland Telecommunications Inc** | Cockeysville, Md. |
| 2810 | D. B. Milliken Co | Arcadia, Calif. |
| 2757 | Monarch Cement Co | Humboldt, Kansas |
| 2814 | Mountain Natl. Corp** | Charleston, W. Va. |
| 2765 | Pickands Mather & Co | Cleveland, Ohio |
| 2762 | Planet Corp | Lansing, Mich. |
| 2758 | Southern Tel. Co | Brooklyn, Mich |
| 2754 | VWR United Corp | Seattle, Wash. |
| 2766 | WEJ-IT Expansion Products, Inc. | Bloomfield, Colorado |

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended August 31, 1967, 60 registration statements were filed, 52 became effective, 1 was withdrawn, and 415 were pending at the week-end.

SECURITIES ACT REGISTRATIONS. Effective September 6: About Time Company (Limited Partnership to be Formed), 2-26761 (90 days); Continental Assurance Co., 2-26952; Damon Creations, Inc., 2-27001 (90 days); Delmarva Power & Light Co., 2-27108; Kingdom of Denmark, 2-27111 (40 days); Monogram Industries, Inc., 2-27082 (Oct 17); The Penton Publishing Co., 2-26974 (Oct 16); Rowan Drilling Co., Inc., 2-26684 (90 days); Sentry Life Insurance Co., 2-26218; Superior Manufacturing & Instrument Corp., 2-26938 (90 days); Trans Caribbean Airways, Inc., 2-26857 (40 days); Victoreen Inc., 2-26984 (40 days); White Motor Corp., 2-26701; Will Ross, Inc., 2-27090 (40 days).
Effective September 7: Management Assistance, Inc., 2-27064 (40 days); Republic of Finland, 2-27119 (40 days)
Withdrawn September 6: Safeguard Industries, Inc., 2-25581.

NOTE TO DEALERS. The period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

*As estimated for purposes of computing the registration fee.