

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 Publications Unit, cite number)

(Issue No. 67-214)

FOR RELEASE November 6, 1967

PURITAN FUND RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-5155) authorizing Puritan Fund, Inc., Boston, to issue its shares at other than the public offering price in exchange for substantially all the assets of Chautauqua Cabinet Company.

DELISTING GRANTED. The SEC has issued an order under the Securities Exchange Act (Release 34-8188) granting an application of the American Stock Exchange to strike from listing and registration the common stock of Trans-Continental Telephone & Electronics, Inc., effective at the opening of business on November 6, 1967. The application states that, as a result of a tender offer by Continental Telephone Corporation, only 32,000 shares remain in the hands of public stockholders.

UNLISTED TRADING SOUGHT. The Boston, Detroit and Midwest Stock Exchanges have applied to the SEC for unlisted trading privileges in the common stocks of Delta Airlines, Inc. (Delaware) and Gulf & Western Industries, Inc. (Delaware), and the Boston and Detroit Exchanges have also applied for such privilege in the common stock of Foremost-McKesson, Inc. The Commission has issued an order (Release 34-8188) giving interested persons until November 20 to request a hearing thereon.

SEC COMPLAINT NAMES GITTLEMAN AND HURKETT. The SEC Chicago Regional Office announced November 2 (LR-3844) the filing of a complaint in the Federal court in Detroit seeking to enjoin Benjamin Gittleman and Harold E. Hurkett, from further violations of the registration provisions of the Securities Act in connection with the offer and sale of fractional undivided interests in oil and gas leaseholds.

SAMUEL BRISKMAN ENJOINED. The SEC New York Regional Office announced November 2 (LR-3845) the entry of a Federal court judgment in Brooklyn, N. Y. permanently enjoining Samuel Briskman, of Baldwin, N. Y. from further violations of the anti-manipulative provisions of the Securities Exchange Act in connection with his sale to Seacrest Industries Corporation of all of the common stock of Peoples Foods, Inc. in consideration for the issuance to him of 300,000 shares of Seacrest common stock. The defendant consented to the entry of the decree.

NORTH AMERICAN RESEARCH 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 the further ten-day period November 7-16, 1967, inclusive.

GULF RESOURCES & CHEMICAL PROPOSES DEBENTURE OFFERING. Gulf Resources & Chemical Corporation, 2125 Tennessee Bldg., Houston, Tex. 77002, filed a registration statement (File 2-27607) with the SEC on November 2 seeking registration of \$10,000,000 of convertible subordinated debentures, due 1987. The debentures are to be offered for public sale through underwriters headed by Bear, Stearns & Co., 1 Wall St., New York 10005. The interest rate, public offering price, and underwriting terms are to be supplied by amendment.

The company is engaged in the business of exploring for, mining, transporting, storing and marketing of sulphur, and in the production and sale of lithium and lithium salts and compounds. Net proceeds of its debenture sale will be added initially to working capital and will be available for its program of diversification and its general business. In addition to indebtedness and preferred stock, the company has outstanding 1,977,883 common shares, of which Merrill Lynch, Pierce, Fenner & Smith holds of record 15.10% and management officials own 4.89%. Robert H. Allen is president.

UNITED STANDARD ASSET FILES FOR RIGHTS OFFERING. United Standard Asset Growth Corporation, 3901 N. Meridian St., Indianapolis, Ind. 46208, filed a registration statement (File 2-27608) with the SEC on November 1 seeking registration of 198,632 shares of common stock. The shares are to be offered for subscription by common stockholders at \$4.00 per share, and at the rate of one new share for each two shares held. The record date is to be supplied by amendment. No underwriting is involved.

The company was organized under Indiana law on October 21, 1964, for the purpose of owning and controlling one or more life insurance companies. It presently owns all of the outstanding shares of United Standard Assurance Company and is the largest principal stockholder of the John Marshall Life Insurance Company of America. Net proceeds of its stock sale will be used to pay current obligations, to replenish working capital and provide additional capital and surplus of Assurance by purchase of additional stock; to purchase stock of John Marshall (if available) and/or purchase of John Marshall insurance in force by Assurance; and for investments in other life insurance companies. In addition to indebtedness, the company has outstanding 397,264 common shares, of which management officials own 14.6%. Edward F. Karsch is president.

BAHAMA BANK FILES. Freeport Savings and Loan Association, Limited ("Association"), P.O. Box 488, Freeport, Grand Bahama Island, Bahamas, filed a registration statement (File 2-27609) with the SEC on November 2 seeking registration of \$15,000,000 of savings accounts (6-1/2% current interest rate, interest compounded semi-annually). The Association proposes to accept savings accounts in the aggregate amount of \$15,000,000 from persons residing in the United States. According to the prospectus, at June 30 it had \$3,576,092 in deposits from 1,128 depositors.

OVER

The Association is engaged in the business of obtaining funds of investors to be deposited in savings accounts and lending such funds to finance the construction and improvement by others of residences and commercial establishments in the Freeport area by making loans secured by first liens in the form of mortgages on real estate and improvements thereon or secured by savings accounts in the Association. According to the prospectus, "the accounts of the Association are not insured or guaranteed by any instrumentality of the Bahamian Government" and the Association is "not required by any specific Bahamian regulation or law to maintain either any particular liquidity or a reserve against losses." It has outstanding 369,682 capital shares, par value \$1, of which management officials own 13.35%. M. Breese Provost is president.

ASTROSYSTEMS PROPOSES OFFERING. Astrosystems, Inc., 6 Nevada Drive, New Hyde Park, N. Y., filed a registration statement (File 2-27610) with the SEC on November 2 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$5.00 per share. The shares are to be offered through underwriters headed by Arnold, Wilkens & Co. Inc., 50 Broadway, New York 10004, which will receive a 50¢ per share commission. The company has agreed to sell to the underwriter, for \$20, 20,000 four-year common stock purchase warrants, exercisable initially at \$5.35, and to pay to the underwriter \$9,000 for expenses.

The company develops and manufactures catalogue and custom computer interface equipment, including sub-systems for satellite communications systems, navigation systems, missile launching systems, weapons control systems, commercial computer memory systems and radar antenna systems, as well as high precision test equipment and special purpose transformers. Of the net proceeds of its stocks sale, \$125,000 will be used to repay the company's currently outstanding bank debt, \$50,000 to meet projected increased advertising and marketing expenses, and the balance will be added to general working capital and used principally (i) to qualify the company to obtain and to finance increased sales; (ii) to defray the initial costs of designing, testing and customizing the company's products, and (iii) to defray the cost of purchasing additional manufacturing equipment and test devices, as needed. In addition to indebtedness, the company has outstanding 400,000 shares, of which management officials own 96% (including 48% owned by Seymour Barth, president).

STELMA, INC. FILES FOR SECONDARY. Stelma, Incorporated, 17 Amelia Place, Stamford, Conn., filed a registration statement (File 2-27611) with the SEC on November 2 seeking registration of 200,000 outstanding shares of common stock. The shares are to be offered for public sale through underwriters headed by Glore Forgan, Wm. R. Staats Inc., 45 Wall St., New York 10005. The public offering price (\$28.00 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the design, development, manufacture and sale of communications equipment and systems. In addition to indebtedness, it has outstanding 1,387,263 common shares, of which management officials own 57.7%. The prospectus lists four selling stockholders. Alfred B. Reiss (board chairman and president) proposes to sell 67,496 of his holdings of 327,307 shares, Hilda J. Reiss, all of her holdings of 12,504 shares, and Burton Bernard and Lawrence Lewison (directors), 60,000 shares each of holdings of 199,131 and 230,504 shares, respectively.

BLISS & LAUGHLIN FILES FOR OFFERING AND SECONDARY. Bliss & Laughlin Industries Incorporated, 122 W. 22d St., Oak Brook, Ill. 60521, filed a registration statement (File 2-27613) with the SEC on November 3 seeking registration of \$15,000,000 of convertible subordinated debentures, due 1987, to be offered for public sale by the company, and 25,000 outstanding shares of common stock, to be offered by the present holder thereof. The interest rate and offering price of the debentures, public offering price of the stock (\$45.00 per share maximum*), and underwriting terms are to be supplied by amendment. Dean, Witter & Co., 45 Montgomery St., San Francisco, Calif. 94106 and Dain, Kalman & Quail, Inc., 110 S. 6th St., Minneapolis, Minn., are listed as the principal underwriters.

The company manufactures and distributes a broad range of products in three major areas: cold finished steel bars, equipment and tools for the construction industry and products for the material handling and furniture industries. Net proceeds of its sale of debentures will be used in part to retire \$2,500,000 of outstanding short-term indebtedness incurred to finance inventory and trade accounts receivable; the balance will be used to implement the company's diversification program as well as for general business purposes. In addition to indebtedness, the company has outstanding 1,256,504 common shares, of which management officials own 10.3%. F. J. Robbins is president. Henry P. Albrecht (a director) proposes to sell 25,000 of his holdings of 55,550 shares. He acquired his shares as a result of the acquisition in 1966 by the company of the assets of Waco-Porter Corporation, in which corporation he was a stockholder.

XEROX CORP. FILES FOR SECONDARY. Xerox Corporation, 700 Midtown Tower, Rochester, N. Y. 14604, filed a registration statement (File 2-27614) with the SEC on November 3 seeking registration of 52,689 outstanding shares of common stock. These shares are to be offered for public sale by the holders thereof from time to time on the New York Stock Exchange or otherwise, at prices prevailing at the time of sale (\$284-1/8 per share maximum*).

The company is engaged principally in the manufacture and marketing of products for xerographic reproduction; and it also markets products and services serving the field of education. In addition to indebtedness, it has outstanding 21,917,713 common shares, of which management officials own 2.7%. Joseph C. Wilson is board chairman and C. Peter McColough is president. The prospectus lists nine selling stockholders. The Northern Trust Company, as Trustee under revocable trust agreements created by and for the benefit of the following individuals, is offering for Ralph E. Doane, 13,000 of the trust holdings of 14,981 shares, Lillian C. Doane, 5,000 of 5,497, James E. Doane, 18,583 of 19,083, William E. Bowman, 2,142 of 2,867, and Carolyn D. Bowman, 12,170 of 16,445 shares held; the others are offering shares ranging in amount from 229 to 965 shares.

BELDEN & BLAKE FILES FOR OFFERING. Belden & Blake and Company Limited Partnership No. 3A, 702 Tuscarawas St., West, Canton, Ohio 44702, filed a registration statement (File 2-27615) with the SEC on November 2 seeking registration of 75 units of participation in the partnership, to be offered for public sale at \$2,700 per unit. The partnership was organized under Ohio law for the purpose of drilling oil and gas well locations in Ohio, where certain acreage can be acquired from Belden & Blake Oil Production, a general partnership. The latter is 75%-owned by Henry S. Belden III, and Glenn A. Blake, general partners in the said limited partnership. Belden and Blake will operate the business of the limited partnership.

REPUBLIC GYPSUM FILES FOR OFFERING AND SECONDARY. Republic Gypsum Company, 1100 Mercantile Bank Bldg., Dallas, Tex. 75201, filed a registration statement (File 2-26717) with the SEC on November 3 seeking registration of \$1,500,000 of convertible subordinated debentures, due 1982, and 300,000 shares of common stock, to be offered for public sale in units consisting of \$100 of debentures and 20 common shares. The debentures and 132,444 of the shares are to be offered by the company; the remaining 167,556 shares (being outstanding stock) are to be offered by the present holders thereof. The interest rate on the debentures, public offering price of the units (\$260 per unit maximum*), and underwriting terms are to be supplied by amendment. Rauscher Pierce & Co., Inc., Mercantile Dallas Bldg., Dallas, Tex. 75201, is listed as the principal underwriter. The underwriter has purchased from the company, for \$200, 20,000 five-year common stock purchase warrants.

The company manufactures and distributes gypsum wallboard and purchases and resells other building materials. Net proceeds from the sale of the units will be used in conjunction with the proceeds of a new \$2,000,000 first mortgage bank loan (i) to retire a \$2,465,400 balance of a mortgage note, due 1983, (ii) to retire the \$142,971 balance of a mortgage note, due 1969, (iii) to provide \$390,000 for the construction of additional calcining facilities designed to increase productive capacity by about 24%, and (iv) to provide \$360,000 for the construction of other improvements; the balance will be added to working capital to permit an increase in inventory and receivables. In addition to indebtedness and preferred stock, the company has outstanding 567,556 common shares. Phil Simpson is president. The prospectus lists two selling stockholders. Rhyne Simpson (board chairman) proposes to sell all of his holdings of 135,556 common shares (but will continue to hold 187,750 Class A common shares), and the Avinger Lumber Company (of which he was the owner and manager until it discontinued operations in mid-1966) proposes to sell all of its holdings of 32,000 common shares.

GEORGIA-PACIFIC SHARES IN REGISTRATION. Georgia-Pacific Corporation, Commonwealth Bldg., Portland, Oregon 97204, filed a registration statement (File 2-27618) with the SEC on November 3 seeking registration of 2,166,576 shares of \$1.40 convertible preferred stock and 1,314,065 shares of common stock. On October 20, Williams Furniture Corporation and Southern Coatings and Chemical Company were merged with and into Georgia-Pacific, followed immediately by the merger of The Kalamazoo Paper Company into Georgia-Pacific. The outstanding shares of Class A common stock of Williams and Southern were converted into 1,142,867 shares of the \$1.40 preferred (and an additional 285,787 such preferred shares may become issuable to the said Class A shareholders); and the outstanding shares of Kalamazoo common were converted into 659,360 shares of the \$1.40 preferred and 230,776 common shares of Georgia-Power. On November 15, Georgia-Power will acquire all the assets of Ketchikan Spruce Mills, an Alaska corporation, in consideration for the issue of 78,572 shares of the \$1.40 preferred. Of the common shares being registered, 1,083,289 are initially issuable upon conversion of \$1.40 convertible preferred stock being registered.

STOCK PLANS FILED. The following companies have filed Form S-8 registration statements with the SEC proposing the issuance of stock under employee stock option and related plans:

Filigree Foods, Inc., Lyndhurst, N. J. (File 2-27602) - 20,000 shares
 Universal Leaf Tobacco Company, Inc., Richmond, Va. 23214 (File 2-27604) - 125,000 shares
 Northern Indiana Public Service Company, Hammond, Ind. 46320 (File 2-27605) - 250,000 shares
 Del Laboratories, Inc., Farmingdale, N. Y. 11736 (File 2-27616) - 85,000 common shares
 ESB Incorporated, Philadelphia, Pa. 19102 (File 2-27621) - 272,900 common shares

SECURITIES ACT REGISTRATIONS. Effective November 3: Albertson's, Inc., 2-27115; Atlantic Research Corp., 2-26275; Cognitronics Corp., 2-27439 (90 days); Harris-Intertype Corp., 2-27523; West Penn Power Co., 2-27316 (40 days); Wyle Laboratories, 2-27532.

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.

---ooo0ooo---