

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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SIERRA PACIFIC POWER FILES FINANCING PROPOSAL. Sierra Pacific Power Company, 100 East Moana Lane, Reno, Nev. 89510, filed a registration statement (File 2-26552) with the SEC on May 12 seeking registration of \$15,000,000 of first mortgage bonds, due 1997, to be offered for public sale at competitive bidding. Also included in the statement are 266,000 shares of common stock, to be offered for subscription by stockholders of record at the close of business June 20, on the basis of one new share for each 15 shares held. The rights offering is to be underwritten by Stone & Webster Securities Corporation, 90 Broad St., New York, and Dean Witter & Co., 45 Montgomery St., San Francisco, Calif.; and the subscription price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the electric utility business, and it also renders water and gas services. The net proceeds of this financing will be used to pay some \$17,500,000 of bank loans incurred for construction purposes, and the balance will be applied to the company's 1967 construction program (estimated at \$17,920,000). In addition to indebtedness and preferred stock, the company has outstanding 3,986,245 common shares, of which management officials own some 0.66%. Neil W. Plath is president.

PENNSYLVANIA LIFE PROPOSES OFFERING AND SECONDARY. Pennsylvania Life Company, 9601 Wilshire Blvd., Beverly Hills, Calif. 90213, filed a registration statement (File 2-26564) with the SEC on May 15 seeking registration of 583,000 shares of common stock. Of this stock, 325,000 shares are to be offered for public sale by the company and 258,000 (being outstanding shares) by the present holders thereof. The offering is to be made by underwriters headed by Smith, Barney & Co., 20 Broad St., New York 10005. The public offering price (\$30 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the sale of individual accident and health and life insurance. It specializes in the sale of disability income protection and life insurance primarily to self-employed businessmen, farmers and other individuals who are not ordinarily covered by employee group insurance and government welfare programs. Of the net proceeds of its sale of additional stock, \$6,800,000 will be used to purchase 850,000 common shares of the company's outstanding stock from Mrs. Eva Markus at a price of \$8 per share. The balance will be added to the company's working capital for general corporate purposes. In addition to indebtedness, the company has outstanding 2,939,310 common shares, of which management officials own 702,071 shares or 23.89%. The prospectus lists 13 selling stockholders, including Joe D. Bain, board chairman and president, who is offering 43,000 of 210,125 common shares held, and Joe D. Bain and Madeline Bain, as joint tenants, 42,000 of 84,000 shares held. The remaining sellers are offering shares ranging in amounts from 4,000 to 30,000 shares.

CONTINENTAL TELEPHONE FILES EXCHANGE PROPOSAL. Continental Telephone Corporation, 130 South Bemiston, St. Louis, Mo. 63105, filed a registration statement (File 2-26551) with the SEC on May 12 seeking registration of 1,940,905 shares of common stock, to be offered in exchange, on a share-for-share basis, for all of the outstanding shares of common stock of Trans-Continental Telephone & Electronics, Inc. Also included in the statement are 33,345 shares of common stock issuable upon exercise of stock options assumed by the company in connection with its acquisition of Communication Apparatus Corporation.

The company and its subsidiaries are primarily engaged in the telephone business. In addition to indebtedness and preferred stock, the company has outstanding 15,146,020 common shares, of which Norman Corporation (formerly Superior Cable Corporation) owns 2,011,466 common shares of 13.28%, and management officials own 304,748 common shares or 2.01%. Phillip J. Lucier is president and Charles Wohlstetter, board chairman. Trans-Continental is a holding company which, through its wholly-owned subsidiaries, is primarily engaged in the telephone business in Texas, Oklahoma, Missouri, Louisiana and New Mexico.

ELECTRONIC MEMORIES PROPOSES OFFERING. Electronic Memories, Inc., 12621 Chadron Ave., Hawthorne, Calif. 90250, filed a registration statement (File 2-26559) with the SEC on May 15 seeking registration of \$2,000,000 of convertible subordinated debentures, due 1987, to be offered for public sale through underwriters headed by Dean Witter & Co., 632-34 South Spring St., Los Angeles, Calif. 90014. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company designs, develops and manufactures components and equipment used for the storage of information in digital data processing systems. Its principal products are magnetic ferrite cores, magnetic core memory arrays and stacks and core memory systems. The net proceeds from the debenture sale will be used primarily to fund the company's obligation to lend up to \$1,800,000 during 1967 and 1968 to Janus Research Corporation, of which \$275,000 was loaned in May. The balance of these proceeds will be added to the company's working capital. In addition to indebtedness, the company has outstanding 783,470 common shares, of which Trade C. Taylor, president, owns 143,974 common shares or 18.4% of the shares outstanding, and management officials own 223,818 shares, or 28.6%. Janus was formed in 1966 in San Jose, Calif., to engage in the manufacture and sale of disk packs used in conjunction with electronic computers to store information and to retrieve it on a random access basis.

OVER

FIVE STOCK PLANS FILED. Form S-8 registration statements have been filed with the SEC proposing the offering of securities under employee savings, stock option and other plans, as follows:

General Aniline & Film Corporation, New York 10020 (File 2-26550) - 580,000 common shares, and 88,960 shares of convertible preferred stock

Thrift Drug Company of Pennsylvania, Pittsburgh, Pa. 15215 (File 2-26556) - 33,333 common shares

Occidental Petroleum Corporation, Los Angeles, Calif. 90024 (File 2-26560) - 495,662 common shares

Itek Corporation, Lexington, Mass. 02173 (File 2-26561) - 50,000 common shares

A Form S-1 registration statement has been filed by:

Alton Box Board Company, Alton, Ill. 62002 (File 2-26555) covering 1,000 memberships in its profit sharing and savings plan and 50,000 underlying common shares

CAREFREE RESORTS PROPOSES CONDOMINIUM UNIT OFFERING. Carefree Resorts, Inc. and Carefree Resort Managers, Inc., 131 Pine St. NE, Salem, Oregon 97303, filed a registration statement (File 2-26553) with the SEC on May 12 seeking registration of 95 condominium apartment units (\$2,046,000 in amount) and 95 interests in a joint venture of condominium owners to rent said condominium units as motel rooms when the owners are not in residence.

Carefree Resorts, Inc., will offer the 95 condominium apartment units to be called "The Inn at Spanish Head" and built at Taft, Lincoln City, Oregon. In conjunction therewith, Carefree Resort Managers will offer the 95 interests in a joint venture. The 95 condominium apartments, recreation area, swimming pool, restaurant and bar, and the office and manager's quarters will be contained in two ten-story high-rise buildings. The price of the individual units will range from \$14,000 to \$33,500.

Carefree Resorts was organized on December 19, 1966 to develop this and other condominiums. Peter M. Gunnar is the sole shareholder, and with J. A. Burkhart are its directors and principal officers. Its sole present asset is its interest in a joint venture to build the subject condominium units. The units are to be built on land owned by Quominus, Oreg. Ltd, a partnership composed of Peter M. Gunnar and J. A. Burkhart, as general partners, and Peter M. Gunnar, as custodian for his three minor children as limited partners.

Carefree Resort Managers, Inc. was organized on February 8, 1967 to manage condominium resort motels and hotels. Donn D. DeBernardi, president, Peter M. Gunnar, vice president, W. M. Schleibaum, treasurer, and J. A. Burkhart, secretary, are its shareholders.

BROADWAY-HALE STORES PROPOSES OFFERING. Broadway-Hale Stores, Inc., 600 South Spring St. Los Angeles, Calif. 90014, filed a registration statement (File 2-26558) with the SEC on May 15 seeking registration of \$25,000,000 of convertible subordinated debentures, due 1992, to be offered for public sale through underwriters headed by Blyth & Co., Inc., 629 South Spring St., Los Angeles, Calif. 90014. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the general department store business, offering complete assortments of men's, women's and children's apparel, accessories and home furnishings and appliances. The net proceeds from the debenture sale, together with other company funds, will be applied to retire existing short term notes, which at April 29 amounted to \$33,000,000. In addition to indebtedness, the company has outstanding 3,687,576 common shares, of which Hale Bros. Associates, Inc. owns 20.2%, United California Bank, Trustee for the profit sharing-retirement income plan for employees of Broadway-Hale Stores, Inc., 11.8%, and management officials 8.6%. Prentis C. Hale is board chairman and Edward W. Carter is president.

THORP FINANCE FILES EXCHANGE PROPOSAL. Thorp Finance Corporation, Thorp, Wisc., filed a registration statement (File 2-26566) with the SEC on May 15 seeking registration of 163,239 shares of common stock. The stock is to be offered in exchange for all of the issued and outstanding common stock of Midwestern Life and Health Insurance Corporation on the basis of 35/100 of a share of company stock for each share of Midwestern stock.

The company is engaged, directly and through wholly-owned subsidiaries, in the direct instalment loan business; and also purchases instalment sales contracts, sells life insurance, credit life and accident insurance, health insurance and other types. In addition to indebtedness and preferred stock, the company has outstanding 1,839,550 common shares, of which management officials own 22.5%. Francis J. Conway is board chairman and Emil E. Kostner is president.

JEWEL COMPANIES IN REGISTRATION. Jewel Companies, Inc., 135 S. LaSalle St., Chicago, Ill. 60603, filed a registration statement (File 2-26562) with the SEC on May 15 seeking registration of 158,841 common shares. The shares are reserved for issuance under the company's plan for sale of common stock to employees.

The company also filed a registration statement with the SEC on May 15 (File 2-26563) seeking to register 400,440 common shares reserved for issuance under its stock option plans.

SECURITIES ACT REGISTRATIONS. Effective May 15: Contrafund, Inc., 2-25235; Honeywell Inc., 2-26290; Midland-Koss Corp., 2-26363; Servo Corp. of America, 2-25935; Veeco Instruments Inc., 2-26370; Vernitron Corp., 2-26233 (40 days).

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.