

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)

SEC

(Issue No. 67-200)

FOR RELEASE October 17, 1967

AMERICAN GAS RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release IC-15876) authorizing American Gas Company of Wisconsin, Inc., public-utility subsidiary of American Gas Company, to renew or extend \$430,000 of outstanding promissory notes for 366 days from June 30, 1967, and to sell an additional \$370,000 of its promissory notes to banks. The additional notes are to provide funds required for property additions, current operating expenses, and the payment of interest on outstanding debt.

CONSOLIDATED GAS SUPPLY RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15877) authorizing Consolidated Gas Supply Corporation, Clarksburg, West Virginia subsidiary of Consolidated Natural Gas Company, to purchase up to \$450,000 of notes of Kelly Development Corporation. Kelly has entered into an agreement with Eastern Associated Coal Corp., which has acquired some 157 acres of land in the Wadestown area of West Virginia for the purpose of establishing a new town in the area of a new coal mine which Eastern expects to have in full operation by the end of 1967. Some 350 miners will be required to operate the mine but there are no homes in the vicinity. Kelly will purchase lots from Eastern and erect homes for sale to the miners. It has arranged for the loan of funds from Mellon National Bank and Trust Company of Pittsburgh to finance the construction of the homes; the construction of streets, sewers and water system is to be financed by the sale of notes to Consolidated Gas Supply.

SAFETEE GLASS PROPOSES OFFERING. Safetee Glass Company, Inc., 4717 Stenton Ave., Philadelphia, Pa. 19144, filed a registration statement (File 2-27481) with the SEC on October 13 seeking registration of 60,000 shares of common stock and \$750,000 of 6-1/2% convertible subordinated debentures, due 1982. The debentures are to be offered for public sale at 100% of principal amount (with a 10% commission to the underwriters), and the common shares are to be offered at \$8.00 per share (with an 80c commission). Suplee, Mosley, Close & Kerner Incorporated, 1500 Walnut St., Philadelphia, Pa. 19102, is listed as the principal underwriter.

Organized under Pennsylvania law on June 26, 1967, the company purchased for cash all the business and property of Safetee Glass Company. It has continued and intends to continue the basic business of its predecessor--namely, the development, manufacture and sale of laminated sheet and plate glass, laminated bullet-resisting glass, and laminated lenses and specialties. Of the net proceeds of this financing, \$950,000 will be used to repay bank loans, and the balance will be used to discharge its obligation to pay Safetee Glass Company an amount equal to certain of its income taxes and for general working capital purposes. In addition to indebtedness, the company has outstanding 90,000 common shares, of which management officials own 87.78% (including 28.32% owned by Charles C. Holt, III, board chairman, 28.31% by John W. Farr, Jr., and 11.65% by Carter R. Leidy, Jr., both directors, the three organizers of the company). James W. Gibbs is president.

FIRST MORTGAGE INVESTORS PROPOSES OFFERING. First Mortgage Investors, 30 Federal St., Boston, Mass. 02110, filed a registration statement (File 2-27485) with the SEC on October 13 seeking registration of \$10,000,000 of senior debentures, due 1982, with warrants attached to purchase 200,000 shares of beneficial interest in the trust. The debentures (with warrants) are to be offered for public sale through underwriters headed by Eastman Dillon, Union Securities & Co., One Chase Manhattan Plaza, New York, N.Y. 10005. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is a closed-end management investment company and also qualifies as a real estate investment trust. It invests in first mortgages. Net proceeds of its debenture sale will be used to reduce short-term bank borrowings. In addition to indebtedness, the company has outstanding 16,579,393 shares of beneficial interest, of which management officials own 1,230,415 shares. Jack R. Courshon is president and board chairman.

LING-TEMCO-VOUGHT PROPOSES OFFERING. Ling-Temco-Vought, Inc., 1600 Pacific Ave., Dallas, Texas 75222, filed a registration statement (File 2-27487) with the SEC on October 16 seeking registration of (a) 225,000 common stock purchase warrants due 1972 (and a like number of common shares issuable upon exercise of the warrants), which warrants were issued to the then holders of the 6-3/4% notes due January 10, 1970, of the company; (b) \$29,000,000 of 6-3/4% debentures, due 1970, to be issued in exchange for the company's 6-3/4% notes due January 10, 1970, which were issued and privately sold in January, 1967; and (c) 46,784 shares of common stock issuable on exercise of presently outstanding common stock purchase warrants expiring December 1, 1969, which were issued and privately sold in December, 1959 and July, 1960. The holders of the warrants (or the common shares into which they are convertible) and the debentures propose to sell such securities from time to time in the over-the-counter market, or otherwise, at prices current at the time of sale.

The company is engaged through its subsidiaries in the meat and food, aerospace, electronics, wire and cable, recreation and athletic equipment, and pharmaceutical and chemical industries. Net proceeds of its sale of common stock upon exercise of the warrants will be used for general corporate purposes. In addition to indebtedness and preferred stock, the company now has outstanding 3,933,664 common shares. James J. Ling is board chairman and chief executive officer, Robert McCulloch is chairman of the executive committee, and Clyde Skeen is president.

OVER

UTAH CONSTRUCTION PROPOSES DEBENTURE OFFERING. Utah Construction & Mining Co., 550 California St., San Francisco, Cal. 94104, filed a registration statement (File 2-27488) with the SEC on October 16 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 Dean Witter & Co., 14 Wall St., New York, N.Y. 10005, and Lehman Brothers, One William St., New York, N.Y. 10004. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company and its subsidiaries are principally engaged in three activities: mining, construction (including dredging) and land acquisition and development. The company's capital expenditures for the next two years are estimated at \$30,000,000 for expansion of existing mining projects and \$10,000,000 for construction and land development activities. Such funds will be obtained from its debenture sale, from internal cash generation and, if required, by utilization of available lines of credit from banks. In addition to indebtedness, the company has outstanding 4,304,206 capital shares, of which management officials own 15%. Marriner S. Eccles is board chairman and Edmund W. Littlefield is president.

KIMCO OF FLORIDA PROPOSES OFFERING. Kimco of Florida, Inc., 110 West Tenth St., Wilmington, Del., filed a registration statement (File 2-27489) with the SEC on October 16 seeking registration of \$1,000,000 of 6.6% convertible subordinated debentures, due 1982, and 100,000 shares of common stock, to be offered for public sale in units consisting of \$1,000 of debentures and 100 common shares. The offering is to be made at \$1,100.00 per unit through underwriters headed by Sterling, Grace & Co., 39 Broadway, New York, N.Y. 10006, which will receive a \$90.00 per unit commission. The company has agreed to pay to the underwriter \$10,000 for expenses.

Organized under Delaware law in September, 1967, the company intends to develop and/or purchase neighborhood and community shopping centers in the State of Florida. Net proceeds of the sale of this financing will be added to working capital and used to acquire land and/or shopping centers or in the construction and development of new shopping centers. In addition to indebtedness, the company has outstanding 500,000 common shares. It has employed The Kimco Corporation ("TKC"), an affiliated real estate management company, to acquire, arrange for construction, maintain and manage its shopping centers. TKC purchased the 500,000 common shares for \$500,000 and has received warrants to purchase 2,200,000 common shares at \$2.00 per share. If all the debentures being offered are converted into common stock and all the warrants are exercised, the public will own 25% of the common stock for which they will have paid \$1,100,000 and TKC will own 75% of the common stock for which it will have paid \$4,900,000. Martin S. Kimmel is president of the company and of TKC.

STOCK PLANS FILED. The following companies have filed Form S-8 registration statements with the SEC proposing the issuance of stock under employee stock option and related plans:

Foote Mineral Company, Exton, Pa. 19341 (File 2-27480) - 7,337 shares of convertible preferred stock (issuable upon the exercise of options outstanding under the stock options of Vanadium Corporation of America when merger of Vanadium into company became effective) and an undetermined number of common shares issuable upon conversion of the convertible preferred stock.

Borg-Warner Corporation, Chicago, Ill. 60604 -

(1) File 2-27482 - 458,520 common shares issuable pursuant to its 1964 and 1965 stock option plans for key employees

(2) File 2-27483 - 175,234 common shares issuable pursuant to its restricted stock options

Movielab, Inc., New York, N.Y. 10019 (File 2-27486) - 22,000 shares.

NORTH AMERICAN RESEARCH TRADING BAN CONTINUED. The SEC has issued an order under the Securities Exchange Act suspending over-the-counter trading in securities of North American Research & Development Corp., for the further ten-day period October 18-27, 1967, inclusive.

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended October 12, 1967, 28 registration statements were filed, 35 became effective, 2 were withdrawn, and 475 were pending at the week-end.

SECURITIES ACT REGISTRATIONS. Effective October 16: Charolais Management Corp., 2-26914 (Jan. 18, 1968); Great Eastern Management Corp., 2-26770 (90 days); Jetronic Industries, Inc., 2-27281 (40 days); Simmons Company, 2-27231; Ward Foods, Inc., 2-27139; Wisconsin Public Service Corp., 2-27308; Zero Manufacturing Co., 2-27223 (Nov. 25, 1967).

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.