

# 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 June 20, 1966

**AMERICAN GAS SEEKS ORDER.** American Gas Company, Omaha, Nebr., registered holding company, has filed a proposal with the SEC under the Holding Company Act for its liquidation and dissolution. In Part I thereof the company (American) proposes the sale of all of its gas-utility properties and other assets except the common stock of its gas utility subsidiary, American Gas Co. of Wisconsin, Inc. (Wisconsin). The Commission has issued an order (Release 35-15509) scheduling the Part I for hearing on July 14.

American is engaged in the sale at retail of natural gas in seven communities in Iowa and Missouri, and it purchases part of its gas requirements from Northern Natural Gas Co. American states in its application that the standards of the Act do not permit the retention within its holding-company system of its own gas utility properties along with those of Wisconsin. It proposes to sell to Northern Natural substantially all of its properties and assets, including the common stock of American Gas Pipe Line Co. (a wholly-owned subsidiary) but not including American's holdings of 88% of the outstanding common stock of Wisconsin. The purchase price, to be paid in cash, will be \$2,170,000, plus amounts to be determined for various miscellaneous assets. The net proceeds of the sale will be used by American to prepay and retire its outstanding bonds in the amount of \$700,000, to deposit in escrow \$42,000 representing the redemption premium on the bonds as of September 30, 1966, pending a later determination under Part II of the plan as to whether the redemption premium is payable, to pay some \$570,000 of short-term notes, and to pay certain other expenses. The balance of the proceeds will be used as provided in Part II of the plan, which is to be the subject of a future notice.

**BELDEN & BLAKE PROPOSES OFFERING.** Belden & Blake and Company Limited Partnership No. 15, 702 Tuscarawas St., W., Canton, Ohio 44702, filed a registration statement (File 2-25139) with the SEC on June 13 seeking registration of 100 units of participation in the partnership, to be offered for public sale at \$2,700 per unit. The offering is conditioned upon the subscription of at least 75 units by September 1, 1966. 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 limited partnership. Belden and Blake will operate the business of the limited partnership.

**ADRS FOR WESTERN DEEP LEVELS FILED.** Morgan Guaranty Trust Company of New York filed a registration statement (File 2-25144) with the SEC on June 15 seeking registration of 100,000 American Depositary Receipts (\$500,000) for Ordinary Registered Shares of Western Deep Levels Limited.

**WAKEFIELD SEAFOODS PROPOSES OFFERING.** Wakefield Seafoods, Inc., Fishermen's Terminal, Seattle, Wash. 98119, filed a registration statement (File 2-25146) with the SEC on June 16 seeking registration of 60,000 shares of common stock. The stock is to be offered for public sale through underwriters headed by Herron Northwest Inc., IBM Building, Seattle, Wash. 98101. The public offering price (\$20 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company operates plants for the processing and freezing of Alaska king crab. Of the net proceeds of its stock sale, \$600,000 will be applied to the reduction of a \$1,250,000 bank loan; the balance has not been allocated for a particular purpose. In addition to indebtedness, the company has outstanding 124,048 common shares, of which Lowell Wakefield, president, and members of his family own 21.10%.

**TENNESSEE FORGING STEEL FILES FINANCING PROPOSAL.** Tennessee Forging Steel Corporation, 1390 Forest Lawn Dr., Salem, Va., filed a registration statement (File 2-25145) with the SEC on June 16 seeking registration of 3,282 shares of common stock and 3,564 shares of preferred stock. Of such stock, 1,500 common shares underlie options which are to be granted to officers and key employees. The remaining common and all of the preferred shares are to be offered for public sale (through company officials) at \$100 per share.

Organized under Virginia law in 1964, the company intends to manufacture small-size structural steel products, concrete reinforcing steel, and forging quality steel billets. Its plant is scheduled to be completed in July 1966, the financing of which was provided by a \$1,731,210 loan from the Economic Development Administration. The company will use the net proceeds of its stock sale for working capital. According to the prospectus, it issued 2,174 common shares and 4,348 preferred shares at \$100 per share during May 1965-January 1966. Management officials own 30.72% of each class. John M. Donalson is president of the company.

**MEXICO PROPOSES BOND OFFERING.** The United Mexican States filed a registration statement (File 2-25147) with the SEC on June 16 seeking registration of \$15,000,000 of external sinking fund bonds (due 1981). The bonds are to be offered for public sale through underwriters headed by Kuhn, Loeb & Co., 40 Wall St., and The First Boston Corp., 20 Exchange Pl., both of New York 10005. The interest rate, public offering price and underwriting terms are to be supplied by amendment. Mexico will apply the net proceeds of its bond sale to refund certain external short-term indebtedness of public agencies operating the country's railroad network or to finance public works, including projects for highways and irrigation.

**INDUSTRIAL ELECTRONIC FILES FOR OFFERING AND SECONDARY.** Industrial Electronic Hardware Corp., 109 Prince St., New York 10012, filed a registration statement (File 2-25149) with the SEC on June 17 seeking registration of 180,000 shares of common stock, of which 100,000 shares are to be offered for public sale by the company and the balance (being outstanding stock) by the present holders thereof. The offering is to be made from time to time on the American Stock Exchange at then current prices (\$8 per share maximum\*). The registration statement also covers 127,550 shares of common stock to be offered pursuant to the company's Qualified and Restricted Stock Options.

The company manufactures basic component parts for the electrical and electronic equipment industry. Net proceeds of its sale of additional stock will be applied to the reduction of outstanding bank indebtedness and the balance will be added to working capital. In addition to indebtedness, the company has outstanding 782,048 common shares, of which management officials own 49%. The selling stockholders are Seymour Offerman (president), who is offering 25,000 of 194,737 shares held; Bernard Offerman (board chairman), 25,000 of 189,308; the estate of Louis Offerman, its entire stock holdings of 16,305 shares; and Gussie Offerman, 13,695 of 25,002.

**ARKANSAS BEST FILES EXCHANGE PROPOSAL.** Arkansas Best Corporation (Arkansas Best), 301 S. 11th St., Fort Smith, Ark., filed a registration statement (File 2-25151) with the SEC on June 17 seeking registration of 1,643,620 shares of common stock. The stock is to be offered in exchange for the 1,643,620 outstanding common shares of Arkansas-Best Freight System, Inc. (ABF), on the basis of one company share for each ABF share. The proposal is subject to the acceptance thereof by holders of at least 80% of the outstanding stock of ABF; holders of 91.47% (including management officials of both companies) have indicated that they will accept the offer.

The company was organized under Delaware law in 1966 to acquire the businesses of ABF and Data-Tronics, Inc. The latter company is to be acquired for 41,090 common shares; and its data-processing business will be conducted by a subsidiary of Arkansas Best. ABF, an Arkansas corporation, is engaged as a motor common carrier of general commodities. Upon consummation of the exchange proposal, management officials of Arkansas Best will own 1,112,642 (66%) of the outstanding stock (including 18.4% to be owned by R. A. Young, Jr., board chairman, and 15.6% by H. L. Hembree, president, and his wife).

**GRAPHIC CONTROLS FILES FOR OFFERING AND SECONDARY.** Graphic Controls Corporation, 189 Van Rensselaer St., Buffalo, N. Y. 14210, filed a registration statement (File 2-25153) with the SEC on June 17 seeking registration of 319,000 shares of common stock. Of this stock, 75,000 shares are to be offered for public sale by the company and 244,000 shares (being outstanding stock) by the present holders thereof. The offering is to be made through underwriters headed by Dominick & Dominick, Inc., 14 Wall St., New York 10005. The public offering price (\$14 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company's principal activity is the manufacture of recording charts required for visual presentation of data generated by recording instruments used in the control and analysis of processes and activities in industry, science, medicine and space exploration. Net proceeds of its sale of additional stock will be used to retire some \$750,000 of short-term loans and added to working capital. In addition to indebtedness, it has outstanding 675,276 outstanding common shares, of which management officials own 25.1% (including 7.8% owned by Max B. E. Clarkson, president). The prospectus lists 21 selling stockholders, including The Bank of Bermuda Limited, as trustee f/b/o of John M. E. Clarkson, et al, and f/b/o of Madelein Clarkson, et al, offering the entire holdings of each trust of 25,500 and 12,000 shares, respectively; Stephen H. E. Clarkson, offering 22,500 of 22,642 shares held; and William E. Marsh (vice president), 22,500 of 40,246. The remaining sellers are offering shares ranging in amounts from 2,250 to 21,972.

**FOUR STOCK PLANS FILED.** Form S-8 registration statements have been filed with the SEC by the following companies, seeking registration of securities for offering under employee and/or officer stock plans:

- Work Wear Corporation, 1768 E. 25th St., Cleveland, Ohio 44114 (File 2-25143) (100,000 shares)
- American Broadcasting Companies, Inc., 1330 Avenue of the Americas, New York 10019 (File 2-25148)  
(250,000 shares)
- Watkins-Johnson Company, 3333 Hillview Ave., Stanford Industrial Park, Palo Alto, Calif. 94304  
(File 2-25150) (28,553 shares)
- Philips Electronics and Pharmaceutical Industries Corp., 100 E. 42nd St., New York 10017 (File 2-25152)  
(207,255 shares)

**C & P TELEPHONE PROPOSES OFFERING.** The Chesapeake and Potomac Telephone Company, 930 H St., N. W. Washington, D. C. 20001, filed a registration statement (File 2-25154) with the SEC on June 17 seeking registration of \$25,000,000 of forty-year debentures, due 2006, to be offered for public sale at competitive bidding. Net proceeds of the sale of the debentures will be applied toward repayment of advances from the parent company (American Telephone and Telegraph Company), which are expected to approximate \$34,200,000 at the time of such sale. Construction expenditures in 1964 and 1965 amounted to \$37,600,000 and \$43,400,000, respectively.

**LINK-BELT PROPOSES OFFERING.** Link-Belt Company, Prudential Plaza, Chicago, Ill. 60601, filed a registration statement (File 2-25155) with the SEC on June 17, seeking registration of 46,082 common shares. It is proposed to offer these shares at \$37 per share to a selected group of officers and employees of the company and its subsidiaries. Net proceeds thereof will be added to working capital. The company now has outstanding 2,867,980 common shares, of which management officials and their associates own 3%.

**WEAN INDUSTRIES FILES FOR SECONDARY.** Wean Industries, Inc., 347 North Park Ave., Warren, Ohio 44482, filed a registration statement (File 2-25156) with the SEC on June 17 seeking registration of 800,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through an underwriting group headed by Gloré Forgan, Wm. R. Staats, Inc., 45 Wall St., New York 10005. The public offering price (\$25 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company and its subsidiaries and affiliates engineer, design and produce machinery and equipment, sold primarily to steel producers for processing and finishing steel and strip form. Through a 52%-owned affiliate, it manufactures a diversified product line of machinery and equipment for the handling and processing of metals. It has outstanding, in addition to preferred stock, 2,503,480 shares of common stock, all owned by R. J. Wean, board chairman and chief executive officer, and twelve other holders. Wean proposes to sell 325,000 of his holdings of 1,102,839 shares and The Raymond John Wean Foundation, 402,253 of 513,316 shares. Five other holders propose to sell amounts ranging from 4,515 to 25,000 shares.

**THREE ENTER "NOLO" PLEAS.** The Boston Regional Office announced June 15 (LR-3526) that Agostino DiRoma, Jr., Ray Vayer and Harlan Pease of Springfield, Mass., entered pleas of nolo contendere to an indictment charging that they had engaged in a scheme to defraud in the sale of common stock of Formula 409, Inc. DiRoma also entered a nolo contendere plea with respect to charges that, while operating under the name of DiRoma, Alexik & Co., a Springfield broker-dealer, he engaged in a course of conduct which operated as a fraud and deceit in that he obtained money and property by means of false statements and omissions to state material facts to his customers concerning the financial condition of his company. DiRoma was sentenced to one year imprisonment with execution suspended; and he was placed on three years' probation. Vayer and Pease were placed on probation for two years. A condition of the probation was that none of the defendants participate in the securities business.

**NUVEEN TAX-EXEMPT BOND FUND SEEKS ORDER.** Nuveen Tax-Exempt Bond Fund, Series 12, Chicago, Ill., has applied to the SEC for an exemption order under the Investment Company Act with respect to the \$100,000 minimum net capital provisions of the Act; and the Commission has issued an order (Release IC-4630) giving interested persons until July 6 to request a hearing thereon. The applicant is one of a series of twelve similar funds, named "Nuveen Tax-Exempt Bond Fund", organized pursuant to a Trust Indenture and Agreement between John Nuveen & Co. as sponsor and United States Trust Co. of New York as trustee. The sponsor will deposit with the trustee \$7,500,000 principal amount of municipal bonds and will receive in exchange therefor certificates for 75,000 units of undivided interest in the trust. It is proposed to offer such units for public sale and a registration statement under the Securities Act of 1933 has been filed (see SEC News Digest of June 13).

**AMERICAN ELECTRIC POWER HEARING POSTPONED.** The SEC has issued an order under the Holding Company Act (Release 35-15510) postponing from June 22 to June 29 the hearing on a proposal by American Electric Power Co., Inc., to purchase, pursuant to tenders, shares of common stock of Michigan Gas and Electric Co. The postponement was requested by counsel for the two companies.

**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. Photocopies thereof may be purchased from the Commission's Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with the requested material when mailed. An index of the caption of the several items of the form was included in the June 2 News Digest.

Cenco Instruments Corp, Apr 66, 2,4,7,11,13	1-3730-2	Peoples Tel Corp - Amd #1 to 8K - Apr 66, 7,13	0-426-2
Scholz Homes Inc, Apr 66,11	0-1156-2	Consol Leasing Corp of Amer Amd #1 to 8K - Apr 65, 2,13	1-5201-2
Younker Bros, Inc May 66,11	0-1376-2	Sellon, Inc - Amd #1 to 8K for Mar 66, 13	1-1497-2
Colorado Milling & Elev Co May 66, 2,4,13	0-1754-2	Lighting Corp of America Amd #1 to 8K for Dec 64, 7,13	1-3889-2
Quaker State Oil Refining Corp May 66, 4,13	1-2677-2	Dayco Corp - Amd #1 to 8K for Mar 66 (7)	1-1089-2
Bonrus Watch Co, Inc May 66, 11	1-3436-2		
Plymouth Rubber Co Inc Feb 66, 11,13	1-5197-2		
Thorp Finance Corp, May 66 11,13	0-706-2		

Allied Artists Pictures Corp Mar 66 (6,8)	1-2965-2	Century Acceptance Corp May 66 (2)	0-373-2
Feb 66 (8)	1-2965-2	Columbia Broadcasting System, Inc May 66, (7,8,13)	1-2931-2
Amer Photocopy Equipt Co May 66, (3)	1-4055-2	Continental Materials Corp May 66, (11)	1-3834-2
Aerosol Techniques Inc May 66 (7,13)	1-4529-2	Consultants & Designers, Inc May 66, (11)	0-2074-2
American Life Companies, Inc May 66, (11,13)	0-1283-2	Columbia Natl Corp May 66, (11,13)	0-2125-2
Anderson, Clayton & Co May 65 (4,13,7)	1-3245-2	Crowley, Milner & Co May 66, (11)	1-1594-2
Andy Gard Corp May 66, (11,13)	1-4820-2	Calif. Water Service Co May 66, (8)	0-464-2
Associated Transport Inc May 66 (11)	1-5182-2	Day Mines, Inc May 66, (11)	1-3459-2
Alcan Aluminium Ltd Apr 66 (11,13)	1-3555-2	Joseph Dixon Crucible Co May 66, (12,13)	0-856-2
Aberdeen Petroleum Corp May 66 (11)	1-3989-2	Dayton & Michigan RR Co May 66, (11,13)	1-1543-2
Allied Chemical Corp, May 66, (8)	1-1269-2	De Bardeleben Marine Corp May 66, (3,11,12)	0-1421-2
American Sterilizer Co May 66 (11)	1-5161-2	Duraloy Co May 66, (7)	1-3475-2
Argus Inc May 66, (12)	1-4544-2	Denver & Rio Grande Western RR Co May 66, (7,8,9)	1-1129-2
Alco Oil & Gas Corp, Apr 66, (11)	0-945-2	The Educator & Executive Co May 66, (11)	0-1161-2
Arvin Inds Inc May 66, (7,12)	1-302-2	Empire Life Insur Co of Ohio, Apr 66, (11,13)	2-22930-2
Airlift International Inc May 66, (2,7,9,12,13)	0-1846-2	Eversharp Inc May 66, (11,12,13)	1-1140-2
Amer Petrofina, Inc May 66, (7,12, 13)	1-4014-2	Employers Group Associates May 66 (11)	0-1045-2
The Wm J Burns Internatl Detective Agency Inc May 66, (11,13)	0-840-2	Equitable Savings & Loan Assn May 66, (8)	0-686-2
Baruch-Foster Corp May 66, (2,13)	1-1464-2	East Tennessee Natural Gas Co May 66, (11,13)	0-802-2
Brooklyn Union Gas Co May 66 (11,13)	1-722-2	F. L. Jacobs Co Apr 66, (11,13)	1-2645-2
Braniff Airways Inc May 66 (7,13)	1-3195-2	Fieldcrest Mills Inc Apr 66, (11)	1-5137-2
Bourns Inc May 66, (3)	0-1432-2	Filigree Foods Inc Apr 66, (2,13)	2-19663-2
B.W.I.L. Inc July 65 thru Apr 66 (2,3,8,11,13)	2-22703-2	Grosset & Dunlap Inc May 66, (11)	0-1020-2
Beech Creek RR Co May 66, (11)	1-1549-2	Gas Service Co May 66, (4,7,13)	0-328-2
Coastal States Life Insur Co Apr 66, (11)	2-14918-2	Gulf States Utilities Co May 66, (12,13)	1-2703-2
Christiana Oil Corp May 66, (8)	1-3846-2	The Greater Nebraska Corp May 66, (11,13)	0-537-2
Citizens Utilities Co May 66, (7,13)	0-1291-2	General Tel Co of Indiana, Inc May 66, (2,13)	0-1210-2
Canadian Delhi Oil Ltd Apr 66, (11,12,13)	2-11196-2	W. R. Grace & Co May 66, (8,11,13)	1-3720-2
Consol Packaging Corp, Jan 66, (2,4,13)	1-1379-2	Georgia Pur Co May 66, (3,11,13)	0-392-2
Clear Creek Corp, May 66, (6)	0-1379-2	House of Westmore Inc Apr 66, (7)	2-19208-2
Consol Electronics Inds Corp May 66, (7,13)	1-4271-2	Hudson Pulp & Paper Corp May 66, (7,13)	1-3546-2
Corroon & Reynolds Corp May 66 (2)	1-1512-2	Hughes & Hatcher, Inc May 66, (11,13)	1-3387-2
Central Maine Pur Co May 66, (11, 12)	1-5139-2		
Chicago Great Western Ry Co May 66, (11,13)	1-3937-2		
Continental Securities Corp May 66, (7,11,13)	2-23494-2		

**SECURITIES ACT REGISTRATION STATEMENTS.** During the week ended June 16, 1966, 29 registration statements were filed, 35 became effective, 4 were withdrawn, and 363 were pending at the week end.

**SECURITIES ACT REGISTRATIONS.** Effective June 16: First National Real Estate Trust, 2-24092 (July 27). Effective June 17: Franklin Distributors, Inc., 2-24375; Methode Electronics, Inc., 2-24987 (Sept 15); Occidental Petroleum Corp., 2-24947 (July 27); Roosevelt National Investment Co., 2-24440 (90 days). Withdrawn June 16: Dixie Lime and Stone Co., 2-24158; The National Investors Life Insurance Company of North Carolina, 2-23731.

**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.