

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



Washington 25, D.C.

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

(In ordering full text of Releases from Publications Unit, cite number)

FOR RELEASE March 19, 1959

## TENNESSEE GAS TRANSMISSION PROPOSES PREFERRED STOCK OFFERING

Tennessee Gas Transmission Company, Tennessee Building, Houston, filed a registration statement (File 2-14845) with the SEC on March 18, 1959, seeking registration of 440,000 shares of Cumulative Convertible Second Preferred Stock, \$100 par, to be offered for public sale through an underwriting group headed by Stone & Webster Securities Corporation and White, Weld & Co. The dividend rate, public offering price and underwriting terms are to be supplied by amendment.

Net proceeds of the sale of the stock will be used in part to retire the company's outstanding short-term notes issued under its Revolving Credit Agreement, the proceeds from which were used in the expansion of the company's properties. The balance of the proceeds will be added to the general funds of the company, for use in the further expansion of properties.

## LITTLE & IVES CO. PROPOSES STOCK OFFERING

J. J. Little & Ives Co., Inc., 745 Fifth Ave., New York, filed a registration statement (File 2-14844) with the SEC on March 18, 1959, seeking registration of 250,000 shares of its Common Stock, to be offered for public sale through Shields & Company. The public offering price and underwriting terms are to be supplied by amendment. The present stockholders of the company have agreed to sell the underwriter options covering 50,000 outstanding shares of stock, which also are included in the registration statement.

The company is engaged principally in the publication of general reference books which are sold nationally to supermarket chain stores for distribution. Net proceeds of this financing will be added to general funds to be available for additional working capital and other general corporate purposes. Such additional capital will be used to finance, in part, the cost of producing "The American Oxford Encyclopedia" to the point "where it can be printed and manufactured in book form for sale in the American market. Such cost is estimated to be about \$750,000. Additional funds may be necessary thereafter to finance the planned installment sales of this work." The company is said to have been engaged in extensive editorial work to adapt the "Oxford Junior Encyclopedia," an English work, for the American Market. Present projections call for its publication in 1960, under the title "The American Oxford Encyclopedia."

The company now has outstanding 850,000 common shares, owned in equal parts by Harold Drimmer, president, and Newton Glekel, board chairman. Each has agreed to sell to Shields & Company, at a price of 25¢ for each share covered, transferable options for the purchase of 50,000 shares of stock.

## TEXFEL PETROLEUM FILES STOCK OFFERING PROPOSAL

Texfel Petroleum Corporation, Republic National Bank Building, Dallas, today filed a registration statement (File 2-14846) with the SEC seeking registration of 550,000 shares of Common Stock, to be offered for public sale through an underwriting group headed by Bache & Co. and Allen & Company. The public offering price and underwriting terms are to be supplied by amendment.

Texfel was organized in June 1956 by D. D. Feldman, president, of Dallas, under the name Worldwide Petroleum Corporation Limited. In May 1957 Feldman transferred to the company the stock

OVER

For further details, call ST. 3-7600, ext. 5526

which he owned in five corporations engaged in exploration for oil and gas in France, Turkey, Switzerland and Cuba. In March 1959, he transferred to the company a water flood project in the Fitts Field, Okla., now under development; certain producing properties in Texas, Louisiana and Saskatchewan; undeveloped properties in Texas, Oklahoma, Louisiana and Western Canada; his interest in exploration activities in Western Canada; the geological, geophysical and related data accumulated by his organization; and various other assets, such as furniture, fixtures and office leases. As a part of the transaction, Feldman transferred to the company all indebtedness of the company to him, aggregating some \$1,325,000, together with preferred stock of the company with a total par value of \$325,000 which he owned. At the same time the company assumed (1) indebtedness of some \$1,870,000 owed to an American bank which is secured by certain of the properties which were transferred and which will be paid out of the proceeds of the current offering; (2) indebtedness of \$435,000 (Canadian) owed to a Canadian bank, secured by the Canadian producing properties and related assets; and (3) about \$390,000 of installment purchase obligations. Feldman has retained interests in some oil and gas properties "which may be enhanced in value as a result of operations by Texfel."

The 728,750 common shares outstanding represent the aggregate consideration for Feldman's initial and subsequent investments in the company and his equity in the properties which he has transferred to it. Feldman now owns 726,350 common shares which, upon the sale of the shares to be offered for public sale, will amount to 56.8% of the then outstanding stock.

As indicated, about \$1,870,000 of the net proceeds will be applied to the repayment of the company's 5% notes held by an American bank. The balance will be added to its general funds and will be used in connection with its various operations, and for general corporate purposes, including the payment of purchase obligations on certain properties acquired by Feldman on an installment basis, and the purchase from Feldman at book value of his warehouse inventories at about \$90,000.

---ooo0ooo---