

# 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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**WEST TEXAS UTILITIES SEEKS ORDER.** West Texas Utilities Company ("West Texas"), Abilene, and its parent, Central and South West Corporation ("Central"), have applied to the SEC for an order under the Holding Company Act authorizing West Texas to amend its articles of incorporation; and the Commission has issued an order (Release 35-15817) giving interested persons until September 5 to request a hearing thereon. West Texas proposes to amend its articles of incorporation to change its 2,800,000 authorized shares of \$10 par common stock, both issued and unissued, into 2,800,000 shares of \$15 par common stock, and to transfer from earned surplus to the common stock capital account the sum of \$12,375,000 -- the equivalent of \$5.00 for each of the 2,475,000 shares of common stock now outstanding.

**DELMARVA P&L SEEKS ORDER.** Delmarva Power & Light Company, Wilmington, Del., has applied to the SEC for an order under the Holding Company Act authorizing it to issue and sell \$25,000,000 of first mortgage and collateral trust bonds, due 1997, at competitive bidding; and the Commission has issued an order (Release 35-15818) giving interested persons until September 5 to request a hearing thereon. Delmarva will apply the proceeds from the bond sale toward the cost of its own construction program and that of its subsidiary companies, including the payment of short-term notes due banks issued for construction purposes prior to such sale. The system's 1967-1968 construction program is estimated at \$73,288,000.

**COLUMBIA GAS PROPOSES OFFERING.** The Columbia Gas System, Inc., 120 E. 41st St., New York 10017, filed a registration statement (File 2-27084) with the SEC on August 11 seeking registration of \$25,000,000 of debentures, Series due 1992, to be offered for public sale at competitive bidding. Net proceeds of the debenture sale will be added to the general funds of the company and will be used for general corporate purposes, including principally the payment of bank borrowings for construction purposes. The borrowings were made for system construction purposes, the program for which is estimated at \$97,000,000 for 1967.

**CRUM & FORSTER FILES EXCHANGE OFFER.** Crum and Forster, 110 William St., New York 10038, filed a registration statement (File 2-27085) with the SEC on August 11 seeking registration of 1,300,000 shares of convertible preferred stock, Series A (\$5 par). According to the prospectus, the company now owns 70.99% of the outstanding stock of United States First Insurance Company, 59.19% of The North River Insurance Company, and 54.32% of Westchester Fire Insurance Company. All are members of the Crum & Forster Group of Insurance Companies. Crum & Forster proposes to offer its preferred shares in exchange for the shares of capital stock of each of the subsidiaries not now owned by it; the exchange ratio as to each is to be supplied by amendment. The First Boston Corp., 20 Exchange Pl., New York 10005, as Dealer Manager, heads the list of "soliciting dealers."

Crum & Forster acts as underwriting manager for the three subsidiaries and another, wholly-owned subsidiary, International Insurance Company, which are New York corporations engaged in writing all lines of insurance (except life, annuity contracts and title). International owns all the capital stock of American Eagle Life Insurance Company, a New Jersey corporation engaged in writing life insurance; and Crum and Forster also has other subsidiaries. Crum and Forster has outstanding 1,928,972 common shares, of which the trustees under the will of John A. Forster hold 15.3%. William C. Ridgeway, Jr., is board chairman and Bobby P. Russell president.

**CAREER ACADEMY FILES FOR OFFERING AND SECONDARY.** Career Academy, Inc., 611 E. Wells St., Milwaukee, Wisc. 53202, filed a registration statement (File 2-27071) with the SEC on August 10 seeking registration of \$4,000,000 of convertible debentures, to be offered for public sale by the company, and 120,000 outstanding shares of common stock, to be offered by the present holders thereof. The securities are to be offered through underwriters headed by Loewi & Co. Inc., 225 E. Mason St., Milwaukee, Wisc. 53202 and Loeb, Rhoades & Co., 42 Wall St., New York 10005. The interest rate on the debentures, public offering prices (\$56.50 per common share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the business of providing vocational training to students at resident schools and (since 1962) through home study courses. Of the net proceeds from the sale of the debentures (a) \$750,000 will be used for the development of contemplated new courses; (b) \$625,000 to establish and equip resident schools at San Francisco and Kansas City; (c) \$388,000 to satisfy installment obligations, discharge notes payable and retire subordinated obligations outstanding; (d) \$210,000 for the purchase of real estate in Milwaukee; and (e) the balance to be used as working capital for general corporate purposes, including the carrying of a portion of student receivables heretofore financed with banks. In addition to indebtedness, the company has outstanding 1,071,544 common shares, of which management officials own 44.9%. The prospectus lists 17 selling stockholders. Wesley D. Pavalon (board chairman and president) proposes to sell 45,500 of his holdings of 211,943 shares, Mr. Pavalon, as Trustee of Adrienne Pavalon 1965 Trust, 19,500 of 90,256 shares, and Maurice H. Pavalon, 11,750 of 44,117 shares; the others propose to sell shares ranging in amount from 1,000 to 10,000 shares.

OVER

**BURGESS-MANNING FILES FOR OFFERING AND SECONDARY.** Burgess-Manning Company, 9207 Sovereign Row, Dallas, Tex. 75247, filed a registration statement (File 2-27072) with the SEC on August 10 seeking registration of 100,000 shares of common stock. Of this stock, 67,500 shares are to be offered for public sale by the company and 32,500 shares (being outstanding stock) by the holders thereof. The public offering price (\$11.00 per share maximum\*) and underwriting terms are to be supplied by amendment. Schneider, Bernet & Hickman, Inc., 3200 First National Bank Bldg., Dallas, Tex. 75202 is listed as the principal underwriter.

The company is engaged in the engineering, manufacture and sale of industrial silencing devices, and in the development, engineering, manufacture and sale of products to control the pulsation of gas, the cleaning of intake air, the separation of liquids from gases, and the filtering of gases. Of the net proceeds from its sale of additional stock, \$220,000 will be applied to the retirement of long-term debt, \$210,000 will be applied to the repayment of unsecured notes representing borrowings incurred for working capital purposes, and the balance will be added to the general funds of the company to be available as increased working capital. In addition to indebtedness, the company has outstanding 283,232 common shares, of which management officials own 47.48%. The prospectus lists seven selling stockholders. Douglas W. Maclay (board chairman) proposes to sell 12,350 of his holdings of 80,817 shares, Edward D. Cobb (a director), 5,830 of 32,229 shares, and Mrs. Myro I. McCleary, 5,000 of 28,000 shares; the others propose to sell shares ranging in amount from 1,000 to 3,450 shares. S. G. Paddock is president.

**ALLEGHENY BEVERAGE SHARES IN REGISTRATION.** Allegheny Beverage Corporation ("ABC"), 2216 N. Charles St., Baltimore, Md. 21218, filed a registration statement (File 2-27073) with the SEC on August 10 seeking registration of 500,000 shares of common stock. Of this stock, 400,000 shares are to be offered by the company and 100,000 shares (being outstanding stock) by the holder thereof. The offering is to be made through underwriters headed by Suplee, Mosley, Close & Kerner, Inc., 1500 Walnut St., Philadelphia, Pa. The company has agreed to pay \$10,000 to the underwriter for expenses. The public offering price (\$4.00 per share maximum\*) and underwriting terms are to be supplied by amendment. The company also proposes to offer up to 1,510,308 shares of common stock in exchange for certain securities of Allegheny Pepsi-Cola Bottling Company ("Allegheny") and of Consolidated Bottling Company ("Consolidated"), at the rates of three ABC shares for each share of Allegheny common, 1-1/2 ABC shares for each Allegheny warrant, an unspecified number of ABC shares for each \$1,000 of Consolidated debentures, and one ABC share for each Consolidated warrant.

Incorporated under Maryland law on December 21, 1966, the company is engaged in all aspects of the manufacture and distribution of various soft drinks, beer, and other beverages, as well as to purchase either the assets or securities of other companies engaged in similar businesses, particularly companies holding franchises for nationally known soft drinks. Net proceeds of its sale of additional stock will be added to general corporate funds. In addition to indebtedness and preferred stock, ABC has outstanding 393,223 common shares, of which management officials own 48.3% (including 15.3% owned by Morton M. Lapedes, president). R. Leiter FitzSimons is the selling stockholder. He received 124,312 shares of Series B preferred stock (100,000 of which he converted into ABC common shares) upon the liquidation of JLF, Inc. (formerly American Brewery, Inc.)

**INTERNATIONAL PROTEINS FILES FOR OFFERING AND SECONDARY.** International Proteins Corporation, Woolworth Bldg., New York 10007, filed a registration statement (File 2-27074) with the SEC on August 10 seeking registration of \$2,000,000 of convertible subordinated debentures, due 1987, to be offered for public sale through underwriters headed by L. M. Rosenthal & Company, Inc., 5 Hanover Square, New York 10004. Also included in the statement are 51,102 outstanding shares of common stock and 1,750 common stock purchase warrants, which may be offered for public sale by the holders thereof from time to time in the over-the-counter market at prices prevailing at the time of sale. The interest rate of the debentures, public offering prices (\$30 per common share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the business of distributing the world fishmeal and animal by-product proteins, some of which it processes, for use principally by animalfeed manufacturers. Of the net proceeds from its sale of the debentures, (a) \$150,000 will be used as an initial payment on the purchase of a plant in Peru for the processing and manufacture of fishmeal; (b) \$400,000 for the purchase of two vessels to be used in fishing operations to assure a supply of material for the aforementioned plant; and (c) the balance will be added to working capital for general corporate purposes. In addition to indebtedness, the company has outstanding 422,964 common shares, of which management officials own 63% (including 28.6% owned by Pierre J. Petrou, president, and members of his family). None of the selling stockholders is an officer or director of the company except Milton F. Eisenberg, who is a director of the company and an officer of TransAmerica Capital Corporation, one of the selling stockholders.

**HARRIS-INTERTYPE PROPOSES DEBENTURE OFFERING.** Harris-Intertype Corporation, 55 Public Square, Cleveland, Ohio 44113, filed a registration statement (File 2-27078) with the SEC on August 11 seeking registration of \$25,000,000 of sinking fund debentures, due 1992. The debentures are to be offered for public sale through underwriters headed by Kidder, Peabody & Co., 20 Exchange Pl., New York 10005 and McDonald & Co., Union Commerce Bldg., Cleveland, Ohio 44115. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is a manufacturer of equipment for the printed and electronic communications industries. Net proceeds of its sale of debentures will be used in part to reduce some \$8,000,000 of short-term bank borrowings and the balance will be added to working capital. In addition to indebtedness, the company has outstanding 5,624,291 common shares. G. S. Dively is board chairman and R. B. Tullis is president.

**TEL-A-SIGN TRADING BAN CONTINUED.** The SEC has issued an order under the Securities Exchange Act suspending exchange and over-the-counter trading in securities of Tel-A-Sign Inc., for the further ten-day period August 15 through August 24, 1967, inclusive.

**THRIFT DRUG CO. (PA.) PROPOSES OFFERING.** Thrift Drug Company of Pennsylvania, 16th and Mary Sts., Pittsburgh, Pa. 15215, filed a registration statement (File 2-27079) with the SEC on August 11 seeking registration of 75,000 shares of common stock. The shares are to be offered for public sale through underwriters headed by Singer, Deane & Scribner, 1045 Union Trust Bldg., Pittsburgh, Pa. 15219. The public offering price (\$40.00 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company operates a chain of retail units, including drug stores, and leased departments in discount department stores which offer health and beauty aids, tobacco products and fountain items. Of the net proceeds to be received from its stock sale, \$2,000,000 will be applied to the repayment of short-term bank borrowings and the balance will be used for general corporate purposes. In addition to indebtedness, the company has outstanding 827,186 common shares, of which management officials own 38.5% (including 14.8% owned by Philip Hoffman, board chairman). Reuben Helfant is president.

**JOHN C. WAGNER, OTHERS GUILTY.** The SEC Seattle Regional Office announced August 9 (LR-3785) that a Federal grand jury in Portland, Oregon, had returned a verdict of guilty against the following three individuals: John C. Wagner, of Beverly Hills, Calif., and New Orleans, La., was found guilty (among other things) of violating the anti-fraud provisions of the Securities Act and the Mail Fraud Statute; Peter C. Unger, of San Diego, Calif., was found guilty on the conspiracy to violate the Securities Act and the Mail Fraud Statute; and Robert L. Wagner, of Hilo, Hawaii, was found guilty of conspiracy to violate the Securities Act and Mail Fraud Statute, all in connection with the offer and sale of promissory notes and trust deeds issued by the individual and corporate defendants. During the course of the trial, Colman C. Christensen, Gordon Z. Jongeward, and Alvin R. Stewart, all of San Francisco, Calif., entered nolo contendere pleas to all counts of the indictment with which they were charged. The case was dismissed against William A. Shubin, of Los Angeles, Calif., Andrew J. Kosieris, of San Mateo, Calif., and Golden Rule Realty and Development, Inc., a/k/a G.R.R. Development, Inc., a California corporation, G.R.R. Development, Inc., an Oregon corporation, and Pioneer Mortgage Bankers, a Nevada corporation.

**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:

Farrington Manufacturing Company, New York 10022 - (File 2-27065) - 150,000 shares  
 Digital Equipment Corporation, Maynard, Mass. 01754 (File 2-27066) - 50,000 shares  
 Bobbie Brooks, Incorporated, Cleveland, Ohio 44114 (File 2-27076) - 231,672 shares  
 Whittaker Corporation, Los Angeles, Calif. 90069 (File 2-27080) - 340,000 shares

**MONOGRAM INDUSTRIES PROPOSES DEBENTURE OFFERING.** Monogram Industries, Inc., 10889 Wilshire Blvd., Los Angeles, Calif. 90024, filed a registration statement (File 2-27082) with the SEC on August 11 seeking registration of \$25,000,000 of convertible subordinated debentures, due 1992. The debentures are to be offered for public sale through underwriters headed by Lehman Brothers, One William St., New York 10004 and Blyth & Co., Inc., 629 S. 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 design, manufacture and sale of sanitation products for use in aircraft, trailers, campers, boats, vacation homes and camp grounds; assembly fasteners for use principally in aircraft fabrication; and aircraft components. Of the net proceeds to be received from the sale of the debentures, approximately \$20,523,000 will be applied to the retirement of outstanding short-term bank loans incurred to provide funds for the acquisition of the shares of The National Screw & Manufacturing Company, and the balance will be added to working capital. In addition to indebtedness, the company has outstanding 1,029,718 common shares, of which management officials own 10%. Martin Stone is president and board chairman.

**CRESCENT-PAKCO OFFERS ACCEPTED.** The SEC today announced that it had determined to accept offers submitted by Crescent Corporation ("Crescent") and Pakco Companies, Inc. ("Pakco") for the settlement of public administrative proceedings pursuant to Section 15(c)(4) of the Securities Exchange Act of 1934. These proceedings had been instituted to determine whether Crescent and Pakco had complied with the reporting and disclosure provisions of the Act and, if not, to require such compliance. The Commission's action followed the submission by Crescent and Pakco of reports on Form 8 amending and correcting prior reports filed by them with the Commission and supplying additional reports which had not previously been filed.

Any person interested in learning the facts as now disclosed in the new filings is referred to the Commission's Public Reference Unit, 500 North Capitol Street, Washington, D. C., 20549. In addition, as part of their offers, Crescent and Pakco have undertaken to mail to all their stockholders a portion of their Report on Form 8 and to any stockholder so requesting a copy of the complete Report containing more detailed information, and to mail to their stockholders the Commission's Findings and Opinion should the Commission deem it appropriate.

Upon the basis of these settlements, the Commission has ordered the discontinuance of the proceedings involving Crescent and Pakco. The Commission's "Findings and Opinion", based upon the evidentiary record developed in the proceedings, and upon the settlement offers, is now in preparation and will be issued in due course.

**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 August 2 News Digest.

American Export Isbrandtsen Co Inc Jul 67 (12)	1-5054-2	Tokyo Shibaura Electric Co Ltd (8K for Jun 67)	2-19320-2
American Nuclear Corp Jul 67 (3,13)	0-1764-2	Union Tank Car Co Jul 67 (7,8,13)	1-1207-2
Atico Financial Corp Jul 67 (2,13)	1-4666-2	United Nuclear Corp Jul 67 (11,13)	1-5119-2
Bankers Trust Jul 67 (3,13)	0-1610-2	United Shoe Machinery Corp Jul 67 (3,11,13)	1-1599-2
Bayuk Cigars Inc Jul 67 (8)	1-294-2	U S Surgical Corp Jul 67 (11)	2-25681-2
Brooklyn Union Gas Co Jul 67 (7,13)	1-722-2	Jim Walter Corp Jul 67 (4,11,13)	1-4868-2
Brown-Forman Distillers Corp Jul 67 (7,10,11)	1-123-2	Wheeling Steel Corp Jul 67 (6)	1-2394-2
Cinerama Inc Jul 67 (3)	1-4107-2	Zurn Ind Inc Jul 67 (4,11,13)	0-1569-2
Cudahy Co Jul 67 (12,13)	1-529-2	Corn Products Co Amend #1 to 8K for Jun 67 (4,13)	1-4199-2
Dayco Corp Jul 67 (4,7,13)	1-5275-2	Gardner Denver Co Amend #1 to 8K for Jul 67 (8,11)	1-1182-2
Equitable Real Estate Inv Trust Jul 67 (3,13)	0-1605-2	Landa Ind Inc Amend #2 to 8K for Aug 65 (2)	0-786-2
The Family Bargain Centers Inc Jul 67 (4,7,8,13)	1-5173-2	Liberty Equities Corp Amend #1 to 8K for Mar 67 (13)	0-2258-2
Fidelity Real Estate Invt Tr Jul 67 (3,13)	0-1929-2	Preway Inc Amend #1 to 8K for May 67 (13)	0-948-2
First Iowa-Illinois Mortgage Co Jul 67 (3)	0-2100-2		
First National Life Ins Co Jul 67 (12,13)	2-13503-2	Aberdeen Mfg Corp Jul 67 (4,7,13)	0-2092-2
General Alloys Co Jul 67 (4,13)	1-1870-2	American Consumer Industries Inc Jul 67 (7,8,13)	1-235-2
Goldsmith Bros Jul 67 (11,12)	2-20527-2	American Pipe & Constr Co Jul 67 (3,13)	0-218-2
Great Northern Ry Co Jul 67 (7,13)	1-2571-2	Bell Intercontinental Corp Jul 67 (12)	1-435-2
Hi-Shear Corp Jul 67 (11,12,13)	0-2731-2	Bunker Hill Co Jul 67 (7)	1-5060-2
Jersey Central Power and Light Co Jul 67 (10)	0-3141-2	California Interstate Telephone Co Jul 67 (7,13)	0-1245-2
Joslyn Mfg & Supply Co Jul 67 (7)	0-1252-2	Cincinnati Gas & Electric Co Jul 67 (7,13)	1-1232-2
Kaiser Ind Corp Jul 67 (13)	1-3340-2	Cle Ware Industries Inc Jul 67 (11,12)	0-1683-2
Kentucky Utilities Co Jul 67 (12)	1-3464-2	Colonial Acceptance Corp Jul 67 (7,13)	0-1749-2
Lorain Telephone Co Jul 67 (12)	0-1110-2	Continental Telephone Corp Jul 67 (11,13)	1-4765-2
M R B Inc Jul 67 (8)	0-1895-2	Cott Corp Jul 67 (2)	1-4532-2
MacWhyte Co Jul 67 (1)	0-1280-2	Cummins Engine Co Inc Jul 67 (8)	1-4949-2
Mid-America Ins Co Jul 67 (2,11,13)	2-22921-2	Deere & Co Jul 67 (7)	1-4121-2
New England Power Co Jul 67 (11)	0-1229-2	Doughboy Industries Inc Jul 67 (2,11)	0-1296-2
New Hampshire Ball Bearings Inc Jun 67 (4,13)	1-5289-2		
Norfolk and Western Ry Co Jul 67 (3,7)	1-546-2		
Northern Illinois Gas Co Jul 67 (7,13)	1-3821-2		
Oxford Paper Co Jul 67 (11,13)	1-3841-2		
Pioneer Natural Gas Co Jul 67 (7)	0-525-2		
Producers Chemical Co Jun 67 (2,5,7,13)	0-2242-2		
Providence and Worcester Rr Co Jul 67 (12,13)	0-2555-2		
Quality Importers Inc Jul 67 (1,2,4,8,11,13)	1-4709-2		
Reynolds Metals Co Jul 67 (7)	1-1430-2		

**TRADING IN CODITRON SUSPENDED.** The SEC, pursuant to a request of the company and information coming to the attention of the Commission, today ordered the temporary suspension of over-the-counter trading in the common stock of Coditron Corporation ("Coditron"), of New York City, for the ten-day period August 14, 1967 to August 23, 1967, inclusive.

Coditron was organized in early 1967 and on June 6, 1967 began a public offering of 200,000 shares of its common stock at \$3 per share. No registration statement has ever been filed with the Commission with respect to any securities of Coditron and the offering was made pursuant to a claimed intrastate exemption from the registration requirements of the Securities Act of 1933.

Information brought to the attention of the Commission indicates that there may have been irregularities in the offering which, among other things, raise questions as to whether the intrastate exemption was in fact available. The company has requested that trading in the stock be suspended so that it can review the facts surrounding the distribution of its stock and determine an appropriate course of action.

Under the circumstances the Commission has determined to suspend trading and has further directed that the staff continue its investigation into this matter.

**SECURITIES ACT REGISTRATIONS.** Effective August 11: Pension Life Insurance Co. of America, 2-25547 (40 days). Effective August 14: Canal-Randolph Corp., 2-26588; Peoples Gas Light & Coke Co., 2-26983.

**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.