

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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



Washington, D.C. 20549

(In ordering full text of Releases from SEC Publications Unit cite number)

(Issue No. 71-63)

FOR RELEASE March 31, 1971

## COMMISSION ANNOUNCEMENT

**TRADING IN SPECTRUM LTD. SUSPENDED.** The SEC today ordered the temporary suspension under the Securities Exchange Act of 1934 of the over-the-counter trading in the securities of Spectrum Ltd. for the 10-day calendar period beginning March 31, 1971. This suspension will terminate at the close of business on April 9, 1971. The Commission announced that it took this action because of the lack of adequate and accurate public information concerning Spectrum, its operations and financial condition. Spectrum apparently has no operations, offices, officers or known assets. There has been no public dissemination of financial information, audited or unaudited, for over a year and a half. The Commission also announced the filing of a complaint in the Federal court in New York City seeking to enjoin Spectrum, Ltd. and certain individuals from further violating the registration and anti-fraud provisions of the Federal securities laws in connection with the offer and sale of the common stock of Spectrum, Ltd. during the period November 10, 1969 to date. (Release 34-9129)

**VOLUME 2 OF INSTITUTIONAL INVESTOR STUDY IN PRINT.** Volume 2 of the Study Report is now in print. The Volume contains Chapters IV, V and VI dealing with investment advisory complexes, bank trust departments and insurance companies. This volume, as well as Volume 1 and the Summary Volume are available only from the Government Printing Office. The Commission cannot accept orders for the Report.

**CONTINENTAL VENDING BAN CONTINUED.** The SEC has ordered the suspension of over-the-counter trading in the securities of Continental Vending Machine Corporation for the further ten-day period April 1-10, 1971, inclusive.

## INVESTMENT COMPANY ACT RELEASES

**GENERAL INTERNATIONAL SEEKS ORDER.** The SEC has issued an order under the Investment Company Act giving interested persons until April 20 to request a hearing upon an application by General International Corporation, Springfield, Ill. management investment company for an order declaring that it has ceased to be an investment company.

Until 1966 it was primarily engaged in the insurance business through a majority owned subsidiary and in 1966 exchanged the stock of this subsidiary and 10,000 shares of its stock for slightly less than 10% of the outstanding common stock of General Corporation of Ohio. On January 1971 applicant sold its remaining holdings of common stock of Ohio, now owns no investment securities and represents that it is not engaged in the business of investing, owning, holding or trading in securities. (Release IC-6424)

**ORDER SOUGHT RE ALGER FUND.** The SEC has issued an order under the Investment Company Act giving interested persons until April 19 to request a hearing upon a proposal to issue an order declaring that the Alger Fund, New York has ceased to be an investment company. By October 1, 1967 Alger had completely liquidated and distributed all of its assets to its sole stockholder, The Fund of Funds, Ltd., which also assumed all of Alger's existing or future liabilities. (Release IC-6425)

**ORDER SOUGHT RE SIXTH PRUDENTIAL FUND.** The SEC has issued an order under the Investment Company Act giving interested persons until April 19 to request a hearing upon a proposal to issue an order declaring that Sixth Prudential Fund, Inc., Pittsburgh, has ceased to be an investment company. On or before December 1966 Prudential issued one share of its capital stock to Federal Research Corp. for \$50 and has no other shareholders or assets nor has it ever issued any other securities. It has filed no registration statement and intends no public offering of its securities. (Release IC-6426)

**ORDER SOUGHT RE ISRAEL FUND, INC.** The SEC has issued an order under the Investment Company Act giving interested persons until April 19 to request a hearing upon a proposal to issue an order declaring that The Israel Fund, Inc., Baltimore, has ceased to be an investment company. At a meeting of shareholders held in April 1967 shareholders approved the sale of all of Fund's assets to Israel American Diversified Fund, Inc. for which they received 1.6 shares of Diversified for each Fund share, and no shareholder registered any objection to the sale. (Release IC-6427)

## SECURITIES ACT REGISTRATIONS

**STOCK PLANS FILED.** The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:  
MCA Inc., Universal City, Calif. (File 2-39752) - 166,667 shares (estimated)  
Kraftco Corporation, New York (File 2-39753) - 500,000 shares  
Standard Oil Company, New York (File 2-39756) - 1,159,420 shares and (File 2-39755) - 106,924 shares  
Filmways, Inc., New York (File 2-39762) - 185,251 shares

OVER

SECURITIES ACT REGISTRATIONS

JARMELE FABRICS FILES FOR OFFERING AND SECONDARY. Jarmel Fabrics, Inc., 229 W. 36th St., New York 10018, filed a registration statement with the SEC on March 24 seeking registration of 180,000 shares of common stock, of which 150,000 are to be offered for public sale by the company and 15,000 (being outstanding shares) by the holder thereof. The offering is to be made (\*\*at \$12 per share maximum) through underwriters headed by Havenfield Corporation, 120 Broadway, New York 10005.

The company is engaged in the design, manufacture and sale of 100% textured polyester double knit fabrics for use in the manufacture of wearing apparel. Of the net proceeds of its sale of additional stock, \$650,000 will be used to purchase and install high speed circular knitting machines, and the balance for general corporate purposes. In addition to indebtedness, the company has outstanding 500,020 common shares (with a \$1.12 per share book value), of which Herman L. Jarmel, board chairman, owns 26.3% and management officials as a group 86.2%. Jarmel proposes to sell 15,000 shares. (File 2-39744)

HELEN OF TROY TO SELL STOCK. Helen of Troy Corporation, 211 South Mesa, El Paso, Tex. 79901, filed a registration statement with the SEC on March 25 seeking registration of 200,000 shares of common stock, to be offered for public sale (\*\*at \$6 per share maximum). The offering is to be made through underwriters headed by Lentz, Newton & Co., Alamo National Bldg., San Antonio, Tex. 78205.

Organized in May 1968, the company is engaged in the retail sale of women's wigs, hair pieces and related accessories and services. Net proceeds of its stock sale will be used to finance the recent establishment and further establishment of additional company-owned retail outlets and the balance for general corporate purposes. The company has outstanding 300,000 common shares (with a 90¢ per share net tangible book value), of which Gerald J. Rubin, president, owns 52.5% and management officials as a group 83.3%. (File 2-39747)

\*DIAMOND M DRILLING TO SELL STOCK. Diamond M Drilling Company, 1012 First City National Bank Bldg., Houston, Tex. 77002, filed a registration statement with the SEC on March 25 seeking registration of 350,000 shares of common stock, to be offered for public sale (\*\*at \$18 per share maximum). The offering is to be made through underwriters headed by A. G. Becker & Co. Inc., 60 Broad St., New York 10004. The company is engaged in inland and offshore oil and gas exploration. Of the net proceeds of its stock sale, \$2 million will be used to finance a portion of the construction costs of a jack-up mobile platform rig and the balance for working capital purposes. (File 2-39748)

MISSOURI BANCSHARES PROPOSES EXCHANGE OFFER. Missouri Bancshares, Inc., P. O. Box 1771, Kansas City, Mo. 64141, filed a registration statement with the SEC on March 25 seeking registration of 60,000 shares of common stock. It is proposed to offer these shares in exchange for all or not less than 83% of the 2,000 outstanding (\$100 par) shares of common stock of the Arnold Savings Bank, at the rate of 30 shares for each Bank share.

Bancshares is a bank holding company and the controlling shareholder of six banks. It has outstanding 1,234,861 common shares, of which Rufus Crosby Kemper, board chairman, owns 16.19%. (File 2-39749)

GREAT EQUITY FINANCIAL TO SELL STOCK. Great Equity Financial Corp., 111 East Wacker Dr., Chicago, Ill. 60601, filed a registration statement with the SEC on March 25 seeking registration of 210,000 shares of common stock (including 175,000 shares reserved for sale to company employees and persons associated with retail automobile dealers), to be offered for public sale at \$7 per share. No underwriting is involved.

Organized in August 1970, the company is primarily engaged in the business of operating an insurance agency and two insurance companies through subsidiaries. Net proceeds of its stock sale will be applied to retire or reduce certain indebtedness (including \$500,000 of indebtedness, proceeds of which were used to increase the capital of its subsidiary, Virginia Surety Company, Incorporated). The company has outstanding 920,000 common shares (with a \$2.65 per share net book value), of which Patrick G. Ryan, president, owns 77.17%. Purchasers of the shares being registered will sustain an immediate dilution of \$3.63 in per share book value from the offering price. (File 2-39750)

\*DI GIORGIO TO SELL STOCK. Di Giorgio Corporation, One Maritime Plaza, San Francisco, Calif. 94111, filed a registration statement with the SEC on March 25 seeking registration of 1,200,000 shares of common stock, to be offered for public sale (\*\*at \$18 per share maximum). The offering is to be made through underwriters headed by Dean Witter & Co. Inc., 45 Montgomery St., San Francisco, Calif. 94106.

The company is engaged in the sale of groceries, fruit, produce and related activities and in the production of forest products and housing components and agriculture and land use activities. Net proceeds of its stock sale will be applied to the reduction of short-term borrowings (\$38,212,000 at December 31), incurred in connection with the expansion of the company's business. (File 2-39751)

AMREP CREDIT CORP. TO SELL DEBENTURES. AMREP Credit Corp., 3500 N.E. Silver Springs Blvd., Silver Springs, Fla. 32688, filed a registration statement with the SEC on March 25 seeking registration of \$20 million of debentures, due 1978, to be offered for public sale through underwriters headed by Lehman Brothers, Inc., One William St., New York 10004.

A wholly-owned subsidiary of AMREP Corporation, the company was organized recently for the primary purpose of acquiring installment receivables arising out of the business of the parent. Net proceeds will be used to purchase installment receivables from the parent. Irving W. Blum is board chairman and Howard W. Friedman is president. (File 2-39757)

**\*READING & BATES OFFSHORE DRILLING FILES FOR SECONDARY.** Reading & Bates Offshore Drilling Company, 1100 Philtower Bldg., Tulsa, Okla. 74103, filed a registration statement with the SEC on March 25 seeking registration of 549,600 outstanding shares of common stock, to be offered for public sale by the holders thereof. The offering is to be made (\*\*at \$26 per share maximum) through underwriters headed by Shields & Company Inc., 44 Wall St., New York 10005, and Hulme, Applegate & Humphrey, Inc., 586 Union Trust Bldg., Pittsburgh, Pa. 15219.

The company is engaged primarily in contract drilling of oil and gas wells and in the construction of oil and gas pipelines. It has outstanding 5,109,411 common shares, of which G. W. D. Carver, a director, owns 9.32%. He proposes to sell 113,344 of 476,344 shares held and 26 others the remaining shares being registered (File 2-39758)

**\*GROLIER FILES FOR OFFERING AND SECONDARY.** Grolier Incorporated, 575 Lexington Ave., New York 10022, filed a registration statement with the SEC on March 25 seeking registration of \$40 million of sinking fund debentures, due 1991, and 900,000 shares of common stock. The debentures and 650,000 shares are to be offered for public sale by the company and 250,000 shares (being outstanding stock) by the holders thereof (\*\*at \$32-5/8 per share maximum). The offering is to be made through underwriters headed by Smith, Barney & Co., Inc., 20 Broad St., and Dominick & Dominick, Inc., 14 Wall St., both of New York 10005.

The company is engaged primarily in the publication and distribution of encyclopedias and reference works by door-to-door sales and in the sale of publications and other merchandise by mail, and through book clubs. Net proceeds of its financing will be used to retire short-term bank loans in the amount of \$40 million, and for general corporate purposes. The company has outstanding 4,326,242 common and 802,109 Class B common shares, of which Fred P. Murphy, a director, owns 994,946 (including B shares). He proposes to sell 155,495 shares and 20 others the remaining shares being registered. (File 2-39759)

**COMPUTER AGE INDUSTRIES FILES FOR OFFERING AND SECONDARY.** Computer Age Industries, Inc., 8800 Arlington Blvd., Fairfax, Va. 22030, filed a registration statement with the SEC on March 25 seeking registration of 1,250,000 shares of common stock, of which part are to be offered for public sale by the company and part (being outstanding shares) by the holders thereof. The offering is to be made (\*\*at \$1 per share maximum) through Albert and Maguire Co., Inc., 2383-D Cottman Ave., Philadelphia 19149.

Organized in June 1968, the company is engaged primarily in providing investment advisory services; it has also recently begun to provide business, financial and management consultant services. Of the net proceeds of its sale of additional stock, \$300,000 will be used to reduce bank indebtedness of a subsidiary (Richmond Power Equipment Co., Inc.), and the balance will be used for general corporate purposes. The company has outstanding 3,021,584 common shares (with a \$.066 per share net tangible book value), of which John D. Schrott, Jr., board chairman, owns 30% and management officials as a group 53%. U. G. Carlan is president. The selling shareholders are former Richmond Power stockholders. (File 2-39760)

**\*PETRIE STORES FILES FOR SECONDARY.** Petrie Stores Corporation, 45 W. 18th St., New York 10011, filed a registration statement with the SEC on March 26 seeking registration of 525,000 outstanding shares of common stock, to be offered for public sale by the holder thereof. The offering is to be made (\*\*at \$33 per share maximum) through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York 10004.

The company, through subsidiaries, operates a chain of women's specialty stores. It has outstanding 7,030,479 common shares, of which Milton J. Petrie, board chairman and president, owns 70.9%. He proposes to sell 525,000 of 4,982,580 shares held. (File 2-39761)

**BAKER BROS. FILES FOR OFFERING AND SECONDARY.** Baker Bros., Inc., 558 Stuart Lane, Jacksonville, Fla. 32203, filed a registration statement with the SEC on March 26 seeking registration of 410,000 shares of common stock, of which 51,908 are to be offered for public sale by the company and 358,092 (being outstanding shares) by the holder thereof. The offering is to be made (\*\*at \$17 per share maximum) through underwriters headed by J. C. Bradford & Co., Inc., 170 Fourth Ave., North, Nashville, Tenn. 37219.

The company operates 27 stores in four Southern states for the wholesale distribution of air conditioning, heating, air distribution and commercial refrigeration equipment and related parts and supplies. Of the net proceeds of its sale of additional stock, some \$325,000 will be used to reduce accounts payable (which were increased by \$507,000 in connection with the acquisition of the assets of Bowen Refrigeration Supplies, Inc.), and the balance for working capital purposes. In addition to indebtedness, the company has outstanding 501,294 common shares, of which Allied Chemical Corporation, owns 71.4% and management officials as a group 11.3%. Allied Chemical proposes to sell all of 358,092 shares held. Paul E. Stewart is president. (File 2-39763)

**SECURITIES ACT REGISTRATIONS. Effective March 30:** Chrysler Corp., 2-39638; Cleary Petroleum Corp., 2-38744 (40 days); Computing & Software, Inc., 2-39457; Dart Industries, Inc., 2-39578; DHJ Industries, Inc., 2-39453; Interco Inc., 2-39548; Manufacturers Hanover Corp., 2-39689; Northern Holding and Development Co., 2-38560 (Jun 28); Resorts International, Inc., 2-38789 (40 days); Wagner Electric Corp., 2-39398.

**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.

\* This is a reporting company and further information with respect to its business and operations is available in the Commission's Public Reference files.

\*\* As estimated for purposes of computing the registration fee.