

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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



Washington, D.C. 20549

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

(Issue No. 67-164)

FOR RELEASE August 25, 1967

BRIEFS REQUESTED IN VT. YANKEE NUCLEAR POWER CASE. The SEC has issued an order under the Holding Company Act (Release 35-15830) fixing a schedule for the filing of briefs and for oral argument before the Commission in proceedings upon an application filed by Vermont Yankee Nuclear Power Corporation, Rutland, Vt., and seven of its ten sponsor-companies ("Applicant companies"). The application relates to the initial financing by Vermont Yankee of its proposed nuclear-powered electric generating plant through the issuance of 100,000 shares of \$100 par common stock to its ten sponsor companies. An application for intervention and request for hearing upon the application was filed by the Municipal Electric Association of Massachusetts, on behalf of itself and its members, the City of Chicopee, Mass., and the Chicopee Municipal Lighting Plant, the Town of Shrewsbury, Mass. and the Shrewsbury Electric Light Plant, and the Town of Wakefield, Mass., and the Wakefield Municipal Light Department ("Applicant-intervenors"). The Applicant-intervenors allege generally that the proposed transactions are (a) detrimental to the public interest or the interest of investors and consumers, (b) not tending towards the economical and efficient development of an integrated public utility system, and (c) a restraint of trade in violation of the antitrust laws, the Federal Power Act, the Atomic Energy Act of 1954, and the Holding Company Act of 1935. The Applicant companies moved to strike the applications for intervention and request for hearing.

In its order, the Commission directs the Applicant-intervenors to file a brief on or before September 5, 1967, on their application for intervention and request for a hearing, together with certain specified documents. A reply brief is to be filed by the Applicant companies on or before September 12; and the matter will then be scheduled for oral argument before the Commission.

MIDDLE ATLANTIC INVESTMENT PROPOSES OFFERING. Middle Atlantic Investment Company, Inc., 192 West St., Annapolis, Md. 21404, filed a registration statement (File 2-27136) with the SEC on August 22 seeking registration of 3,000,000 shares of Class "A" common stock, to be offered for public sale at \$1.00 per share. The offering is to be made on a best efforts basis by Howett, Inc., Greenview, Illinois 62642, which will receive a 14c selling commission.

The company was organized in June 1967 as a holding company. Upon completion of this offering, it proposes to invest in The Middle Atlantic Investors Life Insurance Company, recently organized under Maryland law. The Insurance Company must have a paid-up capital stock of not less than \$500,000 and a paid-in surplus of at least \$750,000; and the proceeds of the sale of 1,550,000 shares of the Class "A" stock will be applied initially to the purchase of a minimum of 50,000 shares of the Insurance Company stock at \$25 per share. If all 3,000,000 shares are sold, \$750,000 will be applied as an additional investment in the Insurance Company and \$550,000 retained to meet the operating expenses of both companies. In addition to indebtedness, the company has outstanding 880,000 A common shares and 1,000,000 B common shares, of which Terry G. Vane (president) owns 7.22% of the A common and all of the outstanding B common shares. According to the prospectus, Vane paid \$1,000 for the 1,000,000 B shares.

SUPERIOR COMPUTER PROPOSES RIGHTS OFFERING. Superior Computer Corporation, 535 Getty Ave., Clifton, N.J. 07011, filed a registration statement (File 2-27138) with the SEC on August 23 seeking registration of 69,033 shares of common stock, to be offered for subscription by common stockholders at the rate of one additional share for each three shares held. The record date and subscription price (\$8.00 per share maximum*) are to be supplied by amendment. The prospectus also covers 7,100 outstanding shares owned by four individuals, which may be offered for sale by the holders thereof from time to time on a stock exchange or otherwise, at the then prevailing market prices.

The company offers a wide variety of commercial data processing services for commercial application which are sold principally to business concerns not large enough to maintain their own data processing equipment. Of the net proceeds of its stock sale, \$23,000 will be advanced to Comprehensive Electro Systems, Inc., a subsidiary, to pay four loans, the proceeds of which were used for start-up expenses and working capital; the balance will be added to the general funds and used for working capital. In addition to indebtedness, the company has outstanding 397,675 common shares, of which management officials own 55.9% (including 47.9% owned by Donald Mabey, president).

SYNALLOY FILES FOR OFFERING AND SECONDARY. Synalloy Corporation, P.O. Box 5627, Spartanburg, S.C. 29301, filed a registration statement (File 2-27140) with the SEC on August 23 seeking registration of 375,000 shares of common stock. Of this stock, 50,000 shares are to be offered for public sale by the company and 325,000 shares (being outstanding stock) by the holders thereof. The public offering price (\$18.75 per share maximum*) and underwriting terms are to be supplied by amendment. Merrill Lynch, Pierce, Fenner & Smith Incorporated, 70 Pine St., New York, N.Y. 10005, is listed as the principal underwriter. The company is also registering 12,039 common shares which The Franklin Corporation will receive upon conversion of its holdings of \$125,000 of the company's 6% convertible subordinated promissory notes. These shares may be offered for sale from time to time on the American Stock Exchange at prices prevailing at the time of sale.

The company is engaged primarily in the chemical and special alloy equipment fields. It produces organic intermediates, dyestuffs and pigments for use in the textile and chemical industries, and engineers and manufactures to customer's specifications stainless steel and special alloy equipment and products for

OVER

the paper, chemical and other industries (including cryogenics, citrus, brewing, nuclear and drug). Of the net proceeds from its sale of additional stock, \$350,000 will be used to discharge certain indebtedness of the recently acquired Augusta Chemical Company; the balance will be used to reduce short-term bank borrowings incurred for working capital. In addition to indebtedness, the company has outstanding 1,134,004 common shares, of which management officials own 58.37%. The prospectus lists 33 selling stockholders. P.C. Blackman (president) proposes to sell 70,321 of his holdings of 233,790 common shares, C. H. Ratterree, Jr., 35,000 of 63,906, and Sibyl C. Uhler, 28,000 of 97,084; the remaining stockholders propose to sell shares ranging in amount from 500 to 27,300 shares.

SIMMONDS PRECISION FILES FOR OFFERING AND SECONDARY. Simmonds Precision Products, Inc., 105 Martling Ave., Tarrytown, N.Y. 10592, filed a registration statement (File 2-27141) with the SEC on August 23 seeking registration of 210,000 shares of common stock. Of this stock, 170,000 shares are to be offered for public sale by the company and 40,000 shares (being outstanding stock) by the holders thereof. The public offering price (\$50.00 per share maximum*) and underwriting terms are to be supplied by amendment. Clark, Dodge & Co. Incorporated, 61 Wall St., New York, N.Y. 10005, is listed as the principal underwriter.

The company produces components for the aircraft industry and is a designer and manufacturer of systems for measuring and displaying quantities, pressures, densities and temperatures of fuels, oils, gases and other fluids in commercial and military aircraft, missiles and space vehicles. Of the net proceeds of its sale of stock, \$4,500,000 will be used to repay a bank loan incurred (a) to make cash payments to the former shareholders of Universal Industries, Inc., in connection with its acquisition by the company, (b) to enable the company to purchase the leased plant of Universal, and (c) to convert unsecured bank loans due within one year into a term loan; the balance will be added to working capital. In addition to indebtedness, the company has outstanding 2,434,084 common shares, of which 29.36% is owned by Geoffrey R. Simmonds, president. William E. Berchtold is board chairman. Sir Oliver Simmonds (father of the president) proposes to sell the 40,000 outstanding shares. Such shares are exclusive of 67,029 shares owned of record and beneficially by Balmoral Hotels Limited, a Bahamian corporation wholly owned by him, and 35,100 shares held of record by independent third parties and owned beneficially by Balmoral Hotels Limited.

AMERICA FUTURE FUND PROPOSES OFFERING. America Future Fund, Inc., 220 Warrior Road, Drexel Hill, Pa., filed a registration statement (File 2-27144) with the SEC on August 24 seeking registration of 100,000 shares of common stock. The shares are to be offered for public sale at net asset value (\$10.00 per share maximum*), with a minimum investment of \$300.

The company was organized under Delaware law on August 1, 1967, as an open-end, diversified management investment company to seek capital appreciation. America Future Fund Management Company, Inc., is the investment adviser. Edward A. Wilson is president of the Fund and the adviser.

WINSTAR NATIONAL FILES EXCHANGE OFFER. Winstar National Corp., 547 Merrick Road, Lynbrook, N.Y., filed a registration statement (File 2-27145) with the SEC on August 24 seeking registration of 15,000 shares of Class A common stock and \$150,000 of 6% convertible subordinated debentures, due 1976. According to the prospectus, the company proposes to offer these securities to holders of its outstanding Class A common stock and 6% convertible subordinated debentures, due 1976, on a share-for-share basis for the stock and a dollar-for-dollar basis for the debentures in exchange for their present holdings. The outstanding securities were originally sold to residents of New York State between May and November 1966 in units consisting of 25 shares of stock and a \$250 debenture, and at \$500 per unit. Management believes that this exchange offer is in the best interest of the company and the present holders because it will permit transfer of the securities offered hereby on an interstate basis.

The company is engaged in the sale of general casualty and life insurance and in the related businesses of financing payments of insurance premiums and selling insurance advertising specialties. In addition to indebtedness, it has outstanding 21,286 Class A shares and 800 Class B shares, of which management officials own 29.7% of the Class A shares and all of the Class B shares. Sidney D. Katzman is president.

UNLISTED TRADING APPROVED. The SEC has issued orders under the Securities Exchange Act (Release 34-8148) granting applications of the Philadelphia-Baltimore-Washington Stock Exchange for unlisted trading privileges in the common stocks of Diamond Alkali Company, Dynamics Corp. of America, Equity Funding Corporation of America, General Precision Equipment, Livingston Oil Company, Richardson-Merrell, Inc., Rio Algom Mines, Ltd., Roan Selection Trust Ltd., Technitrol, Inc., Teleflex, Inc., United Nuclear Corp., and Universal American Corp.

SENTENCES IMPOSED IN STOCK FRAUD CASE. The SEC Seattle Regional Office announced August 18 (LR-3790) that the following had received sentences, as indicated, following their pleas or convictions of violating the Securities Act anti-fraud provisions and conspiracy statute in the offer and sale of stock of Air & Space Underwriters, Inc., Muncie, Ind.: K. K. Irving, 7 years' imprisonment; Fred G. Amick, 6 years; H. R. Nash, 5 years; David R. Mayne, Herman J. Kennelly and Walter C. Olsen, 4 years; Van C. Vollmer, Gilbert E. McQuinn, Francis L. Broderick, William M. Dowling, Harold L. Wymer and Leon O. Riggs, 3 years; Irving-Amick Aircraft, Inc., \$40,000 fine; Securities Services, Inc., \$35,000; and Indiana Investor & Business News, Inc., \$10,000. Robert Ray Rice, on his plea of nolo contendere, was sentenced to 18 months' imprisonment, all but 45 days of which was suspended; Adrian Von Foerster also filed a nolo contendere plea, received an 18-month suspended sentence and was placed on probation; William T. Kienle filed a plea of guilty, received a 2-year suspended sentence, was fined \$1,000 and placed on probation; James E. Keil on his plea of nolo contendere received an 18-month suspended sentence, was fined \$1,000 and was placed on probation for 5 years on condition that he not engage in the securities business during that period; and Eddie M. Oakerson on his plea of guilty received a 3-year suspended sentence, was fined \$2,500 and placed on probation for 18 months, and was ordered not to participate in any way in the sale of securities for 20 years.

EDGAR FORTSON KEMP GUILTY. The SEC Fort Worth Regional Office announced August 22 (LR-3791) that Edgar Fortson Kemp of Shreveport, La., had entered a plea of guilty before the District Court in Caddo Parrish, Louisiana, to three charges of theft (conversion of funds and securities of customers) arising out of his operation of the Edgar Fortson Kemp Investment Company, a sole proprietorship of Shreveport. The Fort Worth Regional Office cooperated in the investigation leading to Kemp's arrest and conviction.

THREE TRADING BANS CONTINUED. The SEC has issued orders under the Securities Exchange Act suspending exchange and/or over-the-counter trading in securities of Dyna Ray Corporation, Interamerican Industries, Ltd. and Penrose Industries Corp. for the further ten-day period August 27 through September 5, 1967, inclusive.

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. Photocopies thereof 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. An index of the captions of the several items of the Form was included in the August 2 News Digest.

Allegheny Ludlum Steel Corp Jul 67 (2,4,7)	1-52-2	Babcock Electronics Corp May 67 (1,12)	0-1740-2
Automatic Retailers of America Inc Jul 67 (7)	1-4762-2	Bankers Utilities Corp FORMERLY: Bankers Dispatch Corp Jun 67 (11,13)	2-18531-2
Baird Atomic Inc Jul 67 (3)	0-1065-2	CBK Industries Inc Jun 67 (2,7,13)	1-3096-2
Eastern Mass St. Ry Co Jun 67 (6)	1-1563-2	L E Carpenter & Co Jul 67 (11,13)	1-4943-2
Jul 67 (6)	1-1563-2	Consolidated Credit Corp Jul 67 (2,4,11,13)	0-187-2
Gulf & Western Industries Inc Jul 67 (4,8,11,13)	1-5404-2	Desilu Productions Inc Jul 67 (2,3,8,11,13)	1-4167-2
Lytton Financial Corp Jul 67 (12)	1-5042-2	Kalvar Corp Jul 67 (8)	0-2166-2
Milgray Electronics Inc Jul 67 (4,7,8,13)	2-18979-2	Kern County Land Co Jul 67 (2,11,3,12,13)	1-3463-2
Miller Bros Hat Co Inc June 67 (9)	0-1681-2	Mcintyre Forcupine Mines Inc Jun 67 (1)	1-20-2
Power Industrial Products Co Jul 67 (7)	0-2311-2	Pioneer Aerodynamics Systems Inc Jun 66 (4,7,8,13)	1-4831-2
Radiation Dynamics Inc Jul 67 (12,13)	0-918-2	Pittsburgh & Lake Erie RR Co Apr 67 (11)	0-442-2
Riker Video Industries Inc Jul 67 (2,7,9,12,13)	0-2715-2	Ritter Finance Co Inc June 67 (11,13)	1-4531-2
Rio Algom Mines Ltd Jul 67 (11,12,13)	1-4398-2	Will Ross Inc Jul 67 (2,7,13)	0-1578-2
Roto American Corp Jul 67 (7)	1-5215-2	Rucker Co Jul 67 (12)	0-2624-2
Ryerson & Haynes Inc Jul 67 (1)	1-2740-2	Ryder System Inc Jul 67 (9,12)	1-4364-2
Sanders Associates Jul 67 (7)	1-5166-2	Safran Printing Co Jul 67 (1,3)	0-1436-2
Combustion Engineering Inc Amd #1 to 8K for Jul 67 (7)	1-117-2	Teleprompter Corp Jul 67 (12,13)	1-4138-2
Hugoton Production Co Amd #1 to 8K for May 67 (2)	0-290-2	United States Smelting Refining & Mining Co Jul 67 (12,13)	1-5172-2
U S Filter Corp Amd #1 to 8K for Jun 67 (6)	1-4097-2	Waddell & Reed Inc Jul 67 (3,13)	0-42-2
A J Industries Inc Aug 67 (11)	1-492-2	Western Power & Gas Co Inc Jul 67 (7,13)	0-954-2
Adley Corp Jul 67 (1,13)	0-1350-2	Equitable Savings & Loan Assoc Jul 67 (12)	0-1345-2
Air Express International Corp Mar 67 (10,13)	0-2211-2	Eureka Lilly Cons Mining Co Jul 67 (11)	1-3008-2
American Gas Co Jul 67 (3,8,12,13)	0-401-2	Eureka Standard Consoladated Mining Co Jul 67 (11)	1-1772-2
CBK Industries Inc Jul 67 (2,7,13)	1-3096-2	Faradyne Electronics Corp Aug 67 (11)	0-2180-2
Clayton Lark & Co Aug 67 (1)	0-2444-2	Foremost Dairies Inc Jul 67 (2,4,8,9,13)	1-3884-2
Colt Industries Inc Jul 67 (2,7,8,13)	1-64-2	Holiday Inns of America Inc Jul 67 (7,12)	1-4304-2
Computer Research Inc May 67 (9,13)	2-1933-2	Key Pharmaceuticals Inca Apr 67 (11)	2-25772-2
Danaho Refining Co Apr 67 (11)	2-10044-2	Lithonia Lighting Inc Jul 67 (11)	1-4776-2
		Lortogs Inc Jul 67 (1)	0-1703-2
		Monarch Parking System Co Jul 67 (7,8)	0-1066-2
		Pacific Southwest Airlines Jul 67 (2,3,7,8,12,13)	1-5080-2
		Publicker Industries Inc Jun 67 (4,13)	1-3315-2

CONTINUED

"Automatic" Sprinkler Corp of Amer Jul 67 (7,13)	0-2132-2	Grinnell Corp Jul 67 (3)	0-780-2
Bank Shares Inc Feb 66 (11) Feb 67 (11)	0-1511-2	Harvey Radio Co Inc Jul 67 (1,11,13)	1-4626-2
General Battery and Ceramic Corp Aug 67 (13)	1-4657-2	Investors Funding Corp of N Y Jul 67 (7)	1-4600-2
Kansai Electric Power Co Inc (6K for 6-30-67)	2-21059-2	Riker Video Industries Inc June 67 (11)	0-2715-2
Riverside Financial Corp Jul 67 (3,13)	0-203-2	Scott Foresman & Co Jun 67 (12,13)	1-4902-2
GTI Corp Amend 8K for Jun 67 (11)	1-4289-2	Seaboard Life Insurance Co of America Aug 67 (2,3,7,11,13)	2-20552-2
Kaiser Ind Corp Amend #1 to 8K for Jul 67 (13)	1-3340-2	Seeman Bros Inc Jul 67 (11,13)	1-1167-2
Missouri National Life Ins Co Amend #1 to 8K for Apr 67 (2)	2-21744-2	Treasure State Ind Inc Jun 67 (12)	0-2054-2
North Central Airlines Inc Amend #1 to 8K for Apr 66 (11,12)	0-831-2	United Air Lines Inc Jul 67 (7,13)	1-2637-2
		Visual Electronics Corp Jul 67 (3,11)	2-25471-2
		VSI Corp Jun 67 (12)	1-4855-2

SECURITIES ACT REGISTRATIONS. Effective August 24: Barnes-Hind Pharmaceuticals, Inc., 2-26689; Computest Corp., 2-26957 (90 days); First Security Group, Inc., 2-25091 (90 days); General Acceptance Corp., 2-26800 (40 days); General Acceptance Corp., 2-26812 (40 days); Gilbert Shoe Stores, Inc., 2-26860 (90 days); International Telephone and Telegraph Corp., 2-26796 (October 4); Phoenix Steel Corp., 2-27006 (40 days); Power Industrial Products Co., 2-26944 (October 4); United Nuclear Corp., 2-26885; Western Reserve Holding Corp., 2-26859 (90 days). Effective August 25: LTV Electrosystems Inc., 2-26999.

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.

---oooOooo---