

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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SEC

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NCR INTERNATIONAL FINANCE SEEKS ORDER. NCR International Finance Corporation, Dayton, Ohio, subsidiary of The National Cash Register Company, has applied to the SEC for an order under the Investment Company Act exempting it from all provisions of the Act; and the Commission has issued an order (Release IC-4900) giving interested persons until April 14 to request a hearing thereon. The applicant was recently organized to provide assistance in improving the balance of payments position of the United States, in compliance with the voluntary cooperation program instituted by the President in February 1965, while at the same time continuing the expansion and development of the parent's foreign operations. Applicant intends to sell in Switzerland to three Swiss banks, which will act as underwriters, its Swiss franc bonds in an aggregate principal amount of 50,000,000 Swiss francs (\$11,500,000), due 1983. The parent will guarantee the principal, interest payments, and premium, if any, on the bonds. Any additional debt securities of applicant which may be issued to or held by the public will be so guaranteed by the parent. Applicant intends to invest its assets in stock or debt obligations of foreign corporations of which the parent owns, directly or indirectly, a majority of the outstanding voting securities. The parent company is engaged in the production, distribution and servicing of business machines, including cash registers, accounting machines, adding machines and electronic data processing systems, as well as supplies for use in its machine products and for other uses.

VIRGINIA MUTUAL FUND. The SEC has issued an order under the Investment Company Act (Release IC-4903) giving interested persons until April 21 to request a hearing upon a proposal to declare that Virginia Mutual Fund, Inc., 14 Wall St., New York, has ceased to be an investment company. The Commission has been informed that the Fund (formerly Retirement Fund, Inc., a Maryland corporation), has no assets, has not sold any securities or conducted any business, and does not intend to offer any shares or conduct any business.

SECOND FIDUCIARY EXCHANGE FUND SEEKS ORDER. Second Fiduciary Exchange Fund, Inc., Boston investment company, has applied to the SEC for an exemption order under the Investment Company Act with respect to its proposal to issue its shares to Theodore T. Miller in exchange for 1,000 shares of common stock of W. R. Grace & Co. deposited by Miller for inclusion in the Fund's portfolio. The Commission has issued an order (Release IC-4904) giving interested persons until April 24 to request a hearing thereon. Miller is a director of the Fund.

PUTNAM INCOME FUND SEEKS ORDER. The Putnam Income Fund, Inc., Boston investment company, has applied to the SEC for an exemption order under the Investment Company Act with respect to its proposal to acquire Liberty Fuel Company; and the Commission has issued an order (Release IC-4905) giving interested persons until April 24 to request a hearing thereon. Liberty has 12 stockholders; its net assets as of January 24 approximated \$888,000. The Fund proposes to issue its shares at their net asset value in exchange for such assets.

UTAH P&L RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15699) authorizing Utah Power & Light Company to modify the interest rate of certain of its notes so as to bear interest at the prime commercial rate for unsecured loans prevailing on the date of issuance at the bank to which the note is issued. By previous order, the Commission authorized Utah to sell up to \$32,000,000 of its unsecured promissory notes to 14 banks during February 1, 1967-March 31, 1968. The notes were to bear interest from the date of issue at the prime commercial rate of The Chase Manhattan Bank, N. A., for unsecured loans prevailing on the fifth business day prior to the date of issuance or renewal of the notes.

UNITED GAS FILES PROPOSAL. United Gas Corporation, Shreveport subsidiary of Pennzoil Company, has applied to the SEC under the Holding Company Act for approval of certain transactions by and with subsidiaries; and the Commission has issued an order (Release 35-15700) giving interested persons until April 24 to request a hearing thereon. According to the application, UGC Instruments, Inc., proposes to issue \$500,000 of notes to United, its parent, the proceeds of which will be used by UGC for the acquisition of capital equipment, the investment in equipment leased to others, and additions to working capital. Benson-Lehner Corporation, a subsidiary of UGC, proposes to enter into a revolving loan agreement with Security First National Bank in Los Angeles; and UGC will subordinate \$1,050,000 of indebtedness owing to it from Benson to the amount of such bank borrowings by Benson. Benson will apply \$100,000 of the proceeds of the loan to the repayment of advances from UGC, which in turn will repay similar advances from United. Benson will use the balance of the funds for working capital. United also proposes to guarantee the payment of principal and interest on a proposed \$408,000 bank loan to Benson-Lehner Limited, a subsidiary of UGC, the funds to be used by that subsidiary as working capital and for the construction of new facilities and acquisition of capital equipment.

METROPOLITAN EDISON PROPOSES BORROWINGS. Metropolitan Edison Company, Berks County, Pa., has applied to the SEC under the Holding Company Act for authorization to enter into agreements with ten banks providing for borrowings from time to time prior to June 30, 1968, and in amounts not to exceed \$23,800,000 to be outstanding at any one time; and the Commission has issued an order (Release 35-15701) giving interested persons until April 24 to request a hearing thereon. The funds will be used for construction expenditures and/or to pay off other borrowings for similar purposes. Construction expenditures for 1967 are estimated at \$30,000,000.

OVER

1967 SENTINEL DEVELOPMENT PROPOSES OFFERING. 1967 Sentinel Development Fund, 515 Madison Ave., New York 10022, filed a registration statement (File 2-26239) with the SEC on March 30 seeking registration of 100 units in the Fund. The units are to be offered for public sale at \$5,000 per unit, on a "best efforts" basis, by Sentinel Development Corp., as agent for the Fund.

A New York limited partnership, the Fund will be managed by its general partner, Sentinel Development Corp., which was formed under Delaware law in March 1967. Net proceeds of this offering will be used to invest in oil and gas leases and other oil and mineral properties and projects. Edward Bigler is president of the general partner.

SOUTHERN INDUSTRIES FILES FOR SECONDARY. Southern Industries Corporation, 61 St. Joseph St., Mobile, Ala. 36602, filed a registration statement (File 2-26240) with the SEC on March 30 seeking registration of 31,246 outstanding shares of common stock and \$1,792,900 of outstanding 7% cumulative income debentures (due 1982). The securities were acquired by the present holders in connection with the company's acquisition of the business and assets of Alabama Asphaltic Limestone Company and are to be offered by former stockholders of that company. The prospectus states that all or part of the shares and debentures may be sold from time to time by the present holders thereof on the over-the-counter market at prices prevailing at the time of sale (\$499,936 maximum aggregate offering price of the stock*). Jemison Investment Co., Inc., has agreed to purchase from Alabama Asphaltic Limestone Company or its former stockholders such amount of debentures up to \$200,000 as the president of that company may decide to offer.

The company is engaged in the refining and sale of sugar and a group of related businesses. In addition to indebtedness, the company has outstanding 1,128,577 common shares, of which management officials own 266,202 shares. Robert H. Radcliff, Jr., is president.

AMERICAN TECHNICAL MACHINERY FILES FOR OFFERING AND SECONDARY. American Technical Machinery Corp., 29-31 Elm Ave., Mount Vernon, N. Y. 10550, filed a registration statement (File 2-26243) with the SEC on March 30 seeking registration of 180,000 shares of common stock. Of this stock, 70,000 shares are to be offered for public sale by the company and 110,000 shares (being outstanding stock) by the present holders thereof. Walston & Co., Inc., 74 Wall St., New York 10005, is the principal underwriter. The public offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment.

The company manufactures and sells artificial Christmas trees and wreaths, twisted wire brush machinery, twisted wire brushes, artificial tree and wreath machinery, and custom order machinery. Of the net proceeds of its sale of additional stock, \$300,000 will be used to manufacture and install machinery and the balance will be added to working capital. In addition to indebtedness, the company has outstanding 636,475 common shares, of which management officials own 73.2%. The prospectus lists six selling stockholders, including Theodore Marks (president), who is offering 48,000 of 216,364 shares held, and Harry Gantz (executive vice president), 45,262 of 201,947.

PENN-PACIFIC SHARES IN REGISTRATION. Penn-Pacific Corp., 441 Friendship Rd., Harrisburg, Pa. 17111, filed a registration statement (File 2-26244) with the SEC on March 30 seeking registration of 200,000 shares of common stock. The stock is to be offered to persons who have subscribed to shares of the capital stock of San Fernando Valley Life Insurance Company in exchange for their rights to receive shares of San Fernando, the exchange rate to be supplied by amendment. The organizers of San Fernando have agreed to exchange their subscription rights to receive San Fernando stock for Penn-Pacific shares on the same exchange basis as that being offered to other subscribers. The prospectus states that no shares of San Fernando will be issued to any person other than Penn-Pacific if the exchange offer is consummated. Penn-Pacific also filed a registration statement (File 2-26242) covering 100,000 shares of common stock, to be offered pursuant to its Stock Option Plans.

Organized under Pennsylvania law in 1963, the company is engaged primarily in investing in insurance companies, principally Penn State Investors Life Insurance Co., and in related activities such as data processing and computer services. San Fernando, a California life insurance company, was organized in 1964. Penn-Pacific has outstanding 851,858 common shares. Louis S. Drewett is president.

HOME-STAKE PROPOSES OFFERING. Home-Stake 1967 Program Operation Corporation, Philtower Bldg., Tulsa, Okla. 74103, filed a registration statement (File 2-26245) with the SEC on March 30 seeking registration of 505 units of participation in its 1967 program, to be offered for public sale at \$19,000 per unit.

Organized under Delaware law in February 1967, the company proposes to provide "facilities for the investment by selected individuals and corporations in the direct ownership of working interests in oil properties and their development for possible production purposes." It is a wholly-owned subsidiary of Home-Stake Production Company. R. S. Trippet is president of the company and of the parent.

SAFE FLIGHT INSTRUMENT FILES FOR SECONDARY. Safe Flight Instrument Corporation, P. O. Box 550, White Plains, N. Y. 10602, filed a registration statement (File 2-26248) with the SEC on March 30 seeking registration of 360,000 outstanding shares of common stock, to be offered for public sale by the present holder thereof. C. E. Unterberg, Towbin Co., 61 Broadway, New York 10006, is the principal underwriter. The public offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

The company designs, manufactures and sells electronic, electrical and electromechanical devices and systems for use in airplanes. In addition to indebtedness, it has outstanding 1,000,000 common shares, all of which are owned by the selling stockholder, Leonard M. Greene (president).

GENEGANTSLET GAS AND OIL PROPOSES OFFERING. Genegantslet Gas and Oil Co., Inc., Genesee St., Greene, N. Y. filed a registration statement (File 2-26235) with the SEC on March 24 seeking registration of 1,331 shares of common stock, to be offered for public sale at \$250 per share.

Organized under New York law, the company explores for oil and gas. The prospectus states that it was not actively engaged in operations "until it was reactivated in 1963." Net proceeds of the company's stock sale will be used in the exploratory operations and to pay certain indebtedness. The company has outstanding 1,169 common shares, of which company officials and promoters acquired a total of 304 shares at \$147.37 per share. Chester H. Decker is president.

KANSAS CITY P&L PROPOSES OFFERING. Kansas City Power & Light Company, 1330 Baltimore Ave., Kansas City, Mo. 64141, filed a registration statement (File 2-26251) with the SEC on March 31 seeking registration of \$30,000,000 of first mortgage bonds, due 1997, to be offered for public sale at competitive bidding. A public utility, the company will use the net proceeds of its bond sale to retire approximately \$20,250,000 of bank loans and the balance will be used for construction purposes. Its construction expenditures for 1967 are estimated at \$40,000,000.

BALTIMORE G&E PROPOSES OFFERING. Baltimore Gas and Electric Company, Gas and Electric Bldg., Baltimore, Md. 21203, filed a registration statement (File 2-26278) with the SEC on March 31 seeking registration of 300,000 shares of cumulative preferred stock, Series D, \$100 par. The stock is to be offered for public sale through underwriters headed by The First Boston Corp., 20 Exchange Pl., New York 10005, and Alex. Brown & Sons, 135 E. Baltimore St., Baltimore, Md. 21202. The dividend rate, public offering price (\$101 per share maximum*) and underwriting terms are to be supplied by amendment.

An electric and gas utility, the company will use the net proceeds of its stock sale for general corporate purposes, including proposed construction expenditures and to repay short-term borrowings. Its construction expenditures during 1967 are estimated to amount to \$70,000,000. In addition to indebtedness and preferred stock, the company has outstanding 14,907,490 common shares. Austin E. Penn is board chairman and president.

MARTIN-MARIETTA PROPOSES DEBENTURE OFFERING. Martin-Marietta Corporation, 277 Park Ave., New York 10017, filed a registration statement (File 2-26280) with the SEC on March 31 seeking registration of \$75,000,000 of sinking fund debentures, due 1992. The debentures are to be offered for public sale through underwriters headed by Blyth & Co., Inc., 14 Wall St., New York 10005. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the production of cement and lime, chemicals and rock products, as well as the development and production of missiles, space launch vehicles and spacecraft; it also owns 61% of the outstanding stock of The Bunker-Ramo Corp., which operates in the on-line data processing and related electronic equipment and service fields. Of the net proceeds of its debenture sale, approximately \$38,500,000 will be used to retire bank borrowings and the balance will be available for capital expenditures, working capital and other corporate purposes. Capital expenditures are expected to total \$60,000,000 in 1967. In addition to indebtedness, the company has outstanding 21,535,763 common shares. George M. Bunker is president.

SIX STOCK PLANS FILED. Form S-8 registration statements have been filed with the SEC by the following companies, seeking registration of securities for offering under employee and/or officer stock plans:

The Mead Corporation, 118 W. First St., Dayton, Ohio 45402 (File 2-26232) (261,229 shares)
 Congoleum-Nairn Inc., 195 Belgrove Dr., Kearny, N. J. 07032 (File 2-26234) (283,540 shares)
 Caterpillar Tractor Co., Peoria, Ill. (File 2-26236 - 25,000 shares) (File 2-26237 - 380,000 shares)
 Phillips Petroleum Company, Bartlesville, Okla. 74003 (File 2-26238) (289,091 shares)
 Cenco Instruments Corporation, 2600 S. Kostner Ave., Chicago, Ill. 60623 (File 2-26257) (117,113 shares)

COLONIAL EQUITIES SEEKS ORDER. Colonial Equities, Inc. (applicant), Boston, has applied to the SEC for an order under the Investment Company Act declaring that Colonial Equities (Trust), a Massachusetts Business Trust and an investment company, has ceased to be an investment company; and the Commission has issued an order (Release IC-4907) giving interested persons until April 24 to request a hearing thereon. Applicant states that on October 1, 1966, pursuant to authorization by its Board of Directors and stockholders, Trust was merged into it. Applicant is registered under the Act as a management open-end investment company.

AMK CORP. RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4908) declaring that AMK Corporation, New York, is primarily engaged in a business or businesses other than that of investing, reinvesting, owning, holding or trading in securities.

VERNITRON SHARES IN REGISTRATION. Vernitron Corporation, 50 Gazza Blvd., Farmingdale, Long Island, N.Y., filed a registration statement (File 2-26233) with the SEC on March 30 seeking registration of 20,989 shares of common stock. The stock is issuable upon the exercise of outstanding options by the present holders thereof. The selling shareholders have advised the company that the shares will be sold from time to time on the American Stock Exchange at prices prevailing at the time of sale (\$27 per share maximum*).

The company is principally engaged in the sale of electro-magnetic servo components consisting principally of synchros, resolvers, gyro components, servo-motors and motor tachometers. In addition to indebtedness, it has outstanding 709,999 common shares, of which management officials own 239,566 shares. Bernard Levine is board chairman and president. The prospectus lists three selling stockholders; all are employees of Jaymax Precision Products, Inc., a subsidiary of the company, who received the options in November 1965 concurrently with the company's acquisition of about 91% of the common stock of Jaymax.

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. The captions of the items are as follows:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Legal Proceedings.
- Item 4. Changes in Securities.
- Item 5. Changes in Security for Registered Securities.
- Item 6. Defaults upon Senior Securities.
- Item 7. Increase in Amount of Securities Outstanding.
- Item 8. Decrease in Amount of Securities Outstanding.
- Item 9. Options to Purchase Securities.
- Item 10. Revaluation of Assets or Restatement of Capital Share Account.
- Item 11. Submission of Matters to a Vote of Security Holders.
- Item 12. Other Materially Important Events.
- Item 13. Financial Statements and Exhibits.

Copies of the reports 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.

Agway Inc Feb 67 (7)	0-2011-2	Foster-Forbes Glass Co Feb 67 (3,13)	0-2192-2
Alden Electronic & Impulse Recording Equipment Co Inc Feb 67 (4,7)	0-1555-2	Foster Wheeler Corp Feb 67 (12,13)	1-286-2
Alleghany Corp Feb 67 (12)	1-2644-2	Frontier Refining Co Feb 67 (3,13)	0-1986-2
Allen Organ Co Feb 67 (11)	0-275-2	Gabriel Industries Inc Feb 67 (2,13)	2-20132-2
American Bakeries Co (Del) Sept 66 (3,13)	1-74-2	General Development Corp Feb 67 (3,13)	1-4080-2
American Broadcasting Cos. Inc Feb 67 (4,7,13)	1-3534-2	General Electrodynamics Corp Feb 67 (11)	0-2319-2
American Mfg Co Inc (Del)	0-283-2	General Mills Inc Feb 67 (13)	1-1185-2
Bankers Investment Corp Feb 67 (12)	0-1317-2	General Plywood Corp Feb 67 (3)	1-3291-2
Barth Spencer Corp Feb 67 (7,8,11)	1-5261-2	General Telephone Co of the NW Feb 67 (7)	2-7536-2
Bendix Corp Feb 67 (11,13)	1-952-2	Genisco Technology Corp Feb 67 (7)	1-4853-2
The Birtcher Corp Feb 67 (7,13)	0-1127-2	A. C. Gilbert Co Feb 67 (1,2,13)	1-254-2
Brown Co (Del) Feb 67 (13)	1-5077-2	Great Plains Life Ins Co Feb 67 (2)	2-14541-2
Callery-Judge Grove Feb 67 (4,7,13)	2-23954-2	Great Southwest Corp Feb 67 (7,13)	0-100-2
Caterpillar Tractor Co Feb 67 (7,8,13)	1-768-2	Hazeltine Corp Feb 67 (12,13)	1-230-2
Cavitron Corp Feb 67 (8,10,11)	0-2022-2	Head Ski Co Inc Feb 67 (3)	1-5015-2
Central Steel and Wire Co Feb 67 (11,13)	2-3056-2	Hertz Corp Feb 67 (7,13)	1-1149-2
A. B. Chance Co Feb 67 (7)	0-1270-2	Hilton International Co Feb 67 (12,13)	1-5019-2
Charles Town Racing Assoc. Inc Feb 67 (12)	0-1433-2	Holly Sugar Corp Feb 67 (3,12,13)	1-2270-2
Chicago & Eastern Ill RR Co. Feb 67 (7)	1-3148-2	IPC Collateral Corp Feb 67 (7)	2-19513-2
Cinerama Inc Feb 67 (8)	1-4107-2	Indian Finance Corp Feb 67 (7)	0-1472-2
City Investing Co Feb 67 (11,13)	1-1200-2	Interlake Steel Corp Feb 67 (12,13)	1-1068-2
Cle-Ware Industries Inc Feb 67 (8,13)	0-1683-2	International Industries Inc Feb 67 (7,11,13)	1-5036-2
Commerce Bancshares Inc Feb 67 (1,2,7,13)	2-25675-2	Investors Funding Corp of N.Y. Feb 67 (7)	1-4600-2
Commercial Filters Corp Feb 67 (1)	0-792-2	International Milling Co Inc Feb 67 (4,13)	0-31-2
Commonwealth Edison Co. Feb 67 (12,13)	1-1839-2	International Minerals & Chemical Corp Feb 67 (3)	1-483-2
Communications Satellite Corp Feb 67 (3)	1-4929-2	International Pipe and Ceramics Corp Feb 67 (4,13)	1-4669-2
Continental Telephone Corp Feb 67 (11,13)	1-4765-2	International Salt Co Feb 67 (3)	1-643-2
Deere & Co Feb 67 (7,13)	1-4121-2	Intex Oil Co. Feb 67 (11,12,13)	1-3473-2
Dixilyn Corp Feb 67 (11,13)	1-4417-2	Intra State Telephone Co Jan 67 (11,13)	2-21687-2
Duquesne Light Co Feb 67 (7,13)	1-956-2	Iowa Beef Packers Inc Feb 67 (11,13)	0-144-2
Eagle Clothes Inc Feb 67 (7,13)	1-5151-2	Jervis Corp Feb 67 (3)	1-5073-2
Elco Corp Feb 67 (7,13)	1-5162-2	Jones & Laughlin Steel Corp Feb 67 (7,13)	1-463-2
Electrolux Corp Feb 67 (13)	0-1180-2	Kaiser Cement & Gypsum Corp Feb 67 (7,13)	1-4598-2
Eli Lilly and Co Feb 67 (13)	0-1060-2	Kellwood Co Feb 67 (11,13)	0-172-2
Emery Industries Inc Feb 67 (7)	1-5293-2	Kendall Co Feb 67 (4,7,8,13)	1-4193-2

SECURITIES ACT REGISTRATIONS. Effective March 31: American Motors Corp., 2-26017; The Black and Decker Manufacturing Co., 2-26060 (May 10); The Electric Storage Battery Co., 2-25388; Pioneer Fund, Inc. (Mass.), 2-25980; The Standard Oil Co., 2-26137.
Effective April 3: Zapata Off-Shore Co., 2-25420 (May 10).

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.