

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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INVESTMENT ACT RULES DEFINED. The SEC today announced the adoption of an amendment to its rules under the Investment Company Act (Release IC-4145) stating that the terms "rule" and "regulations" referred to in the Rules and Regulations under that Act shall include the forms for registration and reports prescribed under said Act.

CENTRAL AND SOUTH WEST CORP. SEEKS ORDER. Central and South West Corporation, a Wilmington, Del., registered holding company, and four of its electric utility subsidiaries, have applied to the SEC for an order under the Holding Company Act authorizing the subsidiaries to sell certain notes to the parent from time to time during 1965; and the Commission has issued an order (Release 35-15176) giving interested persons until February 11 to request a hearing thereon. According to the application, the parent proposes to purchase notes from the subsidiaries not to exceed a total of \$19,000,000, with a maximum aggregate of \$8,000,000 to be outstanding at any one time. The subsidiaries will use the proceeds for 1965 construction expenditures, aggregating some \$64,000,000.

TECHNOLOGY FUND RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4142) declaring that the Technology Fund of Puerto Rico, Inc., San Juan, has ceased to be an investment company.

TEXAS FUND RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4143) authorizing the Texas Fund, Inc., Houston, Tex., to issue its shares at net asset value for substantially all the cash and securities of The Collinge Company, Inc., an Indiana corporation.

UNI-SOL URANIUM AND NEAL LYONS ENJOINED. The SEC Fort Worth Regional Office announced January 14 (Release 35-3130) the entry of a Federal court order (USDC ND Tex.) permanently enjoining Uni-Sol Uranium & Oil Corp. and Neal Lyons, both of Dallas, from further violations of the registration and anti-fraud provisions of the Federal securities laws in the sale of stock of Uni-Sol Uranium.

INTERSTATE SECURITIES FILES FOR DEBENTURE OFFERING. Interstate Securities Company, 3430 Broadway, Kansas City, Mo., filed a registration statement (File 2-23093) with the SEC on January 18 seeking registration of \$1,500,000 of junior subordinated debentures. The debentures are to be offered through A. G. Becker Co., Inc., for sale to the National Securities & Research Corporation, for several series or mutual funds managed by National Securities. The due date, interest rate and offering price are to be supplied by amendment.

The company is engaged primarily in sales financing, direct lending to consumers, and commercial financing, as well as the writing of credit life, credit accident and health, credit fire insurance on household goods, and automobile physical damage insurance. Net proceeds from its debenture sale will be added to working capital of the company and applied initially to the reduction of short-term borrowing or to the purchase of receivables, or may be advanced to or invested in subsidiaries. In addition to indebtedness and preferred stock, the company has outstanding 910,539 common shares, of which management officials own 18.59%. Paul Milton, Jr., is president and George D. Gee is board chairman.

ASSOCIATION LIFE INS. PROPOSES OFFERING. Association Life Insurance Company, Inc., 26 The Green, Dover, Del., filed a registration statement (File 2-23094) with the SEC on January 18 seeking registration of 1,000,000 shares of common stock, to be offered for public sale at \$5 per share through underwriters headed by C. Bradford & Co., 414 Union St., Nashville, Tenn. The underwriting terms are to be supplied by amendment. The company also filed a registration statement (File 2-23095) seeking registration of 300,000 common shares, which are to be offered through company officials at \$5 per share to certain members, associate members and executives of the American Apparel Manufacturers Association, Inc. (Association). In connection with this offering, Bradford will act as agent for the company and will receive a 10¢-per-share fee. The effectiveness of the underwriting agreement for the public offering is dependent upon the company's sale of at least 100,000 of the shares to be offered to the Association.

The company was organized under Delaware law in December 1964, through the efforts of the Association, to engage in writing life insurance. It will use the net proceeds from its stock sale to provide the necessary capital and surplus to engage in the insurance business. The company has outstanding 81,729 common shares, of which it sold 75,062 shares at \$4.50 per share to incorporators of the company and initial subscribers; and 667 shares were issued to the Association as consideration for its services and expenses in organizing the company. Norman A. Shane is president of the company.

COMMERCIAL BANCORP FILES EXCHANGE PROPOSAL. Commercial Bancorp, Inc., 9301 N. W. 7th Ave., Miami, filed a registration statement (File 2-23096) with the SEC on January 18 seeking registration of 455,000 shares of common stock. The shares are to be offered in exchange for all of the outstanding capital stock of Commercial Bank of Miami, Merchants Bank of Miami, and Bank of Kendall, at the rate of 4 company shares for 1 share of Commercial, 3 company shares for 1 share of Merchants, and 1-3/4 company shares for 1 share of Kendall.

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Organized under Florida law in July 1964, the company proposes to become a bank holding company by acquiring a minimum of 80% of the shares of the three banks. H. T. Maroon (president) and other organizers of the company, who collectively own about 62% of the stock of Commercial, 73% of Merchants and 73% of Kendall, have indicated that they intend to exchange such shares pursuant to the exchange proposal. W. S. McCrea is board chairman of the company.

MACKIE VENDING FILES FOR OFFERING AND SECONDARY. Mackie Vending Company, 1111 First St., N. E., Washington, D. C., filed a registration statement (File 2-23099) with the SEC on January 18 seeking registration of 150,000 shares of Class A common stock. Of this stock, 36,625 shares are to be offered for public sale by the company and 113,375 shares (being outstanding stock) by the present holders thereof. The offering is to be made through underwriters headed by Auchincloss, Parker & Redpath, 1705 H St., N. W., Washington, D. C. The public offering price (\$21 per share maximum*) and underwriting terms are to be supplied by amendment.

The company also filed a registration statement (File 2-22098) seeking registration of 41,600 shares of Class A common stock, to be offered pursuant to its Employee Stock Option Plan.

The company is engaged principally in the automatic merchandising of food, drink, tobacco and refreshment items. Net proceeds from the company's sale of additional stock will be applied to the repayment of a note issued to purchase 36,625 of the company's Class shares (at \$19.50 per share) from a former company official. Such shares represent all of the stock that was previously issued through a stock exchange whereby the company acquired all of the outstanding shares of Progressive Cafeterias, Inc., and the Pro-Vending Co., Inc. In addition to indebtedness, the company has outstanding 678,195 Class A and 289,592 Class B common shares, of which management officials and members of their immediate families own 31.1% and 24.4%, respectively. The prospectus lists 22 selling stockholders, including Meyer Gelfand (vice president), offering 29,765 of 74,117 Class A shares held; Aaron Goldman (board chairman and president), 30,000 of 87,513; Balfour Goldman (secretary), 10,000 of 33,942; and J. Herman Saxon, 10,000 of 21,623. The remaining selling stockholders are offering stock ranging in amounts from 250 to 6,000 shares.

W. R. GRACE PROPOSES RIGHTS OFFERING. W. R. Grace & Co., 7 Hanover Sq., New York, filed a registration statement (File 2-23100) with the SEC on January 18 seeking registration of \$85,000,000 of convertible subordinate debentures due 1990. The debentures are to be offered to the company's stockholders at the rate of \$100 principal amount of debentures for each 18 shares of common stock held. The offering is to be made through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Inc., 70 Pine St., and Paine, Webber, Jackson & Curtis, 25 Broad St., both of New York. The interest rate, record date and underwriting terms are to be supplied by amendment.

The company is engaged primarily in transportation, manufacturing, agricultural and banking activities. Net proceeds from its debenture sale will be added to general funds and will be available for general corporate purposes. The company estimates that its 1965 capital expenditure program will amount to \$130,000,000. In addition to indebtedness and preferred stock, the company has outstanding 14,715,533 common shares, of which management officials own 2.98%. J. Peter Grace is president.

HALLIBURTON CO. FILES STOCK PLAN. Halliburton Company, Duncan, Okla., filed a registration statement (File 2-23101) with the SEC on January 18 seeking registration of 350,000 shares of common stock, to be offered under its Stock Option Plan.

CORRECTION RE REG. 14C. Regulation 14C, referred to in the SEC News Digest of January 18th, is proposed under the newly-enacted Section 14(c) of the Securities Exchange Act, not 12(g).

THREE DELISTING GRANTED. The SEC has issued an order under the Securities Exchange Act (Release 34-7515) granting an application of the Midwest Stock Exchange to strike from listing and registration the common stock of Lytton's, Henry C. Lytton & Co., effective at the opening of business on January 21, 1965. According to the application, Cluett, Peabody & Co., Inc., owns 99% of Lytton's outstanding shares pursuant to a tender offer. The Commission also issued an order granting a similar application of the American Stock Exchange with respect to the common and 6% preferred stock of Mount Clemens Industries, Inc., effective at the opening of business on January 25. The application indicates that the company has approximately 33,000 outstanding common shares, exclusive of the concentrated holdings of the Buckeye Corp., and its preferred stock does not meet the standard of the Exchange with respect to aggregate market value. The SEC further granted an application of Philadelphia-Baltimore-Washington Stock Exchange to delist the common stock of Lanston Industries, Inc., effective at the opening of business on January 28. According to the application, Lanston requested such delisting because of the relatively small volume of trading in its stock on the Exchange during the past eleven years.

CHAIRMAN COHEN ILL. The SEC announced today that Manuel F. Cohen, Chairman of the Commission, has experienced a mild coronary attack; that he is progressing satisfactorily under the care of his physicians; and that he will be away from his office for the immediate future.

The Office of the Secretary of the Commission will answer inquiries as to the time of Mr. Cohen's return and thus obviate the necessity of telephone inquiries to his home.

SECURITIES ACT REGISTRATIONS. Effective January 18: United States Plastics, Inc. (File 2-22990). Effective January 19: Essex Wire Corp. (File 2-23014); Occidental Petroleum Corp. (File 2-23010); Republic of the Philippines (File 2-23057). Withdrawn January 18: Arian's Department Stores, Inc. (File 2-23020).

*As estimated for purposes of computing the registration fee.