

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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HANDFORTH SECURITIES REVOKED. The SEC has issued an order under the Securities Exchange Act (Release 34-7535) revoking the broker-dealer registration of Handforth Securities Corporation, 70 Wall St., New York City, for failure to file the required reports of financial condition for the years 1958-1963. John H. Handforth, president, was found a cause of such revocation order, and "barred from being associated with any broker or dealer." Notice of the proceedings was sent to the address listed in the firm's registration application, but was returned marked "addressee unknown."

SEC JOINS LEGEND CITY PROCEEDING. The SEC today announced (CR-225) that it has entered an appearance in proceedings under Chapter X of the Bankruptcy Act for the reorganization of Legend City, Inc. pending in the Federal Court at Phoenix, Arizona. The voluntary petition for reorganization was approved on January 11, 1965 by Judge Walter E. Craig, who appointed Walter E. Fulford as Trustee.

The Debtor owns and operates an amusement park in the City of Phoenix. The park is at present closed due to the lack of working capital. An unaudited balance sheet as at May 31, 1964 shows assets of about \$3,820,000 and liabilities of just over \$1,000,000. The assets include personal property and equipment of about \$2,610,000 and land and improvements listed at about \$1,152,000. Liabilities include mortgages of about \$705,000 and accounts and notes payable amounting to approximately \$255,000. The Debtor has outstanding 1,853,182 shares of Class A stock and 254,000 shares of Class B stock which are held by approximately 10,000 public investors.

ISRAEL ENTERPRISES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4163) declaring that Israel Enterprises, Inc., of New York, has ceased to be an investment company as defined in the Act.

NUCLEONICS SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4164) giving interested persons until March 10 to request a hearing upon an application of Research Investment Corporation, of Englewood, N. J., for an order declaring that Nucleonics, Chemistry & Electronics Shares, Inc., has ceased to be an investment company. According to the application, the latter has been merged with and into the applicant company.

SOUTHPORT COMMERCIAL APPLIES FOR ORDER. Southport Commercial Corporation, 460 Park Ave., New York, has applied to the SEC for an exemption order under the Investment Company Act with respect to certain transactions incident to the merger of Meehan Investment Corporation with and into Southport; and the Commission has issued an order (Release IC-4165) giving interested persons until March 4 to request a hearing thereon. According to the application, Southport (an investment company) has outstanding 274,569 common shares, of which 128,000 shares (46.6%) are owned by Meehan. Meehan has outstanding 12,480 shares of preference stock (all owned by the Estate of Elizabeth H. Meehan) and 1,000 shares of common stock. The common shares are owned by the lineal descendants of the late Mrs. Meehan or trusts for their benefit. Stockholders of Meehan and other members of the Meehan family own a substantial number of shares of Southport (direct and indirect holdings exceed 90%), whose net assets approximated \$5,365,782 as of December 31, 1964. Under the merger proposal, all the outstanding shares of Southport owned by Meehan will be cancelled; and 63,869 shares of Southport common will be issued to the Estate holder of the preference stock of Meehan and 64,131 shares to the holders of Meehan common. Subsequent to the consummation of the merger, it is anticipated that the Estate will tender approximately 33,750 shares of Southport common stock for redemption, in acceptance of an outstanding offer of Southport to purchase shares of its stock from all stockholders at the net asset value per share.

ALBERTO-CULVER FILES FOR SECONDARY. Alberto-Culver Company, Melrose Park, Ill., filed a registration statement (File 2-23176) with the SEC on February 16 seeking registration of 228,000 outstanding shares of its common stock. Holders of the 228,000 shares propose to offer such shares for public sale through underwriters headed by Lehman Brothers, One William St., and Shields & Company, 44 Wall St., both of New York. The public offering price (\$35.00 per share maximum*) and underwriting terms are to be supplied by amendment.

Alberto-Culver is engaged in the manufacture and distribution of products in the hair-care field, primarily hair dressings and conditioners, hair sprays, shampoos, and dandruff control, hair setting, and hair coloring products. In addition to indebtedness, the company has outstanding 2,992,000 common shares. The selling stockholders are Leonard H. Lavin (president), offering 150,000 of 1,342,756 shares held, and Robert L. Haag, W. R. Arrington, and Edward C. Friedel (vice presidents), offering 30,000 of 276,000, 30,000 of 195,075, and 18,000 of 65,795, respectively. Messrs. Lavin, Arrington and Haag are also directors of the company.

OXFORD MANUFACTURING FILES STOCK PLANS. Oxford Manufacturing Company, Inc., Atlanta, filed a registration statement (File 2-23177) with the SEC on February 16 seeking registration of 98,372 shares of Class A common stock and 50,316 shares of Class B common stock to be offered under its Employees' Stock Option Plans.

OVER

SOUTHWESTERN PUBLIC SERVICE PROPOSES BOND OFFERING. Southwestern Public Service Company, 720 Mercantile Dallas Bldg., Dallas, today filed a registration statement (File 2-23178) with the SEC seeking registration of \$16,000,000 of first mortgage bonds, due 1995, to be offered for public sale at competitive bidding. The net proceeds from the bond sale will be used to pay in full \$12,400,000 of bank loans obtained for the construction of additions and improvements to its properties. The balance of such proceeds will be added to the company's general funds and will be available for the payment of further costs of additions and improvements.

SIDNEY ALBERT SENTENCED. The SEC New York Regional Office announced February 16 (LR-3156) that Sidney Albert of Akron, Ohio, received a 3-year prison sentence (USDC, SDNY) for violating the registration requirements of the Securities Act of 1933.

TEXAS GULF PRODUCING DELISTED. The SEC has issued an order under the Securities Exchange Act (Release 34-7536) granting an application of the New York Stock Exchange to delist the common stock of Texas Gulf Producing Company, effective at the opening of business on February 24. Substantially all the assets of the said company have been sold to Sinclair Oil and Gas Company and Celbess Corporation.

CELANESE CORPORATION PROPOSES RIGHTS OFFERING. Celanese Corporation of America, 522 Fifth Ave., New York today filed a registration statement (File 2-23179) with the SEC seeking registration of \$78,859,800 of convertible subordinated debentures, due 1990. The debentures are to be offered to stockholders at the rate of \$100 principal amount of debentures for each 15 common shares held on March 16, 1965. Any unsubscribed shares are to be offered for public sale through underwriters headed by The First Boston Corporation, 20 Exchange Place, New York. The interest rate, public offering price, and underwriting terms are to be supplied by amendment.

The company, which was incorporated in 1918, began business as a manufacturer of acetate yarn. Together with its related domestic and foreign companies it now manufactures and sells a diversified line of petrochemicals, petroleum products, pulps, fibers, paints and plastics. The net proceeds from the sale of the debentures, together with the proceeds from an issue of \$75,000,000 of promissory notes due 1990 which are being sold by the company to institutional investors, will aggregate approximately \$150,000,000. Of this sum, \$85,000,000 will be used for the prepayment of bank loans incurred in connection with the expenditure of approximately \$320,000,000 during the five-year period 1960 through 1964 for new plant facilities and investments in new businesses; approximately \$31,000,000 will be used for the prepayment of bank loans incurred by Champlin Oil & Refining Co., which was merged with the company in 1964; and the remainder will be added to the general funds of the company. In addition to indebtedness, the company has outstanding 116,518,538 shares of common stock. Harold Blancke is board chairman and president.

SECURITIES ACT REGISTRATIONS. Effective February 16: General Telephone Company of Calif. (File 2-23121). Effective February 17: Kin-Ark Management Corp. (File 2-23025); Racquet Club, Inc. (File 2-22856).

*As estimated for purposes of computing the registration fee.

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