

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 JOINS COMMONWEALTH INVESTMENT CASE. The SEC has filed notice of appearance in Chapter X proceedings for the reorganization of Commonwealth Investment Corporation pending in the Federal court in Sioux Falls, S. D. The debtor is engaged in a small loan business and, through a subsidiary, operates a lumber business. According to an undated balance sheet attached to the Chapter X petition, the debtor has "approximate total assets" of \$2,800,000 and "approximate total liabilities" of \$1,100,000. The assets consist principally of receivables of \$1,130,000 and real estate listed at \$1,400,000 which, however, appears to be of dubious value to the debtor since it was acquired subject to substantial mortgage debts. The liabilities consist principally of a \$642,000 note secured by all the receivables and of some \$449,000 of contingent liabilities. The debtor has outstanding 1,224,400 shares of common stock held by over 1,200 investors. Some \$1,800,000 was raised through the public sale of stock pursuant to Securities Act filings with the Commission. However, in August 1963 the Court, on complaint of the Commission, enjoined the sale of stock of the debtor and of an affiliate (Midland Securities, Inc.) in violation of the anti-fraud provisions of the Securities Act. The two companies consented to the injunction decree.

AMERICAN AUTOMATION DEVELOPMENT TO BE DE-REGISTERED. The SEC has issued an order (Rel. IC-4249) giving interested persons until June 8 to request a hearing on a motion to declare that American Automation Development Fund, Inc., Arlington, Va., has ceased to be an investment company. By letter to the Commission in July 1963, one of the three promoters of American Automation stated that the company did not sell any of its securities to the public and never owned any securities issued by other persons or any other assets. The State Department of Assessments and Taxation of Maryland has advised the Commission that the company's charter was annulled as of October 30, 1959, for failure to file reports and/or pay taxes.

GENESEEE VALLEY GAS RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15243) releasing jurisdiction with respect to fees and expenses incurred in connection with a plan to simplify the holding-company system of Genesee Valley Gas Company, Inc., Genesee, N. Y. The company proposes to pay \$10,000 for legal services and to reimburse certain related expenses. The plan was approved by Commission order of February 3, 1965.

PIERCE BROS. RECEIVES EXEMPTION ORDER. The SEC has issued an order under the Securities Exchange Act (Release 34-7607) granting an application of the Pierce Brothers, North Hollywood, Calif., for exemption from the registration requirements of Section 12(g) of the Act. On the basis of the limited amount of trading interest in the company's securities and the nature and extent of its activities, the Commission found that such exemption would not be inconsistent with the public interest or the protection of investors.

GREAT WESTERN FINANCIAL PROPOSES OFFERING. Great Western Financial Corporation, 9601 Wilshire Blvd., Beverly Hills, Calif. 90210, filed a registration statement (File 2-23606) with the SEC on May 19 seeking registration of \$22,000,000 of debentures due 1985 and 600,000 ten-year warrants to purchase shares of capital stock, to be offered for public sale. The offering is to be made in units of one debenture in the principal amount of \$1,000 and warrants to purchase capital shares (the number to be supplied by amendment). Lehman Brothers, One William St., New York 10004, is listed as the principal underwriter. The interest rate, public offering price and underwriting terms are also to be supplied by amendment. In addition, the registration statement includes 329,255 capital shares which may be offered pursuant to the company's Stock Option Plan.

The business of the company consists of owning the stock of savings and loan associations, corporations licensed as escrow agents, and corporations which act principally as trustees under trust deeds. Of the net proceeds from this financing, \$11,700,000 will be used to repay bank loans and approximately \$2,500,000 to provide additional capital for a subsidiary, First Savings and Loan Association (with which Guaranty Savings and Loan Association, and West Coast Savings and Loan Association were recently merged). The balance will be placed in one or more of the company's savings and loan associations or other subsidiaries as additional permanent capital or working funds. In addition to indebtedness, the company has outstanding 8,589,281 capital shares, of which management officials own 2.12%. Stuart Davis is board chairman and C. W. Ford is president.

TANTALENA CO. PROPOSES OFFERING. Tantalena Company, a proposed New York Limited Partnership, filed a registration statement (File 2-23607) with the SEC on May 17 seeking registration of \$55,000 of limited partnership interests, to be offered for public sale in \$1,100 units. The offering is to be made through Harry Kehr, 1020 Grand Concourse, Bronx 51, N. Y., and Herbert J. Leder, 1212 Fifth Ave., New York 10029, general partners. Formation of the partnership is conditioned upon the sale of all the interests by December 15, 1965.

The purpose of the partnership is to manage and produce a play presently entitled "Tantalena" in London, England. The play, which will be produced by the general partners, concerns a 73-year-old, young-spirited charwoman at the U.N. and the comical situations in which she becomes involved. Leder is the author of the play.

OVER

INSURANCE CO. OF NORTH AMERICA FILES STOCK PLAN. Insurance Company of North America, 1600 Arch St., Philadelphia 1, Pa., filed a registration statement (File 2-23608) with the SEC on May 19 seeking registration of 100,000 shares of capital stock, to be offered pursuant to its Employees' Stock Subscription Plan.

CENTRAL MUTUAL TELEPHONE PROPOSES RIGHTS OFFERING. Central Mutual Telephone Company, Inc., Manassas, Va., filed a registration statement (File 2-23609) with the SEC on May 19 seeking registration of 51,418 shares of common capital stock. The stock is to be offered for subscription by common stockholders at \$40 per share, at the rate of one new share for each three shares held. Any unsubscribed shares are to be offered for public sale through Folger, Nolan, Fleming & Co. Inc., 725 Fifteenth St., N. W., Washington 5, D. C. The record date and underwriting terms are to be supplied by amendment.

The company, which furnishes telephone service in the State of Virginia, will use the net proceeds from its stock sale to repay a \$1,000,000 bank loan and to finance the company's proposed construction program of \$2,500,000 for 1965. In addition to indebtedness, the company has outstanding 154,256 common shares, of which management officials own 19%. George B. Cocke is president.

BUDGET FINANCE FILES FOR DEBENTURE OFFERING. Budget Finance Plan, 6434 Wilshire Blvd., Los Angeles, Calif., filed a registration statement (File 2-23612) with the SEC on May 19 seeking registration of \$3,000,000 of subordinated capital income debentures, 6% Series A, due 2010, to be offered for public sale through underwriters headed by Shearson, Hammill & Co. Inc., 14 Wall St., New York. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in finance operations, including small loans, commercial finance, casualty and life insurance and commercial banking. Net proceeds from its debenture sale (together with \$4,000,000 to be derived from a proposed private sale of the company's junior subordinated notes) will be added to general funds and used initially to reduce short-term indebtedness. The proceeds may be used ultimately in the acquisition of companies engaged in certain businesses of a financial nature. In addition to indebtedness and preferred stock, the company has outstanding 1,184,946 common shares, of which management officials own 28.23%. Charles S. Offer is board chairman and Charles T. Chandler is president.

METROPOLITAN EDISON PROPOSES BOND OFFERING. Metropolitan Edison Company, 2800 Pottsville Pike, Berks County, Pa., today filed a registration statement (File 2-23614) with the SEC seeking registration of \$12,000,000 of first mortgage bonds, due 1995, to be offered for public sale at competitive bidding. The company, a public utility operating in Pennsylvania, will use the net proceeds from its bond sale to reimburse its treasury in part for the cost of construction prior to January 1, 1965. On December 31, 1964, the company's accumulated cost of construction which had been provided out of treasury funds and which had not been previously reimbursed approximated \$22,000,000. It expects to expend about \$23,800,000 for its 1965 construction program.

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 "***"):

File No.	Registrant	Location
955	Big Drum, Inc. **	Columbus, Ohio
933	Four Corners Oil & Minerals Co. **	Denver, Colo.
1020	Grosset & Dunlap, Inc. **	N. Y., N. Y.
1000	Hydraulic Press Brick Co.	St. Louis, Mo.
956	Kansas-Nebraska Natural Gas Co. Inc. **	Hastings, Nebr.
1023	Nashua Corp. **	Nashua, N. H.
1025	Photon, Inc. **	Wilmington, Mass.
1018	Sabine Royalty Corp.	Dallas, Tex.
1019	San Jose Water Works **	San Jose, Cal.
957	South Georgia Natural Gas Co. **	Thomasville, Ga.
931	Subscription Television, Inc. **	New York, N. Y.
1027	Viking Pump Co.	Cedar Falls, Iowa

SECURITIES ACT REGISTRATIONS. Effective May 19: Fairchild Camera and Instrument Corp. (File 2-23501); Union Carbide Corp. (File 2-23360); Wolverine Shoe and Tanning Corp., 2-23495 (June 28). Effective May 20: Halo Lighting, Inc., 2-23537 (June 29); House of Fabrics, Inc., 2-23391 (90 days); Omark Industries, Inc., (File 2-23556); Tiffany & Co., 2-23545 (Aug 19).

NOTE TO DEALERS. The last date or 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.