

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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FIVE CAPITAL-INCOME FUNDS CLEARED FOR OFFERINGS. The SEC has issued exemption orders under the Investment Company Act with respect to the proposal of each of the following to offer and sell capital and income shares (in equal amounts):

American Dualvest Fund, Inc., New York City (Release IC-4886)
Gemini Fund, Inc., Claymont, Del. (Release IC-4888)
Income and Capital Shares, Inc., Boston (Release IC-4890)
Leverage Fund of Boston, Inc., Boston (Release IC-4892)
Scudder Duo-Vest Inc., New York City (Release IC-4894)

In separate orders, the Commission granted applications of the underwriters of the respective funds for exemption from the "insider" trading provisions of the Act in respect of their purchase and resale of fund shares during the distribution thereof, as follows:

Hayden, Stone Inc. (Release IC-4887)
Drexel Harriman Ripley, Inc. and Bache & Co. Inc. (Release IC-4889)
Hornblower & Weeks-Hemphill, Noyes (Release IC-4891)
Dean Witter & Co. and Paine, Webber, Jackson & Curtis (Release IC-4893)
E. F. Hutton & Company, Inc. (Release IC-4895)

The orders with respect to the several Funds are subject to various conditions agreed to by each company. Included, among others, are conditions (1) requiring that the Income Shares be entitled to a fixed minimum cumulative dividend and that the Income Shareholders have the right, when the Income Shares would otherwise be redeemed, to exchange their investment in Income Shares for an investment in Capital Shares without any sales charge, (2) prohibiting any person connected with the management of the company from owning more shares of one class of stock of the company than he does of the other class of stock, (3) prohibiting the company from engaging in certain speculative investment techniques and (4) so long as the Income Shares are outstanding, restricting the company from borrowing, and from purchasing or otherwise acquiring its shares or issuing additional shares or classes of securities.

RUCKER FILES FOR OFFERING AND SECONDARY. The Rucker Company, 4700 San Pablo Ave., Oakland, Calif. 94608, filed a registration statement (File 2-26161) with the SEC on March 21 seeking registration of 256,000 shares of common stock. Of this stock, 100,000 shares are to be offered for public sale by the company and 156,000 shares (being outstanding stock) by the present holders thereof. Merrill Lynch, Pierce, Fenner & Smith Inc., 70 Pine St., New York 10005, and Schwabacher & Co., 100 Montgomery St., San Francisco, Calif. 94104, are listed as the principal underwriters. The public offering price (\$30 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of hydraulic and pneumatic control systems and components, safety electrical equipment, and drilling equipment for the petroleum industry, as well as the distribution of hydraulic control system components manufactured by others. The net proceeds of its sale of additional stock will be used to retire certain indebtedness. Concurrently with or shortly after completion of this offering, the company expects to obtain \$2,000,000 through a new long-term loan, the proceeds of which will be used to repay the balance of its short-term bank loans and to provide increased working capital. In addition to indebtedness, the company has outstanding 1,537,596 common shares, of which management officials own 37.5%. The prospectus lists 11 selling stockholders, including Clarence J. Wood (board chairman), who is offering 100,100 of 460,198 shares held. W. Gordon Jarvis is president.

McGRAW-HILL PROPOSES DEBENTURE OFFERING. McGraw-Hill, Inc., 330 W. 42nd St., New York 10036, filed a registration statement (File 2-26163) with the SEC on March 22 seeking registration of \$35,000,000 of convertible subordinated debentures, due 1992. The debentures are to be offered for public sale through underwriters headed by Glore Forgan, Wm. R. Staats Inc., 45 Wall St., and Smith, Barney & Co. Inc., 20 Broad St., both of New York 10005. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the publishing business. Of the net proceeds of its debenture sale, \$20,000,000 will be used to prepay an outstanding bank loan which was incurred to provide additional working capital and the balance will be added to general corporate funds. In addition to indebtedness and preferred stock, the company has outstanding 9,969,820 common shares. Management officials own 33.20% of the outstanding stock. Shelton Fisher is president and Donald C. McGraw is board chairman.

EIGHT TRADING BANS CONTINUED. The SEC has issued orders under the Securities Exchange Act suspending exchange and/or over-the-counter trading in securities of the following companies for the additional 10-day period March 24-April 2, 1967, inclusive: Continental Vending Machine Corporation, Lincoln Printing Company, Pakco Companies, Inc., Pinal County Development Association, Sports Arenas, Inc., Underwater Storage, Inc., United Security Life Insurance Company, and Westec Corporation.

OVER

NEW YORK CITY COMMERCIAL DEV. PROPOSES OFFERING. New York City Commercial Development Corporation, 415 Madison Avenue, New York 10017, filed a registration statement (File 2-26121) with the SEC on March 15 seeking registration of \$4,000,000 of 5½% subordinated income debentures (due 1992), to be offered for public sale in \$1,000 units.

Organized under New York law in November 1965, the company is an area development company within New York City. According to the prospectus, it is a non-profit organization which may make loans of its own funds or act as a conduit for funds provided by other organizations (including but not limited to the State of New York). It will use the net proceeds of its debenture sale to stimulate various commercial and industrial enterprises within the City of New York. The company has 28 outstanding membership certificates, all purchased at \$100 per certificate by its management officials. Gustave Levy is board chairman and Samuel J. Lefrak is president.

NATIONAL AVIATION RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4885) authorizing National Aviation Corporation, New York closed-end, non-diversified management investment company, to purchase up to \$2,000,000 of convertible subordinated debentures (due 1992) of Trans World Airlines, Inc., during the existence of an underwriting agreement with respect to a proposed public offering of \$100,000,000 of such debentures. The application states that Howard E. Buhse, a director of National Aviation, is a partner of Hornblower & Weeks-Hemphill, Noyes, one of the principal underwriters of the public offering. In view thereof, any purchase of the debentures by the said investment company is prohibited by the Act absent the issuance of an exemption order by the Commission.

DUVAL RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15693) authorizing Duval Corporation, a majority-owned subsidiary of United Gas Corp., to sell, through underwriters, up to \$25,000,000 of its 15-year 6½% unsecured debentures, due 1982. (By previous Commission order, Duval was granted an exemption from the competitive bidding requirements of Rule 50 with respect to the sale of these debentures.) The net proceeds of the debenture sale will be applied by Duval toward the prepayment of some \$31,000,000 of notes to the parent company.

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 "***"):

<u>File</u> <u>No. O-</u>	<u>Registrant</u>	<u>Location</u>
2402	Aseco, Inc	Port Huron, Mich.
2421	Baltimore Orioles, Inc	Baltimore, Md.
2407	Carboline Co	St. Louis, Missouri
2424	Central Mutual Tel. Co**	Manassas, Va.
2411	Crown Industries, Inc	Tampa, Fla.
2415	Dynamic Instrument Corp	Plainview, L.I. N.Y.
2403	First Continental Corp	Houston, Texas
2409	I D Packing Co Inc	Des Moines, Iowa
2423	Jebco, Inc	Jamesboro, Ga.
2408	Julian & Kokenge Co	Columbus, Ohio
2419	Lakeland Devel. Corp	Memphis, Tenn.
2426	Maine Sugar Industries, Inc**	Easton, Maine
2416	National Diversified Industries, Inc	Fort Lauderdale, Fla.
2425	Nautec Corp**	New York, N.Y.

IRVING AIR CHUTE CORRECTION. In the SEC News Digest of March 20, the board chairman of Irving Air Chute should have been listed as Herbert Blumberg instead of Morris Blumberg; in addition, "K-F Products" was incorrectly referred to as "K-E Products".

SECURITIES ACT REGISTRATIONS. Effective March 22: American DualVest Fund, Inc., 2-25762; Duval Corp., 2-25907 (May 1); Gemini Fund, Inc., 2-25760; Income and Capital Shares, Inc., 2-25731; Leverage Fund of Boston, Inc., 2-25796; Met-Pro, Inc. and Met Pro-Water Treatment Corp., 2-25621 (90 days); Mohawk Data Sciences Corp., 2-26053 (May 2); Scudder Duo-Vest Inc., 2-25735.

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.