

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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**YANKEE ATOMIC RECEIVES ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16141) with respect to the organization of a new Nuclear Services Division of Yankee Atomic Electric Company ("Yankee"), Boston subsidiary of Northeast Utilities and New England Electric System ("NEES"). It is proposed that some 57 former employees of Yankee now on the payroll of New England Power Service Company ("NEPSCO"), a wholly-owned subsidiary of NEES, be transferred to the payroll of a new Nuclear Services Division to be established within Yankee, so that such personnel will be under the common supervision of the 11 electric utility company sponsors of Yankee and will be available to provide specialized services for the Sponsors and their associate companies and affiliates in connection with the planning, construction and operation of nuclear power plants.

**D. S. BASORE ENJOINED.** The SEC Chicago Regional Office announced August 15 (LR-4094) that the U. S. District Court in Detroit had permanently enjoined Donald D. Basore, of Jackson, Mich., with his consent, from further violations of the Securities Act registration requirements in the offer and sale of oil interests.

**OLSTEN CORP. FILES FOR OFFERING AND SECONDARY.** The Olsten Corporation, 152 West 42nd St., New York 10036, filed a registration statement (File 2-29889) with the SEC on August 16 seeking registration of 250,000 shares of common stock. Of this stock, 50,000 shares are to be offered for public sale by the company and 200,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Paine, Webber, Jackson & Curtis, 25 Broad St., New York; the offering price (\$18 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the business of providing temporary personnel as well as a variety of other services to business, professional and service organizations, government agencies and others. The company will use \$125,000 of the net proceeds of its sale of additional stock to reduce short term indebtedness; the balance will be added to its general funds to provide for continued expansion of the company's business, including opening new offices, and for general corporate purposes. The company has outstanding 750,000 common shares, all of which are owned by management officials and trusts for the Olsten children; William Olsten, president and board chairman, owns 80.7% and Max Berghaiser, secretary-treasurer, 6.4%. Olsten proposes to sell 188,000 shares of 605,100 shares held and Berghaiser 12,000 of 48,300.

**U. S. FINANCE TO SELL DEBENTURES.** United States Finance Company, Inc., 3974 Woodcock Drive, Jacksonville, Fla. 32207, filed a registration statement (File 2-29892) with the SEC on August 16 seeking registration of \$12,500,000 of convertible subordinated debentures, due 1988, and 250,000 shares of common stock, to be offered for public sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith, Inc., 70 Pine St., New York 10005, and Russ & Company, Inc., 1600 Alamo National Bldg., San Antonio, Texas 78205. The interest rate, offering prices (\$40 per share maximum\*) and underwriting terms are to be supplied by amendment. Also included in the registration statement are 64,500 common shares issuable upon exercise of outstanding warrants.

The company through its subsidiaries is engaged in various types of service businesses, principally instalment financing, commercial banking, specialized services to the petroleum industry, and retailing of home furnishings. In July the company purchased a majority of the outstanding common shares of Rhodes, Inc. (a retail home furnishing chain with 64 stores located in seven southeastern states). In August, it made a tender offer to the remaining stockholders of Rhodes to purchase their shares for an aggregate of \$19,250,000. The company will use the net proceeds of this financing to pay <sup>part of</sup> the \$19,250,000 of short-term bank borrowings incurred in connection with the purchase of Rhodes; the balance will be added to working capital. In addition to indebtedness and preferred stock, the company has outstanding 1,557,952 common shares, of which Carl W. Knoblock, Jr., president, owns 12.8% and management officials as a group 30.9%.

**EQUIDATA PROPOSES OFFERING.** EquiData, Inc., 7 Sperti Drive, Ft. Mitchell, Ky. 41017, filed a registration statement (File 2-29891) with the SEC on August 16 seeking registration of 185,000 shares of common stock, to be offered for public sale through underwriters headed by Greene & Ladd, 306 Third National Bldg., Dayton, Ohio 45402. The offering price (\$8 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay Greene & Ladd \$15,000 for expenses and to sell it, for \$185, a five-year warrant to purchase 18,500 common shares.

Organized under Ohio law in August 1968 by Sperti Products, Inc., the company is a holding company with three operating subsidiaries, The Jay Corporation ("Jay"), Oiltex Supply Company ("Oiltex") and Selvin Associates, Inc. ("Selvin"), all of whose capital stock was acquired in exchange for 250,000 common shares from Sperti Products, plus \$470,000 in cash to be paid. Through its subsidiaries, the company distributes heavy-duty earth compaction equipment, manufactures and sells small earth tampers, sells new and used oil field equipment and furnishes computerized accounting and related services primarily to customers in the oil extraction industry. Of the net proceeds of its stock sale, the company will use \$470,000 to pay its obligation to Sperti Products, \$250,000 to organize a subsidiary that will offer financing and leasing services to its customers, \$100,000 to purchase additional vehicles for the expansion of Jay's sales caravan program

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and to develop markets for new lines of equipment, \$60,000 to develop a marketing and sales program, to develop programs and to acquire ancillary computer equipment for Selvin, \$70,000 to expand Oiltex's inventory and \$100,000 as a reserve to establish an additional Oiltex sale location; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 250,100 common shares, all of which are owned by Sperti Products. Jack A. Coleman is board chairman of the company and president of Sperti Products and David C. Freytag is president.

**WHITTINGTON OIL CO. FILES EXCHANGE PROPOSAL.** Whittington Oil Co., Inc., 5315 Greenwood Road, P. O. Box 9328, Shreveport, La. 71109, filed a registration statement (File 2-29893) with the SEC on August 16 seeking registration of 150,000 shares of common stock. The shares are to be offered in exchange for all of the interests of the partners in eight limited partnerships: Whittington Partnerships Number Seven through Number Fifteen. The company has a 25% interest in each partnership and R. A. Whittington, president of the company, is the general partner of each partnership. If all the interests of the limited partners in any partnership are acquired by the company, such partnership will be dissolved.

The company (formerly Williston Basin Oil Exploration Company) is engaged in acquiring and developing oil and gas properties and drilling for, producing and selling crude oil and natural gases. In addition to indebtedness, it has outstanding 3,977,102 common shares, of which R. A. Whittington, president, and James R. Whittington, vice president, own 26.5% and 21.9%, respectively, and management officials as a group 62.6%.

**ZEINITRON PROPOSES OFFERING.** Zeinitron Corporation, 420 Madison Ave., New York 10017, filed a registration statement (File 2-29894) with the SEC on August 16 seeking registration of 110,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made on a "best efforts, all or none" basis through Amos Treat Associates, Inc., 79 Wall St., New York, which will receive a 60¢ per share selling commission. Subject to the sale of all of the shares offered, the company has agreed to pay the underwriter up to \$12,500 for expenses and to sell it, for \$11, five-year warrants to purchase 11,000 common shares, exercisable initially at \$6.45 per share. The company has agreed to pay Lawrence Stevens \$8,000 for his services as a finder and to sell to him, for \$5.50, like warrants to purchase 5,500 common shares.

Organized under New York law in January 1968, the company is engaged in rendering a variety of services relating to computers and their utilization. It also intends to offer and sell computer time on the IBM 360/30 computer to be installed by late September 1968, to develop and market "proprietary program packages" and to design, develop and market auxiliary hardware devices. Of the net proceeds of its stock sale, the company will use \$90,000 to alter, equip and furnish its new computer center and offices in New York City, \$45,000 to meet anticipated payroll expenses during 1968, \$75,000 for advertising, markets and sales, \$150,000 to establish a laboratory at its new computer center, including costs of construction equipment and personnel and operation for 18 months; the balance will be used for general working capital requirements, including \$20,000 to retire a short term bank loan. The company has outstanding 157,224 common shares (with a \$.227 per share book value), of which Joseph Zein, president, owns 31.2%, Roger Greenman, secretary, 10% and management officials as a group 55.4%. Upon completion of this offering, the present stockholders will own 58.8% of the outstanding common stock, for which they paid \$83,188 in cash and services valued at \$3,400, while the purchasers of the shares being registered will own 41.2%, for which they will have paid \$660,000.

**SUPERMARKETS GENERAL FILES FOR SECONDARY.** Supermarkets General Corporation, 3 Commerce Drive, Cranford, N. J. 07016, filed a registration statement (File 2-29895) with the SEC on August 16 seeking registration of 21,750 shares of \$1.30 cumulative convertible preferred stock. All or part of these shares are to be offered for public sale from time to time by The Paul Revere Life Insurance Company at prices current at the time of sale (\$39 per share maximum\*). The shares were acquired by Paul Revere Life Insurance in connection with the merger in April 1968 of Genung's Incorporated into a wholly-owned subsidiary of the company.

The company is primarily engaged, directly or through subsidiaries, in the operation of a chain of 79 supermarkets in New Jersey, New York, Pennsylvania, Delaware and Connecticut. In addition to indebtedness and preferred stock, it has outstanding 3,268,380 common shares, of which Alex Aidekman, board chairman, owns 10.7%, Herbert Brody, vice board chairman, 10.6%, Milton Perlmutter, president, 8.4%, and management officials as a group 44.4%.

**SCIENTIFIC CONTROL FILES FOR OFFERING AND SECONDARY.** Scientific Control Corporation, 14008 Distribution Way, Dallas, Tex. 75234, filed a registration statement (File 2-29896) with the SEC on August 19 seeking registration of 382,000 shares of common stock. Of this stock, 182,000 shares are to be offered for public sale by the company and 200,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by H. L. Federman & Co., Inc., 50 Broadway, New York 10004, and Kleiner, Bell & Co., Inc., 9756 Wilshire Blvd., Beverly Hills, Calif. 90212; the offering price (\$55 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the design, assembly, manufacture, sale and maintenance of small, general purpose computers and data processing equipment. It also designs and manufactures a compatible line of general purpose digital computers. Of the net proceeds of its sale of additional stock, the company will use unspecified amounts in the modification and improvement of its present line of computers and to develop integrated circuit models of computers; and to increase and modernize production facilities, including capital equipment, inventory increases and related materials and plant expansion; the balance will be added to the company's working capital to be used for general corporate purposes, including research and development. The company has outstanding 1,172,579 common shares, of which Patrick S. Martin, vice president, owns 18.9% and management officials as a group own 28.5%. John S. Baird is president and board chairman.

**FIRST NATIONAL OF JACKSON IN EXCHANGE PROPOSAL.** First Capital Corp., 248 East Capitol St., Jackson, Miss. filed a registration statement (File 2-29897) with the SEC on August 19 seeking registration of 1,503,661 shares of common stock. It is proposed to offer this stock in exchange for all of the 1,503,661 outstanding shares of capital stock of First National Bank of Jackson, on a share for share basis. Upon consummation of the exchange offer, the company will become the controlling stockholder of the Bank, which is to retain its corporate identity with its own board of directors and officers. The company was formed in order to acquire the outstanding stock of the Bank and thereafter to be able to take advantage of merger, acquisition and other investment opportunities and activities which "will provide significant new flexibility in responding to competitive changes swiftly occurring in the banking and financial world. . . it is anticipated that the company can be used advantageously to acquire other businesses which will complement the business of the Bank, and which will enable the company to build upon the Bank's professionalism and expertise in the financial world." As of June 1, officers and directors of the company as a group owned some 13.59% of the outstanding stock of the Bank; all expect to accept the exchange offer. Robert M. Hearin is president of the company and of the Bank.

**PAPERCRAFT FILES FOR SECONDARY.** Papercraft Corporation, Pittsburgh, Pa. 15238, filed a registration statement (File 2-29898) with the SEC on August 19 seeking registration of 153,389 shares of common stock. Of this stock, 45,000 shares are to be offered for public sale by the company and 108,389 (being outstanding shares) by the present holders thereof. The offering is to be made from time to time over the New York Stock Exchange, at prices current at the time of sale (\$29.50 per share maximum\*).

The company and its subsidiaries manufacture and sell a broad line of packaged merchandise, principally gift wrapping items, greeting cards, pressure sensitive tapes and adhesives, vinyl plastic tablecloths, placemats and doilies for ultimate sale in retail stores; it also produces and sells paper and ribbon items in bulk quantities and several industrial and commercial products. Net proceeds of its sale of additional stock will be added to working capital and be available to finance the seasonal increase in accounts receivable and inventories. In addition to indebtedness, the company has outstanding 2,612,549 shares, of which management officials as a group own 36.9%. The 26 selling stockholders acquired their holdings, aggregating 270,300 shares, in December 1967 in connection with the company's acquisition of the outstanding stock of CPS Industries, Inc. Of the 108,389 the subject of this proposed offering, Charles Vogl proposes to sell 12,886 of his holdings of 24,464 shares, Jack J. Culberg, 12,000 of 22,303, and Margaret W. Stanley, 11,266 of 21,364, (as Executrix of the Estate of Martha Weiner, she will sell 10,617 of 28,390 shares held in the Estate).

**FIBREBOARD CORP. TO SELL DEBENTURES.** Fibreboard Corporation, 475 Brannan St., San Francisco, Calif. 94119, filed a registration statement (File 2-29900) with the SEC on August 19 seeking registration of \$30,000,000 of convertible subordinated debentures, due 1993, to be offered for public sale through underwriters headed by Lehman Brothers, 1 William St., New York 10004, and J. Barth & Co., 404 Montgomery St., San Francisco, Calif. 94104. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged principally in the manufacture and sale of paperboard and packaging. The net proceeds of its debenture sale will be used to purchase from Tenneco Corporation 1,823,056 shares of stock of the company owned by Tenneco Corporation. The aggregate purchase price of the Fibreboard stock being acquired from Tenneco is \$41,018,760 (\$22.50 per share) plus ten year warrants to purchase an aggregate of 729,222 shares at \$22.50 per share. The number of shares involved reflect the two-for-one split of the company's common stock which it is expected will be approved by stockholders on October 10. In addition to indebtedness, Fibreboard had outstanding on June 30 1,821,872 common shares. G. W. Burgess is president.

**QUASAR ASSOCIATES TO OFFER STOCK.** Quasar Associates, Inc., 140 Broadway, New York 10005, filed a registration statement (File 2-29901) with the SEC on August 19 seeking registration of 100,000 shares of common stock. The company was organized under Delaware law on August 5 as a non-diversified open-end investment company. Its shares are to be offered at their net asset value, without commission (\$1,000 per share maximum\*), through Donaldson, Lufkin & Jenrette, Inc., distributor of fund shares. Whitehall Management Corporation, the investment adviser, is a wholly-owned subsidiary of the distributor. George D. Gould is board chairman and William B. Breed, Jr., is president of the fund. Gould is executive vice president of the distributor and board chairman and president of the adviser; Breed is vice president of the distributor and the adviser.

**ELECTRIC HOSE & RUBBER FILES FOR SECONDARY.** Electric Hose & Rubber Company, 12th and Dure Sts., Wilmington, Del. 19899, filed a registration statement (File 2-29902) with the SEC on August 19 seeking registration of 50,000 outstanding shares of common stock, to be offered for sale from time to time by the holders thereof, on the American Stock Exchange or otherwise, at prices current at the time of sale (\$45.375 per share maximum\*).

The company is engaged in the manufacture and sale of hose and plastic pipe, the latter a special category of hose. It has outstanding 675,050 common shares. Charles H. Doerger is president. The selling stockholder is the Bank of Delaware. It will sell up to 50,000 shares, held by it in two capacities: As Trustee of certain inter vivos trusts created by the late Cornelius D. Garretson, past president and former board chairman, and as Executor of Mr. Garretson's will. The Estate holds 27,438 shares, all of which will be sold before any trust holdings; the balance of the shares to be sold are held by one of the trusts described above.

**TWO TRADING SUSPENSIONS CONTINUED.** The SEC has issued orders under the Securities Exchange Act suspending exchange and/or over-the-counter trading in the securities of Cameo-Parkway Records, Inc., and Comstock-Keystone Mining Company for the further ten-day period August 21-30, 1968, inclusive.

**SONIC DEVELOPMENT TO SELL STOCK.** Sonic Development Corporation of America, 260 Hawthorne Ave., Yonkers, N. Y. 10705, filed a registration statement (File 2-29903) with the SEC on August 19 seeking registration of 70,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made through company officers and employees; a 60¢ per share selling commission will be paid to participating dealers.

The company engages in the development and engineering of devices using pressurized gas to generate sonic energy which then used to atomize liquids into controlled droplet sizes for general spraying, fuel injection and mixing. Net proceeds of its stock sale will be used largely to pay salaries of officers and employees, other operating expenses and, to the extent available, may be used to design and have built additional experimental atomizers, to develop the company's sales and marketing activities, to increase its engineering staff, and for other corporate purposes. The company now has outstanding 278,480 common shares, of which Frank S. Bell, Jr., president, owns 15.3%, Arthur V. Smith, assistant secretary, 11%, and management officials as a group 35.7%. Assuming the sale of the shares being registered, present stockholders will own about 80% of the then outstanding stock, for a cash investment of \$903,850 and contributions of inventions and services valued at \$37,982, and the public will own 20% for which it will have paid \$420,000.

**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 "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 5 News Digest.

UMC Inds Inc Jul 68 (3)	1-4202-2	B B Walker Shoe Co Nov 67 (7)	0-934-2
Servo Corp of America		Dec 67 (7)	0-934-2
Jun 68 (7,8,12)	1-3925-2	"Shell" Transport & Trading Co Ltd	
U S Filter Corp Jul 68 (13)	1-4097-2	(6K) Aug 68	1-4039-2
Photon Inc Jul 68 (11)	0-1025-2	The Sherwin-Williams Co	
Wheelabrator Corp Jul 68(7,13)	1-2483-2	Jul 68 (8)	1-4851-2
Select Theatres Corp Jul 68 (12)	0-1799-2	Whiting Corp Jul 68 (11)	1-5323-2
Wheeling Steel Corp		Curtis Publishing Co	
Jul 68 (3,6,12,13)	1-2394-2	Jun 68 (2,4,13)	1-69-2
Trans-Beacon Corp Jul 68 (12)	1-2342-2	Universal Publishing & Distributing Corp	
Belco Petroleum Corp		Amd #1 to 8K for Apr 68 (2,13)	0-2740-2
Jun 68 (7,8)	1-4642-2	APL Corp	
Metcom Inc Jun 68 (2,13)	0-1598-2	Amd #1 to 8K for May 68 (2)	1-4285-2
Puget Sound Power & Light Co			
Jul 68 (7,13)	1-4393-2		
Southern Pacific Co			
Jul 68 (7,13)	1-3441-2		

**SECURITIES ACT REGISTRATIONS.** Effective August 19: First Surety Corp., 2-29594; Leasco Data Processing Equipment Corp., 2-29552 (40 days).  
Effective August 20: The Higbee Co., 2-29520.

**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.

**CORRECTION.** The period of time dealers are required to use the prospectus in trading transactions involving securities of Gulf Coast Aluminum Corp. and Phelps Dodge Corp. is 90 days (not that reported in the SEC News Digest of August 19).

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

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