

# 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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**CONSOLIDATED NATURAL SEEKS ORDER.** Consolidated Natural Gas Company and its subsidiaries, Consolidated Gas Supply Corporation, The East Ohio Gas Company, The Peoples Natural Gas Company and The River Gas Company, have applied to the SEC for an order under the Holding Company Act authorizing the parent company to borrow an aggregate of \$40,000,000 from banks, the funds to be advanced to Consolidated Gas, East Ohio and Peoples for gas storage inventories. In addition, the three subsidiaries and River Gas will issue an aggregate of \$51,200,000 of long-term notes to the parent in payment of \$20,000,000 of advances to the four subsidiaries in 1966 and an additional \$31,200,000 of contemplated advances in 1967 to finance their plant construction expenditures. The Commission has issued an order (Release 35-15738) giving interested persons until June 9 to request a hearing thereon.

**HENRY DUBBIN, OTHERS ENJOINED.** The SEC New York Regional Office announced May 1 (LR-3714) the return of a three-count indictment (SD NY) charging Henry Dubbin, Miami Beach, Fla.; Samuel Potrock, Teaneck, N.J.; Herman Potrock, Akron, Ohio; and Erwin Sacks-Wilner, Aaron Himmelstein, Arthur Teich and Isadore Cohen, all of Trenton, N. J., with conspiring to manipulate the price of the common stock of Canaverl International Corporation in violation of the Securities Exchange Act, and with violations of the anti-fraud provisions of that Act and the Securities Act in the purchase and sale of the Canaverl stock.

**PANAMERICAN BANK & TRUST, OTHERS ENJOINED.** The SEC New York Regional Office announced May 10 (LR-3715) that the Federal court (SD NY) had entered a judgment permanently enjoining Panamerican Bank & Trust Co. and Patrick Reynaud from further violations of the Securities Act registration requirements in the sale of the securities of Panamerican. The defendants consented to the injunction decree but without admitting the allegations contained in the complaint.

**COURT ENJOINS FIRST STATE LIFE INSURANCE, OTHERS.** The SEC Washington Regional Office announced May 10 (LR-3716) that the issuance of a Federal court order (USDC Del) against First State Life Insurance Investors, Inc., First State Life Insurance Company of America, Blue Hen Investment Securities Company, all of Wilmington, Del., and George R. Clark, Delmar Kabrich, Jr., C. Waggaman Berl, Jr., T. Bolling Robertson, Rea S. Van Fosson, Dace H. Fitch, Marion A. Davidson, F. Howard Collins and Alfred D. Tribuani, preliminarily enjoining said defendants from violations of the anti-fraud provisions of the Securities Act and the Securities Exchange Act in connection with the offer and sale of the common and preferred stock of First State Life Insurance Investors, Inc. Defendants consented to the decree without admitting the allegations of the complaint.

**SOUTHWESTERN BELL TELEPHONE PROPOSES OFFERING.** Southwestern Bell Telephone Company, 1010 Pine St., St. Louis, Mo. 63101, filed a registration statement (File 2-26548) with the SEC on May 12 seeking registration of \$150,000,000 of debentures, due 2003, to be offered for public sale at competitive bidding.

The company is a telephone utility and is a subsidiary of American Telephone and Telegraph Company. The net proceeds from its sale of the debentures will be applied toward repayment of advances from the parent company for general corporate purposes, including extensions, additions and improvements to the company's plant. It is estimated that the company's construction expenditures for 1967 will be somewhat higher than the 1966 expenditures of \$394,000,000. R. A. Goodson is president.

**CINCINNATI GAS & ELECTRIC PROPOSES OFFERING.** The Cincinnati Gas & Electric Company, P. O. Box 960, Cincinnati, Ohio 45201, filed a registration statement (File 2-26549) with the SEC on May 12 seeking registration of \$30,000,000 of first mortgage bonds, due 1997, to be offered for public sale at competitive bidding.

A gas and electric utility, the net proceeds from the bond sale will be used to repay term bank loans, to finance the company's 1967 and a part of its 1968 construction program estimated at \$47 million and \$37 million, respectively, and for other corporate purposes. William H. Zimmer is president.

**ORANGE AND ROCKLAND PROPOSES OFFERING.** Orange and Rockland Utilities, Inc., 10 North Broadway, Nyack, N. Y. 10960, filed a registration statement (File 2-26546) with the SEC on May 12 seeking registration of \$23,000,000 of first mortgage bonds, due 1997, to be offered for public sale at competitive bidding.

A gas and electricity utility, the net proceeds from the bond sale will be used to pay \$12,591,647 of bank loans incurred in connection with the company's construction program. The balance will be applied to construction expenditures, which are estimated at approximately \$76,500,000 for 1967-1969.

**INSTRUMENT SYSTEMS PROPOSES OFFERING.** Instrument Systems Corporation, 770 Park Ave., Huntington, L.I., N.Y. 11745, filed a registration statement (File 2-26547) with the SEC on May 12 seeking registration of \$5,000,000 of subordinated convertible debentures, due 1975, to be offered for public sale at \$1,000 per debenture, due 1975, to be offered for public sale at \$1,000 per debenture through underwriters headed by Allen & Company, Incorporated, 30 Broad St., New York 10004 and Shaskan & Co., Inc., 115 Broadway, New York 10006. The underwriting terms are to be supplied by amendment. The company has agreed to sell 65,000  
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common stock purchase warrants to Allen & Co. and 15,000 such warrants to Shaskan & Co., at \$.01 per warrant, the warrants being exercisable at any time within five years at 120% of the initial conversion price of the debentures.

The company is a diversified manufacturing and engineering organization, its chief products being precision instruments and components, electronic equipment, audio accessories, batteries, automotive hardware and tools and other products. Approximately 67% of its gross income during its last fiscal year was attributable to defense-military procurement activities and projects. The net proceeds from its debenture sale may be used, in part (\$1,400,000) to redeem its 8-year 6% subordinated convertible debentures, due 1974, and the balance will be applied toward the repayment of the company's existing bank indebtedness of approximately \$5,800,000. In addition to indebtedness, the company has outstanding 1,262,878 common shares, of which management officials own 428,957 common shares, or 35%. Edward J. Garrett is board chairman and president.

**HOWELL INTERNATIONAL FILES FOR SECONDARY.** Howell International, Inc., 29 Broadway, New York 10006, filed a registration statement (File 2-26554) with the SEC on May 12, seeking registration of 155,000 outstanding shares of common stock. The shares are to be offered for public sale by the present holders thereof, on the American Stock Exchange or otherwise, at prices current at the time of sale (\$17.375 per share maximum\*).

The company and its subsidiaries produce electric motors, electric lifting magnets, and magnetic conveyor equipment, and it maintains a small metal stamping plant. In addition to indebtedness, the company has outstanding 655,223 common shares. The prospectus lists eight selling stockholders. Paul S. Dopp, president and board chairman, proposes to sell 40,000 of 127,330 shares held; and Dopp & Company (100%-owned by Dopp), all of its holdings of 110,000 shares. The others are selling shares ranging in amount from 300 to 3,400 shares.

**TALLY CORP. FILES FOR SECONDARY.** Tally Corporation, 1310 Mercer St., Seattle, Wash., filed a registration statement (File 2-26557) with the SEC on May 12 seeking registration of 126,112 outstanding shares of common stock. These shares may be offered by or for the account of the holders from time to time at prevailing market prices (the stock was quoted at \$29-3/4 on April 14). No underwriting is involved.

The company is engaged in the design and manufacture of data gathering and communications equipment for use in connection with scientific and business data processing and the automatic control of office and manufacturing equipment. In addition to indebtedness, it has outstanding 1,511,310 common shares. The prospectus lists 15 selling stockholders, of whom Homer J. Henning proposes to sell 33,333 of 44,317 shares held, Photocircuits Corporation, 34,783 shares or all of its holdings, Richard G. Muench, 13,333 of 13,789; and the remaining shareholders propose to sell shares ranging in amount from 800 to 8,000 common shares. Philip E. Renshaw is board chairman and Russell C. DuBois president.

**O/C REGISTRATIONS REPORTED.** The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "\*\*"):

File No.	O- Registrant	Location
2479	Dynamics Research Corp**	Stoneham, Mass
2475	Falls City Brewing Co	Louisville, Ky.
2482	Free Harvey**	Chicago, Illinois
2486	Havatampa	Tampa, Fla.
2487	Knickerbocker Toy Co	Middlesex, N.J.
2477	Lane Co	Altavista, Va.
2481	Lin Broadcasting Corp**	Nashville, Tenn.
2484	The Mack Shirt Co**	Cincinnati, Ohio
2488	Republic Aluminum Co	Richardson Texas
2480	Sierracin Corp	Sylmar Calif.
2485	South Pitts. Water Co**	Phila. Pa.
2489	Wilson Freight Co	Cincinnati, Ohio
2483	Winslow Tele-Tronics Inc**	Asbury Park, N.J.

**SECURITIES ACT REGISTRATIONS.** Effective May 11: Radio Corporation of America, 2-26426 & 2-26488. Effective May 12: The Dow Chemical Co., 2-26410; Electronic Communications, Inc., 2-26083; Michigan Consolidated Gas Co., 2-26317; Ritter Pfaudler Corp., 2-26371; The Times Mirror Co., 2-26354.

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