

SECURITIES AND EXCHANGE COMMISSION

NEWS DIGEST



Washington, D.C. 20549

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

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

(Issue No. 65-7-6)

FOR RELEASE July 9, 1965

SEC ORDER CITES WHITMAN & STIRLING CO. The SEC has ordered administrative proceedings under the Securities Exchange Act of 1934 involving Whitman & Stirling Co., 11 Broadway, New York, N. Y. This firm's application for broker-dealer registration was filed June 9, 1965. Fred J. Whitman and James Stirling are listed as general partners and Henry Merrihew as a limited partner. According to the Commission's order, the firm of Stirling, Linder & Prigal, Inc., and its successors, Stirling, Linder, Prigal and Bilotti, Inc., and Linder Bilotti Co., Inc., of 50 Broadway, New York, N. Y., were registered from May 1961 to November 1964; and James Stirling was an officer, director and stockholder of the first two named firms from May 1961 to February 1963. On March 10, 1964, the Commission instituted administrative proceedings against Linder, Bilotti & Co., Inc., and on November 13, 1964, its broker-dealer registration was suspended pending final determination whether such registration should be revoked.

These proceedings are based (among other things) upon staff charges that James Stirling and the other principals of Stirling, Linder & Prigal, Inc., and its successor Stirling, Linder, Prigal & Bilotti, Inc., engaged in activities violative of the anti-fraud provisions of the Federal securities laws.

A hearing will be held, at a later date, to take evidence on the staff charges and afford the respondents an opportunity to offer any defenses thereto, for the purpose of determining whether the alleged violations occurred and, if so, whether the Whitman & Stirling application for broker-dealer registration should be denied.

BELOCK INSTRUMENT TRADING BAN CONTINUED. The SEC has issued an order under the Securities Exchange Act suspending exchange and over-the-counter trading in securities of Belock Instrument Corporation for a further ten-day period, July 12-21, 1965, inclusive.

VORNADO SHARES IN REGISTRATION. Vornado, Inc., 174 Passaic St., Garfield, N. J., filed a registration statement (File 2-23810) with the SEC on July 6 seeking registration of 307,250 shares of common stock. Of this stock, 125,000 shares (being outstanding stock) may be offered for public sale by the present holders hereof, on the New York Stock Exchange, at prices current at the time of sale (\$43-5/8 per share maximum*). The remaining shares are to be offered by the company to its employees pursuant to terms of stock options granted in 1961, 1962, 1963 and 1964.

The principal activity of the company is operating a chain of retail discount department stores under the name "Two Guys". It also merchandises nationally a line of electric household appliances under the name "Vornado". In addition to indebtedness, the company has outstanding 1,311,183 common shares, of which management officials own 8.6%. The prospectus lists two selling stockholders, as follows: The Estate of Herbert Hubschman (former board chairman), offering 75,000 of 257,259 shares held; and National Investors Corp., offering 50,000 shares (acquired from Hubschman prior to his death). Frederick Zissu is board chairman and Murray J. Siegel is president.

HELME PRODUCTS FILES STOCK PLANS. Helme Products, Inc., 9 Rockefeller Plaza, New York 10020, filed a registration statement (File 2-23811) with the SEC on July 7 seeking registration of 76,400 shares of common stock, to be offered pursuant to its Restricted Stock Option Plan, Qualified Stock Option Plan, and Employees' Stock Purchase Plan.

SUMMIT LIFE PROPOSES OFFERING. Summit Life Insurance Company, 120 W. Michigan Ave., Jackson, Mich. 49201, filed a registration statement (File 2-23812) with the SEC on July 8 seeking registration of 3,450,000 shares of capital stock. Of this stock, 2,850,000 shares are to be offered for public sale at \$4 per share through Summit Life Investors, Inc. (of the Jackson, Mich., address), which will receive a \$.435-per-share selling commission. The underwriter, which was organized and is owned by Charles B. Clemons (company president) and two other officers, has agreed to use its best efforts to sell not less than 850,000 of such shares. Of the balance of the stock being registered, 150,000 common shares have been subscribed to at \$4 per share by company incorporators, and 450,000 shares are to be issued under stock option plans.

Upon its organization under Michigan law, the company proposes to engage in the life insurance business in that State. Net proceeds from its stock sale will be used to complete its organization and as working capital for its initial years of operation.

TSI FILES FOR OFFERING AND RESCISSION. TSI, Inc., 4211 Norbourne Blvd., St. Matthews, Louisville, Ky., filed a registration statement (File 2-23813) with the SEC on July 8 seeking registration of 500,000 shares of Class A common stock. According to the prospectus, the company registered such shares with the Division of Securities of the Commonwealth of Kentucky in January of 1965. The offering was made and sold only to residents of Kentucky, and as an intrastate offering was deemed exempt from the registration requirements of the Securities Act of 1933. In February, after 57,400 of the shares had been sold at \$4 per share in Kentucky, the SEC advised the company that the exemption accorded intrastate offerings might not be available because of certain indications in the prospectus that the company intended to engage primarily in the business of investing, reinvesting or trading in securities, which would subject it to the requirements of the Investment Company Act of 1940 and preclude an exemption from the 1933 Act. The prospectus states that this was not the company's intention; however, it decided that the best interest of the company and its stockholders would be

OVER

served by filing under the 1933 Act. The company is therefore providing any purchaser under the Kentucky offering the opportunity to rescind his purchase and receive full refund. The remaining stock covered by this registration statement and any shares rescinded pursuant to the rescission offer are to be offered for public sale at \$4 per share. The offering will be made, on a best efforts basis, by Colonial Securities, Inc., 4211 Norbourne Blvd., Louisville, Ky., which will receive a \$.60-per-share selling commission. The offering is conditioned upon the sale of at least 50,000 shares (including sales subject to the rescission offer which are not rescinded).

Organized under Kentucky law in July 1964, the company (formerly Teachers Securities Investment Co.) is engaged in the real estate business. It intends to organize or acquire, as the opportunities arise, subsidiaries engaged in insurance, finance and securities businesses. Of the net proceeds from its stock sale, between \$150,000 and \$550,000 will be invested in the real estate business and the balance will be used in the acquisition and conduct of the other such businesses. The company has outstanding 200,000 shares of Class B common stock, all of which is owned by management officials. Harris L. Wood (president) acquired 130,000 shares for an aggregate of \$103,712 in money and property. The balance of the Class B stock was purchased at \$2 per share.

DESERT DEVELOPMENT PROPOSES OFFERING. Desert Development Corporation, 250 W. 57th St., New York 10019, filed a registration statement (File 2-23814) with the SEC on July 6 seeking registration of 31,536 shares of Class B common stock and 2,628 shares of 6% cumulative preferred stock, to be offered for public sale in units consisting of 9 preferred shares and 108 Class B common shares. The offering is to be made through company officials at \$1,008 per unit.

Organized under New York law in 1962, the company is engaged in the business of growing a fibrous plant in the Negev Desert in Israel without using fresh water and marketing it for use as a principal ingredient in paper and for other commercial uses. Its principal operations are conducted through a wholly-owned Israeli subsidiary, Desert Plants, Ltd. Net proceeds from this financing will be used in the company's expansion of operations to a commercial scale. The company has outstanding 450 preferred, 50,000 Class A common, and 5,400 Class B common shares, of which management officials own 50%, 50%, and 90%, respectively. Isaac E. Schine is board chairman and Rudolph J. Boyko is president.

HESS OIL & CHEMICAL FILES STOCK PLANS. Hess Oil & Chemical Corporation, State Street, Perth Amboy, N. J. filed a registration statement (File 2-23815) with the SEC on July 8 seeking registration of 541,550 shares of common stock, to be offered pursuant to the company's Restricted Stock Option Plan for Key Employees and Qualified Stock Option Plan for Key Employees.

AMPHENOL CORP. FILES STOCK PLAN. Amphenol Corporation, 2801 S. 25th Ave., Broadview, Ill., filed a registration statement (File 2-23816) with the SEC on July 8 seeking registration of 6,120 shares of common stock, to be offered under the Cadre Industries Corp. Stock Option Plan for Executive and Key Employees.

SECURITIES ACT REGISTRATIONS. Effective July 8: Charity Co., 2-23621; Crestmont Oil & Gas Co., 2-23531 (Aug 17); Eastern Air Lines, Inc., 2-23711 (40 days); Garan, Inc., 2-23681 (Aug 17).

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.

*As estimated for purposes of computing the registration fee.

---ooo0ooo---