

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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DELTA INDUSTRIES FILES FOR OFFERING. Delta Industries, Inc., Carey, Ohio 43316, filed a registration statement (File 2-27716) with the SEC on November 20 seeking registration of 100,000 common shares, to be offered for public sale at \$6 per share. The offering is to be made on a "best efforts, all or none" basis by Packer, Wilbur & Co., Inc., 26 Broadway, New York, for which it will receive a 60¢ per share selling commission plus \$15,000 for expenses. The company has agreed to sell to the underwriter, its president and one employee, at 1¢ per warrant, five-year warrants to purchase 45,000 additional common shares, exercisable at \$6.60 per share.

The company is engaged in the manufacture and sale of a wide range of plastic houseware items. Net proceeds of its stock sale will be used to pay some \$340,000 of long-term indebtedness (which is guaranteed by Howard R. Rome, president); to pay \$25,000 of short-term indebtedness recently incurred to finance the purchase of dies; and for the purchase of additional tools and dies for use in the company's manufacturing operations. In addition to indebtedness, the company has outstanding 150,300 common shares, of which Rome owns 77% and other management officials the balance.

LEASING CONSULTANTS TO SELL STOCK. Leasing Consultants, Inc., 95-20 63rd Road, Forest Hills, N. Y., filed a registration statement (File 2-27721) with the SEC on November 20 seeking registration of 250,000 shares of common stock, to be offered for public sale at \$2 per share. The offering is to be made on a "best efforts, all or none" basis by Hancock Securities Corp., 79 Pine St., New York, for which it will receive a 20¢ per share commission plus \$25,000 for expenses. The company also has agreed to sell to the underwriter for \$75, five-year warrants for the purchase of 75,000 common shares at \$2.20 per share. Warrants for 12,500 such shares will be assigned to Charles Abrams & Co., which also will receive a \$5,000 finder's fee from the company.

The company was organized under New York law in August 1966, is engaged in business as an equipment lessor specializing in certain areas of leasing (aircraft, relocatable schoolrooms, packaging and automated equipment), and is considered to be in the promotional, initial development stage. Net proceeds of its stock sale will be used to retire \$70,000 of indebtedness and for addition to general funds to provide additional working capital for expansion of operations. In addition to indebtedness, the company has outstanding 750,000 common shares, owned in equal amounts by Robert W. Hollister, president, and two other officers. Purchasers of the additional 250,000 shares will acquire a 25% interest in the company for an investment of \$500,000, while the promoters will retain a 75% interest for a total consideration paid to the company of \$74,100 (about 10¢ per share).

COMMERCIAL STATE LIFE FILES FOR OFFERING. Commercial State Life Insurance Company, 3570 Lindell Blvd., St. Louis, Mo. 63103, filed a registration statement (File 2-27722) with the SEC on November 20 seeking registration of 40,000 shares of \$1.50 cumulative convertible preferred stock, \$1 par, to be offered for public sale at \$25 per share. The offering is to be made on an all or none basis through underwriters headed by White & Co., Inc., 506 Olive St., St. Louis, Mo., which will receive a \$2.25 per share commission.

The company is engaged in the business of selling life insurance and hospitalization, accident, sickness and medical insurance. Net proceeds of this financing will be used in the conduct of such business. The company now has outstanding 705,740 common shares, of which management officials own 21.4%. Irwin O. Fischer, Sr., is board chairman and Emil Green president.

NORTHWEST NATURAL GAS TO SELL PREFERRED. Northwest Natural Gas Company, 735 S. W. Morrison St., Portland, Oreg. 97205, filed a registration statement (File 2-27727) with the SEC on November 21 seeking registration of 70,000 shares of \$100 par preferred stock, to be offered for public sale through underwriters headed by Lehman Brothers, 1 William St., New York 10004. The dividend rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged in natural gas distribution in Oregon and Washington. Net proceeds of its preferred stock sale will be used to pay in part short term bank loans of \$15,000,000 obtained for temporary financing of a part of the company's 1966-67 construction program. Construction expenditures in 1966 amounted to \$15,268,000 and are anticipated in the amount of \$14,225,000 in 1967. The 1968 construction program is estimated at \$13,500,000. In addition to indebtedness and preferred stock, the company has outstanding 5,454,469 common shares, of which management officials own 3%. Francis F. Hill is president.

RUTH CO. FILES FOR OFFERING. The Ruth Company, a proposed partnership, 745 Fifth Ave., New York, filed a registration statement (File 2-27729) with the SEC on November 20 seeking registration of \$500,000 of limited partnership shares. The shares are to be offered for public sale in \$10,000 units (50 units). The offering is to be made by the general partner, Muse-Arts Productions, Inc., each unit being subject to a 15% overcall. The partnership is to be formed for the purpose of producing the dramatico-musical play, presently entitled "A Wild Oat". William Paul (Bill) Snyder is president and principal stockholder of the general partner; Charles Robinson is the author of the book of the play, Snyder is the composer, and Stanley Allan Baum is the lyricist. The play is said to be an original dramatico-musical work of the above named authors, except to the extent that it is a sequel to the novel entitled "Brewster's Millions" written by the late George Barr McCutcheon.

OVER

WESTMINSTER CORP. FILES FOR SECONDARY. The Westminster Corporation, Green Street and Washington Road, Westminster, Md. 21157, filed a registration statement (File 2-27730) with the SEC on November 21 seeking registration of 100,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof. The offering is to be made through underwriters headed by Alex. Brown & Sons, 135 E. Baltimore St., Baltimore, Md. 21202; the public offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

The company (formerly Pleasant Valley Shoe Co., Inc.) is engaged in the manufacture and sale of popular priced children's shoes. In addition to indebtedness, it has outstanding 430,500 common shares, of which five management officials own 311,835 (72.4%) and propose to sell 86,080 shares. The largest block, 62,948 shares, is to be sold by David London, president, who now owns 216,000 shares. Alvin London, vice president, proposes to sell 15,737 of his holdings of 54,900 shares. The other three officers propose to sell an aggregate of 7,395 of their holdings of 40,935 shares; and eleven other stockholders propose to sell an aggregate of 13,920 of their holdings of 67,815 shares.

NATIONWIDE INDUSTRIES TO SELL STOCK. Nationwide Industries, Inc., 164 W. Jackson Blvd., Chicago, Ill. 60604, filed a registration statement (File 2-27731) with the SEC on November 21 seeking registration of 224,000 shares of common stock, to be offered for public sale through underwriters headed by McCormick & Co., Inc., 135 S. LaSalle St., Chicago, Ill. 60603. The offering price (\$15 per share maximum*) and underwriting terms are to be supplied by amendment. The McCormick firm has purchased 4,000 additional shares from the company at \$5 per share.

The company is engaged in (1) the franchising of owner-operated rental centers ("A to Z Rental Centers") renting household and other goods and equipment, (2) the manufacture and sale of railway caboose cars, continuous rail welding and maintenance of way, materials and service, and (3) the leasing of capital equipment. Net proceeds of its stock sale will be used for the repayment of some \$1,500,000 of short-term bank loans and the balance added to corporate funds and available for expansion of franchising activities and construction of mobile rail-welding plants. Some \$1,000,000 of the bank loans were incurred in connection with the recent repurchase of 219,000 common shares. In addition to indebtedness, the company now has outstanding 303,694 common shares, of which Robert Sheridan, president, owns 61.2%.

CONNECTICUT L & P FILES FINANCING PROPOSAL. The Connecticut Light and Power Company, Berlin, Conn., filed a registration statement (File 2-27732) with the SEC on November 21 seeking registration of \$20,000,000 of First and Refunding Mortgage Bonds, Series T, and 300,000 shares of \$50 par preferred stock, Series G. These securities are to be offered for public sale at competitive bidding. A subsidiary of Northeast Utilities, the company is the largest electric and gas utility in Connecticut. Net proceeds of this financing will be used to repay some \$35,000,000 of bank loans incurred to finance the company's construction program and to supply funds for investment in Connecticut Yankee Atomic Power Company and other nuclear generating companies. The company's 1968 construction program is expected to total about \$61,000,000, including an estimated \$12,500,000 and \$6,600,000, respectively, for the company's share of the costs expected to be incurred during the year for construction of the Millstone Point nuclear generating units and the Northfield Mountain pumped-storage project. The company also expects to expend approximately \$7,000,000 for construction of 345 kv transmission lines, approximately \$23,000,000 for other electric transmission lines, substations and distribution facilities and approximately \$5,000,000 for gas distribution plant. Sherman R. Knapp is board chairman and Paul V. Hayden president.

MCCRORY CORP. DEBENTURES IN REGISTRATION. McCrory Corporation, 711 Fifth Ave., New York 10022, filed a registration statement (File 2-27734) with the SEC on November 22 seeking registration of \$800,000 of 5% junior sinking fund subordinated debentures, due 1981, and 80,000 common stock purchase warrants (exercisable initially at \$20 per share). On November 13, S. Klein Department Stores, Inc., was merged with and into McCrory pursuant to a merger plan under which the shareholders of Klein are to receive in exchange for each share of Klein common stock, at their election, either (1) \$10 principal amount of 5% junior sinking fund subordinated debentures, due July 15, 1981, 50 cents in cash, and one common stock purchase warrant, or (2) \$8 principal amount of 6 1/2% convertible subordinated debentures, due February 15, 1992, 50 cents in cash, and three-fifths of a warrant. Prior to the merger, McCrory had acquired 67% of the common and 55% of the 5-3/4% convertible subordinated debentures of Klein. The debentures and warrants being registered are to be issued to Samuel Neaman, president of McCrory and former board chairman of Klein, in exchange for 80,000 shares of Klein common owned by him. Part or all of the debentures and warrants may be sold by Neaman; the proceeds thereof will be applied in part to payment of a loan of \$560,000 made to Neaman by McCrory.

DPA INC. SHARES IN REGISTRATION. DPA, Inc., 2636 Farrington St., Dallas, Texas 75207, filed a registration statement (File 2-27737) with the SEC on November 22 seeking registration of 311,149 outstanding common shares. Of this stock, 174,796 shares were issued upon conversion of \$2,031,333 of 6 1/2% convertible debentures due 1980, 120,950 upon conversion of \$604,750 of 7% convertible debentures due 1972, 14,243 in satisfaction of certain interest payments upon the 1980 debentures, and 1,160 upon conversion of \$8,120 of notes due 1969. Holders of 307,522 of these shares have advised the company that they intend to sell such shares from time to time in the over-the-counter market, at prices current at the time of sale (recent bid and ask prices were \$8.50 and \$9, respectively). The holder of the remaining 3,627 shares may pledge such shares.

The company is engaged in the business of renting to its customers data processing equipment principally utilized to maintain financial and accounting records. In addition to indebtedness and preferred stock, it has outstanding 1,372,333 common shares (not including 994,484 shares reserved for issuance upon exercise of warrants and options and conversion of convertible preferred stock, convertible debentures and convertible notes and exercise of options granted or which may be granted under its qualified stock option plan). Management officials own 14.9% of the outstanding common. William J. Friedman is chairman of the executive committee and John B. Tuthill is president. The Spiegel Family Fund proposes to sell 51,799 shares, Friedman 26,350, The Wyatt Fund, a partnership, 20,464 and A. A. Franks 20,000. Others among the 39 selling stockholders propose to sell amounts ranging from 232 to 15,002 shares.

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:

Lear Siegler, Inc., Santa Monica, Calif. 90406 (File 2-27723) - 25,000 shares
 Commonwealth Oil Refining Co., Inc., San Juan, Puerto Rico 00918 (File 2-27724) - 149,805 shares
 Maxson Electronics Corporation, Long Island, N. Y. 11739 (File 2-27725) - 43,250 shares
 United Air Lines, Inc., Chicago, Ill. 60666 (File 2-27726) - 600,000 shares
 Litton Industries, Inc., Beverly Hills, Calif. 90210 (File 2-27728) - 165,000 shares
 Stokely-Van Camp, Inc., Indianapolis, Ind. 46206 (File 2-27735) - 50,000 shares
 Bristol-Myers Company, New York 10020 (File 2-27738) - 2,462,474 common shares and 83,753 convertible preferred shares

THREE TRADING BANS CONTINUED. The SEC has issued orders under the Securities Exchange Act suspending exchange and/or over-the-counter trading in securities of Interamerican Industries, Inc., and Penrose Industries Corp., for the further ten-day period November 25 to December 4, inclusive, and of North American Research & Development Corp. for the period November 27 to December 6, inclusive.

MURPHY OIL INTERNATIONAL EXEMPTED. The SEC has issued an order under the Investment Company Act granting an application of Murphy Oil International Finance Company, El Dorado, Ark., for exemption from all provisions of that Act (Release IC-5172). The said finance company was organized by Murphy Oil Corporation to raise funds abroad for financing the expansion and development of the parent's foreign operations.

AMERICAN HYDROCARBON RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5174) declaring that American Hydrocarbon Corporation, Dallas, Texas, is primarily engaged in a business other than that of investing, reinvesting, owning, holding or trading in securities.

KENTUCKY POWER RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15905) approving an application filed by Kentucky Power Company ("Kentucky"), Ashland, Ky., and its parent, American Electric Power Company, Inc. ("AEP"), proposing Kentucky's sale of an electric transmission tower line to The Union Light, Heat and Power Company ("Union"), a nonaffiliated company and a subsidiary of The Cincinnati Gas & Electric Company ("Cincinnati"). The sale involves approximately 3.2 miles of a 345-kv single-circuit electrical transmission tower line located in Boone County, Ky. The selling price will be depreciated original cost of the facilities as of the date of transfer, and would have been \$358,564 if the transfer date had been October 1, 1967. The facilities to be sold are in place and interconnect Union and Cincinnati with Kentucky and the AEP system; they will continue to be used for the same purpose after the consummation of the transaction.

PENNZOIL CO. SEEKS ORDER. Pennzoil Company ("Pennzoil"), Houston, Tex., and its nonutility subsidiaries, Wolf's Head Oil Refining Company, Inc. ("Wolf's Head"), and Pennzoil Del Caribe, S.A. ("Caribe"), have applied to the SEC for an order under the Holding Company Act authorizing Pennzoil and Wolf's Head to sell to Bright Star Foundation, Inc. ("Grantee"), a non-affiliated Texas non-profit corporation, an oil and gas production payment in a primary sum not to exceed \$28,000,000 in the case of Pennzoil and \$2,000,000 in the case of Wolf's Head, plus certain other considerations. The SEC has issued an order (Release 35-15904) giving interested persons until December 14 to request a hearing thereon. Each production payment will be payable solely out of the proceeds from the sale of oil, gas and other hydrocarbons produced from specified properties of Pennzoil and Wolf's Head, respectively. The proceeds of the sales will be used by Pennzoil and Wolf's Head, respectively, for working capital. By previous order, the Commission authorized Pennzoil and Wolf's Head to sell to Grantee an oil and gas production payment in a primary sum not to exceed \$14,250,000 in the case of Pennzoil and \$750,000 in the case of Wolf's Head. The Commission previously authorized Pennzoil to make \$239,000 of open account advances during 1966 to Caribe. Caribe now proposes to borrow and Pennzoil proposes to advance, without interest, pursuant to a credit agreement, further sums up to \$200,000 on or before December 31, 1967. Proceeds of such advances will be used by Caribe in its South American oil and gas exploration and development program.

SECURITIES ACT REGISTRATIONS. Effective November 22: Applied Research Inc., 2-27432 (40 days); CNA Financial Corp., 2-27395 (90 days); Crum and Forster, 2-27568; Dresser Industries, Inc., 2-27565; The Grass Valley Group, Inc., 2-27464 (90 days); Sage Laboratories, Inc., 2-27359 (90 days); Southeastern Drilling, Inc., 2-27421 (40 days); Twentieth Century-Fox Film Corp., 2-27526 (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.

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