

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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A brief summary of financial proposals filed with and actions by the S.E.C.

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**RULES PROPOSED RE O/C REGISTRATIONS.** The SEC today announced rule proposals under the Securities Exchange Act (Release 34-7546) with respect to the requirement for registration by companies whose securities are traded over-the-counter. A proposed new Rule 3a1-1 seeks to define the term "equity security" as used in Section 12(g) of the Act; and a proposed new Rule 12g-2 would provide an exemption of certain issuers from the registration requirements of Section 12(g). Interested persons are invited to submit views and comments thereon not later than April 2, 1965.

Section 12(g) requires companies with total assets exceeding \$1,000,000 and whose non-exempt equity securities are held of record by 750 or more persons (500 after July 1, 1966), to register each class of such securities with the Commission. The proposed Rule 3a1-1 would make clear that the term "equity security" includes a wide range of equity interests such as limited partnership interests, interests in joint ventures, certificates of interest in a business trust, voting trust certificates, and American and foreign depositary receipts as well as various other securities. Such securities are in addition to common, preferred, redeemable, or other stocks which are specifically included within the definition of the term "equity security" in Section 3(a)(11) of the Act.

Proposed Rule 12g-2 would exercise the Commission's rule-making authority to exempt issuers from the requirement to register under Section 12(g) any interest or participation in an employee stock bonus, profit sharing, pension, retirement, incentive, thrift, savings or similar plan which is not transferable except in the event of death or mental incompetency and any security which is issued solely to fund such plans. It would also exempt any certificate or interest in a bank common trust fund. The proposed rule would also make clear that an issuer is not required to register any class of equity security which would not be outstanding 60 days after a registration statement otherwise would be required to be filed with respect thereto.

**JOSLYN MFG. FILES FOR SECONDARY.** Joslyn Mfg. and Supply Co., 155 N. Wacker Dr., Chicago 60606, filed a registration statement (File 2-23250) with the SEC on March 4 seeking registration of 275,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof. Hornblower & Weeks-Hemphill, Noyes, 8 Hanover St., New York 10004, is listed as the principal underwriter. The public offering price (\$22 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged principally in the business of manufacturing and supplying construction materials for electric utility transmission and distribution lines and for overhead telephone lines and manufacturing and selling stainless and heat-resisting steel products. It has outstanding 2,492,888 common shares, of which management officials own 2.86%. The prospectus lists two selling stockholders, as follows: the estate of Marcellus L. Joslyn, deceased, of which Robert D. MacDonald is executor, offering 250,000 of 264,396 shares held; and the Marcellus L. Joslyn Foundation, of which MacDonald is one of the trustees, 25,000 of 124,100. Philip W. Lotz is board chairman of the company and Robert F. Dolan is president.

**SOUTHWEST GAS FILES FINANCING PROPOSAL.** Southwest Gas Corporation, 2011 Las Vegas Blvd. South, Las Vegas, Nev., filed a registration statement (File 2-23252) with the SEC on March 5 seeking registration of 107,000 shares of common stock, to be offered for subscription by stockholders. Holders of the company's common stock will receive 1 right for each share held on March 29, 1965, and holders of the company's \$1 dividend convertible preferred stock will receive 2 rights for each share held on said record date. Twenty rights will be required for the purchase of 1 new common share. The subscription price (\$35 per share maximum\*) is to be supplied by amendment. Any unsubscribed shares are to be offered for public sale through underwriters headed by Eastman Dillon, Union Securities & Co., One Chase Manhattan Plaza, New York 10005. The company has agreed to pay the underwriters 30¢ per share for all the shares offered, plus an additional 50¢ per share for each unsubscribed share acquired by the underwriters.

The company also filed a registration statement (File 2-23253) seeking registration of \$6,000,000 of first mortgage bonds, due 1990, to be offered for public sale at competitive bidding.

The company is a public utility engaged in the transmission, distribution and sale of natural gas in parts of California, Nevada and Arizona. Of the net proceeds from this financing (together with funds derived from the sale of \$3,000,000 of preferred stock to institutional investors), \$7,000,000 will be used to repay bank borrowings incurred for capital expenditures; and the balance will be expended on the company's construction program or to reimburse its treasury therefor. The company's construction expenditures for the fiscal year ending September 30, 1965, are estimated at \$10,000,000. In addition to indebtedness and preferred stock, the company has outstanding 1,968,439 common shares. Management officials own 11.6% of the outstanding voting securities. W. M. Laub is president of the company.

**INTERNATIONAL CROWN FILES RIGHTS OFFERING.** International Crown Corporation, 216 Midland Ave., Saddle Brook, N. J., filed a registration statement (File 2-23254) with the SEC on March 5 seeking registration of 676,250 shares of common stock. The shares are to be offered to common stockholders of United States Crown Corporation (U. S. Crown) at the rate of one company share for each U. S. Crown share held. The subscription price (\$4 per share maximum\*) and record date are to be supplied by amendment. Any unsubscribed shares are to be offered for public sale through underwriters headed by Adams & Peck, 120 Broadway, New York 10005. The public offering price and underwriting terms are to be supplied by amendment.

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Organized in January 1965 under Delaware law by U. S. Crown, the company will engage in the manufacture and sale abroad of Flip-Top Crowns (a patented manually removable metal closure for bottled beverages). Pursuant to an agreement dated February 12, 1965, the company has acquired from U. S. Crown, in exchange for 750,000 common shares, an exclusive sub-license to manufacture and sell Flip-Top Crowns under certain patents and patent applications outside of the United States and Canada, and subject to an agreement with Fliptop Aktiengesellschaft, a Swiss corporation. Net proceeds from its stock sale will be used to establish facilities for the manufacture of Flip-Top Crowns in the United Kingdom, and the balance will be added to working capital. The company has outstanding 853,333 common shares, of which U. S. Crown purchased 3,333 shares for an aggregate of \$10,000, 750,000 were acquired by U. S. Crown through the said exchange of rights and 100,000 shares were purchased by George E. Roberts (president) at \$3 per share pursuant to an employment contract.

**NORPLEK FILES FOR SECONDARY.** Norplex Corporation, Norplex Dr., LaCrosse, Wisc. 54602, filed a registration statement (File 2-23255) with the SEC on March 5 seeking registration of 215,000 outstanding shares of common stock. The shares are to be offered for public sale by the present holders thereof through underwriters headed by Loewi & Co. Inc., 225 E. Mason St., Milwaukee, Wisc. 53202, and Piper, Jaffray & Hopwood, 115 S. Seventh St., Minneapolis, Minn. 55402. The public offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company manufactures industrial plastic laminates to customer specifications. It has outstanding 681,777 common shares. The selling stockholders are listed as James S. Gelatt (president), offering 208,000 of 447,554 shares held, and Otto P. Labus (vice-president), 7,000 of 29,990.

**HELSINKI PROPOSES BOND OFFERING.** The City of Helsinki, Republic of Finland, filed a registration statement (File 2-23256) with the SEC on March 5 seeking registration of \$10,000,000 of 12-year external loan bonds of 1965. The bonds are to be offered for public sale through underwriters headed by Harriman Ripley & Co., Inc., 60 Broad St., Kuhn, Loeb & Co. Inc., 30 Wall St. (both of New York), and two other firms. The interest rate, public offering price and underwriting terms are to be supplied by amendment. It is the City's intention to use such proceeds, together with funds generated from internal sources, for the financing of capital improvements by the Electricity Works, the Water Works and the Harbor Authority.

**CELANESE FILES FOR SECONDARY.** Celanese Corporation of America, 522 Fifth Ave., New York, filed a registration statement (File 2-23257) with the SEC on March 5 seeking registration of 77,073 outstanding shares of common stock, to be offered for public sale by the present holders thereof. They propose to make such offering through facilities of the New York Stock Exchange, the Midwest Stock Exchange or the Pacific Coast Stock Exchange, and at prices prevailing at the time of sale (\$83.50 per share maximum\*).

The company, together with its related domestic and foreign companies, manufactures and sells a line of petrochemicals, petroleum products, pulps, fibers, paints and plastics. In addition to indebtedness and preferred stock, it has outstanding 11,828,972 common shares, of which management officials own approximately 1%. The prospectus lists 14 selling stockholders, including Charles Wiener, offering 30,000 of 120,829 shares held and Benjamin Z. Gould, as trustee under trust agreements dated December 1, 1954, and known as the Richard Hokin Trust #2 and as the William James Hokin Trust #2, offering each trust's entire holdings of 11,756. The shares to be sold by the selling stockholders are part of an aggregate of 300,479 shares which they (and one other individual) acquired from the company in November 1964 in exchange for (a) the outstanding securities of two corporations whose principal asset was the outstanding stock of Federal Enameling & Stamping Company and (b) certain fixed assets employed in the business of that company. Harold Blancke is chairman and president of the company.

**GENESEE VALLEY GAS RECEIVES ORDER:** The SEC has issued a supplemental order under the Holding Company Act (Release 35-15197) extending to May 1, 1965, the period for filing applications for the allowance of fees and expenses, in connection with a plan proposed by Genesee Valley Gas Company, Inc., to simplify the holding-company system of which Genesee is a part. Said plan was approved by Commission order of February 3, 1965.

**SCUDDER STEVENS FUND RECEIVES ORDER.** The SEC has issued an exemption order under the Investment Company Act (Release IC-4182) authorizing Scudder, Stevens & Clark Balanced Fund, Inc., a Massachusetts corporation, to acquire portfolio securities from Scudder, Stevens & Clark Employees' Profit-Sharing Trust at current market prices.

**SECURITIES ACT REGISTRATION STATEMENTS.** During the week ended March 4, 1965, 45 registration statements were filed, 30 became effective, 3 were withdrawn, and 290 were pending at the week-end.

**SECURITIES ACT REGISTRATIONS.** Effective March 5: Doyle Dana Bernbach Inc. (File 2-23164).  
Effective March 6: Chrysler Corp. (File 2-23173); Burroughs Corp. (File 2-23174).  
Effective March 8: Commercial Bancorp, Inc. (File 2-23096).

\*As estimated for purposes of computing the registration fee.

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