

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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LAKEHEAD PIPE LINE PROPOSES OFFERING. Lakehead Pipe Line Company, Inc., 3025 Tower Ave., Superior, Wisc. 54880, filed a registration statement (File 2-26815) with the SEC on June 28 seeking registration of \$30,000,000 of Series A sinking fund debentures, due 1992. The debentures are to be offered for public sale through underwriters headed by The First Boston Corporation, 20 Exchange Pl., New York 10005. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is a wholly-owned subsidiary of Interprovincial Pipe Line Company, of Toronto, Ontario, guarantor of the debentures. Lakehead and Interprovincial transport crude oil and other liquid hydrocarbons through their common carrier pipe line system, which extends approximately 2,000 miles from Redwater, near Edmonton, Alberta, through the upper Great Lakes region to Port Credit, near Toronto, Ontario, with a lateral line to Buffalo, New York; Lakehead, a Delaware corporation, owns and operates the portion of the System in the United States. Net proceeds from the debenture sale will be applied to Lakehead's 1967 construction program (estimated at \$24,000,000), including the repayment of some \$14,000,000 of bank loans incurred since April 30, 1967 in connection therewith.

INTERCONTINENTAL LIFE SHARES IN REGISTRATION. Intercontinental Life Insurance Company, 100 Evergreen Place, East Orange, N. J. 07019, filed a registration statement (File 2-26817) with the SEC on June 28 seeking registration of 155,498 outstanding shares of common stock, to be offered for sale at \$1.00 per share to life insurance agents, brokers, and solicitors (including general agents of the company). No underwriting is involved. Also included in the registration statement are 189,000 shares issuable pursuant to employee stock options and 100,000 shares issuable pursuant to agents' options.

Organized under New Jersey law in December 1964, the company is engaged in the business of writing and selling life insurance in New Jersey and is also licensed to sell accident and health insurance. Net proceeds of the sale of stock under the options will be used for general corporate purposes and will be either held or used for investments or to meet the company's various operating and other expenses. In addition to indebtedness, the company has outstanding 3,340,549 common shares, of which management officials hold 13.8%. Lawrence E. Stern is president and Brendan T. Byrne is board chairman. The 155,498 shares being offered are outstanding, of which 21,748 shares are held by Stuart E. Archibald, an assignee of the company and one of its insurance agents. He also holds additional 133,750 shares acquired by assignment from the company of its rights under an agreement between the company and William L. Hess, an insurance agent, who has filed suit against the company to set aside the agreement; and these shares may not be sold until the Hess suit is disposed of. Proceeds of the sale of these shares will be remitted to the company in payment of advances by the company for the purpose of their purchase by Archibald.

MARINE MIDLAND SHARES IN REGISTRATION. Marine Midland Corporation, a bank holding company of 241 Main St., Buffalo, N. Y. 14240, filed a registration statement (File 2-26818) with the SEC on June 28 seeking registration of 360,000 shares of common stock. According to the prospectus, holders of the 360,000 shares of \$5.50 cumulative convertible preferred stock of the company, on and after August 18, 1967, will have an opportunity to convert such preferred shares for a like number of \$4.50 cumulative preferred stock and warrants entitling the holder to purchase prior to August 19, 1975, one share of common stock at \$40 per share for each \$4.50 preferred stock held. Any proceeds received by the company upon exercise of warrants will be used for its general corporate purposes.

EXECUTIVE INVESTORS PROPOSES OFFERING. Executive Investors, Inc., 121 S. Broad St., Philadelphia, Pa. 19107, filed a registration statement (File 2-26820) with the SEC on June 28 seeking registration of 300,000 shares of common stock. The shares are to be offered for public sale through company representatives. The public offering price (\$2.50 per share maximum*) is to be supplied by amendment.

The company is a closed-end non-diversified management investment company and a licensed small business investment company. It was organized under Pennsylvania law in 1962 under the name Consolidated Technical Capital Corporation and in March 1967, following its acquisition of the assets of another corporation named Executive Investors, Inc., it acquired its present name. Net proceeds from the stock sale will be used for general corporate purposes in connection with the making of loans to and investments in small business concerns. In addition to indebtedness, the company has outstanding 314,161 common shares, of which management officials hold 64.2% (including 14.6% held by Barton M. Banks, president).

OHIO CAPITAL RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5016) exempting certain transactions incident to a proposed merger of Ohio Capital Fund, Inc. ("Ohio") and Second Ohio Capital Fund Inc. ("Second Ohio"). Under the proposed merger agreement, the shareholders of Second Ohio will exchange their shares for shares of Ohio and all of Second Ohio's assets will be transferred to Ohio. Subsequently, Second Ohio will be liquidated and dissolved.

FEDERATED-DUAL EXCHANGE FUND RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5017) with respect to an application by Federated-Dual Exchange Fund, Inc., Pittsburgh (1) exempting the company from the provisions of Section 14(a) of the Act which requires that no registered investment company shall make a public offering of its securities unless it has a net worth of at least

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\$100,000; (2) exempting the issuance by the company of Income Shares from the provisions of Section 18(a)(2) (E) of the Act. This section requires a class of senior stock shall have complete priority over any other class as to payment of dividends, which dividends shall be cumulative; and (3) permitting the two classes of security holders of the company to vote as separate classes on certain matters.

NEW ENGLAND POWER RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15776) authorizing New England Power Company (NEPCO) to sell 125,000 additional shares of common stock to its parent, New England Electric System, for \$5,000,000, and to sell 100,000 shares of \$100 par cumulative preferred stock at competitive bidding. NEPCO will apply the net proceeds of this financing toward repayment of short-term notes.

ALABAMA POWER SEEKS ORDER. Alabama Power Company ("Alabama"), Birmingham, subsidiary of The Southern Company, has applied to the SEC for an order under the Holding Company Act authorizing it to issue and sell up to \$45,000,000 of short-term notes to banks; and the Commission has issued an order (Release 35-15777) giving interested persons until July 25 to request a hearing thereon. Alabama proposes to use the proceeds from the sale of the notes, together with its cash on hand, the proceeds from a sale of common stock to its parent and a contemplated sale of first mortgage bonds to the public, to finance its 1967 construction program, estimated at \$80,834,000, to reimburse its treasury for the retirement of previously outstanding bonds, to pay its short-term bank loans incurred for such purposes and for other lawful purposes.

FEDERATED DUAL-EXCHANGE FUND RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5018) exempting Federated Dual-Exchange Fund, Inc., Pittsburgh, until the first meeting of company shareholders from provisions of the Act which require shareholder approval of the investment advisory agreement, the election of directors by shareholders, and shareholder ratification of the selection of an independent public accountant.

NATIONAL FUEL GAS SEEKS ORDER. National Fuel Gas Company ("National") and three of its subsidiaries, Iroquois Gas Corporation ("Iroquois"), United Natural Gas Company ("United"), and Pennsylvania Gas Company ("Penn"), have applied to the SEC for an order under the Holding Company Act authorizing National to sell up to \$12,600,000 of promissory notes to a bank, and to issue and sell \$18,000,000 of sinking fund debentures at competitive bidding. The Commission has issued an order (Release 35-15778) giving interested persons until July 27 to request a hearing thereon. National proposes to use the net proceeds from the sale of its notes and debentures (1) to prepay its outstanding bank notes of \$11,900,000 and (2) to acquire for cash \$18,000,000 principal amount of long-term notes from its three subsidiaries. The net proceeds from the proposed long-term notes are to be used by the subsidiary companies, together with funds available from other sources, to make additions to utility plant and to increase and replenish working capital. Iroquois, Penn, and United propose to issue and sell, from time to time prior to December 31, 1967, to National, a total aggregate amount of \$12,400,000 of short-term notes. Construction expenditures for 1967 are estimated at \$13,305,000 for Iroquois, \$3,442,000 for United, and \$3,220,000 for Penn.

EIGHT TRADING BANS CONTINUED. The SEC has suspended exchange and/or over-the-counter trading in securities of Northern Instrument Corporation, S & P National Corp., and Steel Crest Homes, Inc., for the ten-day period July 1-10, inclusive; and it also has suspended trading for the ten-day period July 2-11, inclusive, in securities of Continental Vending Machine Corporation, Lincoln Printing Company, Pakco Companies, Inc., Underwater Storage, Inc., and Westec Corporation.

STOCK PLANS FILED. Form S-8 registration statements have been filed with the SEC proposing the offering of securities under employee savings, stock option and other plans, as follows:

Research-Cottrell, Inc., Bound Brook, N. J. 08805 (File 2-26809) - 125,000 shares

The Reliance Electric and Engineering Co., Cleveland, Ohio 44117 (File 2-26823) - 123,007 shares

SECURITIES ACT REGISTRATIONS. Effective June 29: Administrative Systems, Inc., 2-26586 (40 days); American National Realty Corp., 2-26519 (90 days); American Reserve Corp., 2-26582 (Sep 27); Continental Telephone Corp., 2-26549 (Aug 9); Cooper Tire & Rubber Co., 2-26494; Granite Equipment Leasing Corp., 2-26576 (40 days); Kaplan Co., 2-26487 (90 days); Levin-Townsend Computer Corp., 2-26525 (40 days); Richford Industries, Inc., 2-26659 (40 days); Universal Oil Products Co., 2-26721.

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 estimate for purposes of computing the registration fee.