

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. 67-63)

FOR RELEASE April 4, 1967

SEC ORDER CITES LAYTON, MOZER INVESTMENT. The SEC has ordered administrative proceedings under the Securities Exchange Act of 1934 involving the broker-dealer firm of Layton, Mozer Investment Company, 555 - 17th Street, Denver, Colo. Also named as respondents are Robert S. Layton, president, and Samuel C. Mozer, secretary-treasurer, of the said firm.

The proceedings are based upon staff charges that since July 1965 the three respondents have engaged in activities violative of the anti-fraud and other provisions of the Federal securities laws. A hearing will be held pursuant to further order to take evidence on the staff charges and afford the respondents an opportunity to offer any defenses thereto, for the purpose of determining whether charges are true in fact and, if so, whether any action of a remedial nature should be ordered by the Commission.

EVANS PRODUCTS SHARES IN REGISTRATION. Evans Products Company, 1121 S. W. Salmon St., Portland, Ore., filed a registration statement (File 2-26231) with the SEC on March 30 seeking registration of 314,961 outstanding purchase warrants and a like number of underlying shares of common stock. The present warrant holders propose to offer the warrants (and/or common shares purchased upon the exercise thereof) in the over-the-counter market or through private negotiated sales or, in the case of the stock, on any exchange upon which such stock may be listed, and at prices prevailing at the time of sale (\$32 per share maximum*). The company is also registering 378,288 shares of common stock, to be issued pursuant to its Employees' Restricted and Qualified Stock Options.

The company is a manufacturer and distributor of railcars and equipment for the transportation industry, of building materials and related products, and homes and commercial structures. In addition to indebtedness and preferred stock, it has outstanding 2,904,259 common shares, of which management officials own 7.18%. The prospectus lists four warrant holders, including Schmidt & Co., which owns 157,479 warrants, and Hunt Foods and Industries, Inc., 125,983 warrants. The warrants (exercisable at \$11.43 per share) were issued by the company in 1959 pursuant to its several note and warrant agreements with eight institutional investors under which such investors acquired \$10,000,000 of notes of the company. C. Calvert Knudsen is president and Monford A. Orloff is chairman of the company.

GEORGIA SHOE FILES FOR OFFERING AND SECONDARY. Georgia Shoe Manufacturing Company, Inc., Flowery Branch, Ga. 30542, filed a registration statement (File 2-26250) with the SEC on March 31 seeking registration of \$2,000,000 of convertible subordinated debentures, due 1982, and 100,000 shares of common stock. Of the stock, 50,000 shares are to be offered by the company and 50,000 shares (being outstanding stock) by the present holder thereof. The securities are to be offered for public sale in units consisting of \$100 principal amount of debentures and 5 shares. Johnson, Lane, Space, Smith & Co., Inc., 1000 Commerce Bldg., Atlanta, Ga. and Loeb, Rhoades & Co., 42 Wall St., New York, are the principal underwriters. The public offering price (\$155 per unit maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of men's and boys' work and sport boots and work shoes. Net proceeds of its sale of additional stock will be added to working capital. In addition to indebtedness, the company has outstanding 201,750 common and 250,000 Class B common shares. Sam L. Perling (board chairman and president) owns 78,300 common and all of the outstanding Class B shares. He proposes to sell 50,000 common shares.

FARMERS' EDUCATIONAL CO-OP PROPOSES OFFERING. The Farmers' Educational and Co-Operative Union of America, 1575 Sherman St., Denver, Colo. 80203, filed a registration statement (File 2-26253) with the SEC on March 31 seeking registration of \$3,200,000 of registered debentures, Series J, and \$3,300,000 of registered debentures, Series K. The due dates of both series range from 1974 to 1992 and the interest rates from 5-3/4% to 6%. The debentures are to be offered for public sale in \$100 units; a maximum commission of \$5 per unit may be paid.

The company's activities include conventions, conferences, insurance, loans, radio, television and publications "to encourage its members in efficient and effective marketing of their products and in the improvement and enrichment of family farm life." Net proceeds of this financing will be applied each month on indebtedness under a bank loan agreement; the total of such loans is not to exceed \$6,500,000. According to the prospectus, the number of family members has dropped 17.8%, total gross income of the company and its affiliated companies has increased by 40.7% (\$7,689,960), but net income has decreased from a net income of \$173,880 in 1962 to a net loss of \$1,137,193 in 1966. Tony T. Dechant is president.

WARD FOODS FILES FOR SECONDARY. Ward Foods, Inc., 475 Fifth Ave., New York 10017, filed a registration statement (File 2-26264) with the SEC on March 31 seeking registration of 190,000 outstanding shares of common stock. The present holders thereof may offer the stock for public sale from time to time on the New York Stock Exchange at prices prevailing at the time of sale (\$27 per share maximum*).

The company is primarily engaged in the production, processing and distribution of food stuffs, principally baked goods. In addition to indebtedness and preferred stock, it has outstanding 1,901,159 common shares, of which management officials own 19.3%. Charles W. Call, Jr., is president. The prospectus lists three selling stockholders, as follows: George W. Murphy, 100,000 shares; Henry S. Hendler, 86,400; and J. M. Hendler, 3,600. The selling stockholders are offering their entire stock holdings in the company.

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METROMEDIA FILES FOR SECONDARY. Metromedia, Inc., 277 Park Ave., New York 10017, filed a registration statement (File 2-26265) with the SEC on March 31 seeking registration of 25,788 outstanding shares of common stock. The stock may be offered for public sale from time to time by the present holders thereof on the New York Stock Exchange or otherwise, at prices prevailing at the time of sale (\$52.375 per share maximum*).

The company is engaged in radio and television broadcasting, graphics, advertising, production and distribution of films, presentation of touring ice shows and mail marketing. In addition to indebtedness, it has outstanding 2,161,718 common shares, of which management officials own approximately 13.6%. John W. Kluge is board chairman and president. The prospectus lists five selling stockholders, including David L. Wolper (vice president), who is offering 20,000 of 52,164 shares held. The selling stockholders acquired the shares being registered in connection with the January 1965 acquisition by the company of all the capital stock of Wolper Productions, Inc.

COASTAL CARIBBEAN OILS & MINERALS VOTING TRUST FILES. Trustees under a voting trust agreement involving common stock of Coastal Caribbean Oils & Minerals, Ltd., of Hamilton, Bermuda, filed a registration statement (File 2-26266) with the SEC on March 31 seeking registration of voting trust certificates for 500,000 shares of such stock.

HESS OIL FILES FOR SECONDARY. Hess Oil & Chemical Corporation, 280 Park Ave., New York 10017, filed a registration statement (File 2-26268) with the SEC on March 31 seeking registration of \$8,333,200 outstanding 4½% subordinated debentures, due 1987. The present holders thereof propose to offer the debentures for public sale through underwriters headed by Goldman, Sachs & Co., 20 Broad St., New York 10005. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the petroleum business. In addition to indebtedness, it has outstanding 9,531,923 common shares, of which management officials own 53%, including 45% owned by Leon Hess (board chairman). H. W. McCollum is president. The prospectus lists 13 selling debentureholders, including Loeb, Rhoades & Co., which is offering \$2,700,000 of \$7,731,500 of debentures held, and Gruss & Co., its entire holdings of \$2,016,900 of debentures.

SEALED AIR FILES FOR SECONDARY. Sealed Air Corporation, 179 Goffle Rd., Hawthorne, N. J., filed a registration statement (File 2-26269) with the SEC on March 31 seeking registration of 303,200 outstanding shares of capital stock. Also being registered are 33,000 shares which are subject to options granted by the company and exercisable at \$2 per share prior to November 4, 1969. The present holders of the shares and options will offer the securities for public sale from time to time in the over-the-counter market at prevailing prices at the time of sale (\$8.37 per share maximum*).

The company is engaged in the manufacture and distribution of multi-cellular insulating and cushioning materials. It has outstanding 1,377,333 common shares, of which management officials and certain members of their families own 22.44%. W. Frederick Mittendorf is board chairman and Marc A. Chavannes is president. The prospectus lists 14 selling stockholders, including Raritan Plastics Corp., which is offering its entire stock holdings of 150,000 shares, and Engelhard Hanovia, Inc., 100,000 of 568,333. Of the stock subject to options, 15,000 shares underlie options granted to Raritan.

BANGOR PUNTA FILES FOR SECONDARY. Bangor Punta Corporation, 84 Harlow St., Bangor, Me. 04401, filed a registration statement (File 2-26270) with the SEC on March 31 seeking registration of 25,000 outstanding shares of common stock. The present holder thereof may offer the stock for public sale from time to time on the New York Stock Exchange or otherwise at the price prevailing at the time of sale (\$26.75 per share maximum*).

The company is a holding company with subsidiaries in the consumer products, textile, process equipment and service fields. In addition to indebtedness and preferred stock, it has outstanding 1,600,431 common shares, of which management officials own 25.88%. The selling stockholder is Robert A. Levinson (vice president), who owns 53,611 common shares of the company. Nicholas M. Salgo is board chairman and W. Gordon Robertson is president.

CLAIRTONE SOUND PROPOSES DEBENTURE OFFERING. Clairtone Sound Corporation Limited, 100 Ronson Dr., Rexdale, Ont., Canada, filed a registration statement (File 2-26274) with the SEC on March 31 seeking registration of \$2,500,000 of convertible subordinated debentures (due 1982), to be offered for public sale through underwriters headed by W. E. Hutton & Co., 14 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 manufacture and sale of stereophonic high fidelity radio-phonograph consoles and color television sets. Net proceeds of its debenture sale will be used to finance an increase in inventories of components and finished products. In addition to indebtedness and preferred stock, the company has outstanding 592,100 common shares, of which management officials own 33%. Peter Munk is president.

GARDEN STATE LIFE SHARES IN REGISTRATION. Garden State Life Insurance Company, 449 Central Avenue, Newark, N. J., 07107, filed a registration statement (File 2-26247) with the SEC on March 30 seeking registration of options to purchase 75,000 shares of its Class A capital voting stock. The options are to be offered to General Agents who are duly licensed in jurisdictions in which the company is authorized to conduct a life insurance business.

APL CORP. SECURITIES IN REGISTRATION. APL Corporation, Linden Plaza, Great Neck, N. Y. 11021, filed a registration statement (File 2-26246) with the SEC on March 30 seeking registration of securities as follows: (1) 27,000 Series A common stock purchase warrants to be offered by Massachusetts Mutual Life Insurance Company (9,000) and State Mutual Life Assurance Company of America (18,000), or the 27,000 common shares issuable upon exercise of the warrants (the Series A warrants are exercisable at \$11 per share); (2) 40,000 Series B common stock purchase warrants to be offered by Massachusetts Mutual Life Insurance Company (20,000) and

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State Mutual Life Assurance Company of America (20,000), or the 40,000 common shares issuable upon exercise of the warrants (the Series B warrants are exercisable at \$5.75 per share); (3) 45,000 Class C common stock purchase warrants to be offered by The Paul Revere Corporation (18,000) and the Paul Revere Life Insurance Company (27,000), or the 45,000 common shares issuable upon exercise of the warrants (the Series C warrants are exercisable at \$11 per share); and (4) 77,500 Series D common stock purchase warrants to be offered by Massachusetts Mutual Life Insurance Company (21,250), State Mutual Life Assurance Company of America (14,740), Worcester Mutual Fire Insurance Company (1,500) and Continental Assurance Company (40,000), or the 77,500 common shares issuable upon exercise of the warrants (the Series D warrants are exercisable at \$10 per share).

Also included in their registration statement are 175,000 shares of Class B Preferred Stock, Series C, to be offered for public sale by the company through an underwriting group headed by Shearson, Hammill & Co., Inc., 14 Wall St., New York 10005. The dividend rate, offering price (\$20 per preferred share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the sale and servicing of non-food merchandise to supermarkets ("rack jobbing"), the wholesale distribution of similar items to department stores, discount centers and other retail outlets, the manufacture and sale of vitamins, food supplements and related items and the design and production of plastic houseware products and advertising and promotional specialties. It is also engaged in the manufacture of rigid clear plastic bottles. Net proceeds of its preferred stock sale will be added to the general funds of the company and will be used to retire \$1,750,000 of current short term bank borrowings, and the balance will be used for general corporate purposes including expanding the facilities of the company used in the production of plastic bottles. In addition to indebtedness and preferred stock, the company has outstanding 1,223,461 shares of common stock, of which Harold L. Schwartz, Jr., board chairman, and A. Harry Fishman, president, own 10.4% each.

HALE KAAPALI HOTEL FILES. Hale Kaanapali Apartment Hotel Development Company, Inc., P. O. Box 607, Lahaina, Maui, Hawaii, together with Hale Kaanapali Hotel Associates of the same address, have joined in the filing of a registration statement (File 2-26249) with the SEC on March 31 seeking registration of 239 Apartment Leases and Limited Partnership Interests. The Development Company proposes to sell 239 residential condominium apartments presently under construction at Kaanapali. The purchaser does not receive fee title to his apartment, but receives a leasehold interest therein under a 55-year lease commencing on January 1, 1967, which lease contains a restriction to the effect that the apartment can only be used as a personal residence for the purchaser, his spouse, his children and his grandchildren, or as a hotel room under a "Hotel Management Agreement" with Associates. The purchase prices of the apartments range from \$18,000 to \$62,000. Anyone desiring to purchase an apartment will be required to contribute the apartment, together with cash equal to 5% of the purchase price thereof, to Associates, a limited partnership. The latter has contracted with Hilton Hotels Corporation to operate all the apartments contributed to it as a resort hotel to be known as the Hilton Hale Kaanapali. The partnership agreement provides that each purchaser may use the apartment which he contributes to the partnership for a period of 30 days each year; and it also provides that the profits or losses from the Hotel operation will be shared in proportion to the size of each purchaser's investment and the number of days his apartment is available for use as a hotel room.

The 239 apartments, together with 14 additional apartments not subject to this offering, have previously been offered for sale to the public and a number of contracts for the sale of such apartments were previously entered into. Each of the prior purchasers was given the opportunity to rescind his contract and to secure reimbursement of all funds theretofore paid by him; and in a number of instances, this offer of rescission was accepted; but contracts for the sale of 90 apartments out of the 239 are still existent. Erik L. Jacobsen is the dominant party in the development and is the managing general partner of the Partnership.

HARTFORD ELECTRIC RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15703) authorizing The Hartford Electric Light Company, Wethersfield, Conn., to sell at competitive bidding \$20,000,000 of first mortgage bonds and 200,000 shares of preferred stock. The company will use the net proceeds of this financing to repay some \$30,000,000 of bank loans. The loans were incurred to finance its construction program, to pay \$1,458,000 of its bonds which mature April 1, and to supply funds for its investment in Connecticut Yankee Atomic Power Company. The company's 1967 construction program is estimated at \$33,000,000.

BROOKINGS INTERNATIONAL LIFE PROPOSES OFFERING. Brookings International Life Insurance Company, 520 Main Ave., Brookings, S. D., filed a registration statement (File 2-26222) with the SEC on March 29 seeking registration of 100,000 shares of common stock. According to the prospectus, certain company policyholders "shall have the right to receive 100% of his distributable share of the 'equity' of the policyholders in cash, or in the alternative, the right to receive the same in common stock at a price of \$5 per share." Certain company directors have contracted to purchase at \$5 per share all shares not accepted by policyholders "so as to provide funds to pay policyholders who elect to receive cash." This offering is the result of the company's changing from a mutual level premium insurance company to a stock insurance company, which change was approved by policyholders and stockholders in June 1966. Clifford L. Hillyer is president.

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 captions of the several items of the form was included in the April 3 News Digest.

Lake Central Airlines, Inc Feb 67 (12)	0-2147-2	AIC Corp Feb 67 (9)	0-148-2
Lambda Alpha Corp Feb 67 (2,8,11,13)	0-361-2	Airlift International Inc Feb 67 (2,3,13)	0-1846-2
Lear Jet Industries Inc Feb 67 (9,12,13)	0-1693-2	Allen Electric & Equipment Co Feb 67 (12)	1-2884-2
Metropolitan Brick Inc Mar 67 (7,8)	1-877-2	Allis Chalmers Mfg Co Feb 67 (3)	1-2199-2
Fred Meyer Inc Feb 67 (7)	0-995-2	All-State Credit Corp Feb 67 (3)	0-1215-2
Miles Laboratories Inc Feb 67 (7)	1-4573-2	Aluminum Specialty Co Feb 67 (12,13)	0-829-2
Monon Railroad Feb 67 (12)	1-3345-2	American Book Stratford Press Inc	
Monticello Inc Feb 67 (2,11,13)	1-4296-2	Feb 67 (12,13)	1-4701-2
Nachman Corp Feb 67 (2,7,13)	1-1492-2	American Motors Corp Feb 67 (11)	1-622-2
National Car Rental System Inc		American Potash and Chemical Corp Feb 67 (13)	1-3693-2
Feb 67 (1,7,8,11)	2-19978-2	American Tobacco Co Feb 67 (12,13)	1-92-2
National Fidelity Life Ins Co May 66 (11,13)	2-21231-2	AMK Corp Feb 67 (12,13)	1-2704-2
National General Corp Feb 67 (3,11,13)	1-3675-2	Amplex Corp Feb 67 (3)	1-4150-2
Natural Gas Pipeline Co of America	2-14243-2	Anadite Inc Feb 67 (4,11,13)	0-181-2
Neuhoff Bros Packers Inc Feb 67 (11)	0-2390-2	Angelica Uniform Co Feb 67 (7,13)	0-4-2
A. C. Nielsen Co Feb 67 (11)	0-24-2	Arizona Bancorporation Feb 67 (7)	0-1099-2
North American Aviation Inc Feb 67 (11,13)	1-1035-2	Associated Oil & Gas Co Feb 67 (3,13)	1-3991-2
Northern Indiana Public Service Co Feb 67 (7,13)	1-4125-2	Austin, Nichols & Co Inc Feb 67 (12,13)	1-249-2
Northern Natural Gas Co Feb 67 (12)	1-3423-2	Avnet Inc Feb 67 (7)	1-4224-2
Oklahoma Natural Gas Co Feb 67 (12)	1-2572-2	Baird-Atomic Inc Feb 67 (11)	0-1065-2
Okla Miss River Products Line Inc Feb 67 (1)	0-268-2	Baltimore and Ohio RR Co Feb 67 (3)	1-923-2
Pomona Tile Mfg Co Apr 66 (11)	2-11599-2	Bankers Investment Corp Mar 67 (13)	0-1317-2
Rayette-Faberge Inc Feb 67 (13)	1-4342-2	Beech Aircraft Corp Feb 67 (13)	1-2839-2
Richardson-Merrell Inc Feb 67 (3)	1-1029-2	Bemis Co Inc Feb 67 (7,13)	1-5277-2
Safran Printing Co Feb 67 (7)	0-1436-2	Bernz O Matic Corp Feb 67 (9,11,13)	0-1688-2
Seaboard Life Ins Co of America Feb 67 (12,13)	2-20552-2	Bonneville Capital Corp Feb 67 (3,11,12,13)	0-1204-2
Southern Co Feb 67 (7,13)	1-3526-2	Boston Edison Co Feb 67 (12,13)	1-2301-2
South Puerto Rico Sugar Co Feb 67 (3,11,13)	1-391-2	Brite Universal Inc Mar 67 (12,13)	2-18612-2
Sperry and Hutchinson Co Feb 67 (2,13)	1-5235-2	California Packing Corp Feb 67 (13)	1-502-2
Sundance Oil Co Feb 67 (7)	1-3524-2	California Water Service Co Feb 67 (7,8)	0-464-2
Superior Cable Corp Feb 67 (11)	0-1810-2	Capital Finance Corp Feb 67 (7,8)	0-813-2
T F H Publications Inc Feb 67 (7,13)	0-2245-2	L E Carpenter & Co Mar 67 (7,13)	1-4943-2
Thomas & Betts Co Feb 67 (2,13)	1-4682-2	Central Hudson Gas & Electric Corp	
Time Inc Feb 67 (1,13)	1-4878-2	Feb 67 (7,13)	1-3268-2
Trans World Airlines Inc Feb 67 (7,8,11,12,13)	1-975-2	Central Louisiana Electric Co Inc Feb 67 (13)	0-1272-2
Uniroyal Inc Feb 67 (12,13)	1-62-2	Cerro Corp Feb 67 (3,7)	1-1518-2
U. S. Industries Inc Feb 67 (13)	1-3772-2	Cesana Aircraft Co Feb 67 (12)	1-3145-2
United States Lumber Co Feb 67 (12)	0-601-2	Colonial Life and Casualty Co Feb 67 (12,13)	2-24379-2
Waite & Bond Inc Jan 67 (13)	1-3411-2	Citizens Utilities Co Feb 67 (13)	0-1291-2
Western Union Telegraph Co Feb 67 (7)	1-2493-2	Colgate-Palmolive Co Feb 67 (12,13)	1-644-2
R C Williams & Co Inc Feb 67 (12)	1-545-2	Collyer Insulated Wire Co Feb 67 (7)	0-793-2
Wrather Corp Feb 67 (2,13)	0-988-2	Commonwealth United Corp Feb 67 (2,7,13)	1-4563-2
<u>Amend to 8-K</u>		Communications Industries Inc Feb 67 (4,7,8,13)	2-23742-2
Pomona Tile Mfg Co Amend #1 for Nov 66	2-11599-2	Community Discount Centers Inc Feb 67 (7,13)	1-3978-2
		Computax Services Inc Feb 67 (13)	2-25336-2
		Consolidated Laundries Corp Feb 67 (7,11,12)	1-574-2
		Continental Baking Co Feb 67 (12)	1-786-2
		Cowles Communications, Inc Feb 67 (12,13)	1-5221-2

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended March 30, 1967, 81 registration statements were filed, 33 became effective, 3 were withdrawn, and 441 were pending at the week-end.

*As estimated for purposes of computing the registration fee.