

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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EDUCATORS LIFE INS. PROPOSES OFFERING. Educators Life Insurance Company, 3853 Research Park Dr., Ann Arbor, Mich., filed a registration statement (File 2-23419) with the SEC on April 1 seeking registration of 1,710,000 shares of common stock, to be offered for public sale at \$5 per share through John A. Kemper & Co., 206 W. High St., Lima, Ohio, which will receive a 60¢-per-share selling commission. Unless a minimum of 510,000 shares is sold, all proceeds from the stock sale will be returned to investors.

The company is to be organized under Michigan law as a life insurance company, and will use the net proceeds from its stock sale to pay organizational expenses and in the conduct of its insurance business. Company incorporators have subscribed for 100,000 common shares at a price of \$4.50 per share, including 25,470 shares subscribed for by Cecil S. Murphy, president and board chairman.

REPUBLIC OF VENEZUELA PROPOSES BOND OFFERING. The Republic of Venezuela filed a registration statement (File 2-23420) with the SEC on April 1 seeking registration of \$15,000,000 of 6-1/4% external sinking fund bonds, due 1980, to be offered for public sale through underwriters headed by The First Boston Corp., 20 Exchange Pl., and Kuhn, Loeb & Co. Inc., 30 Wall St., both of New York 10005. The public offering price and underwriting terms are to be supplied by amendment. The Venezuela Government will apply the net proceeds from its bond sale to foreign exchange expenditures to be incurred in connection with the construction of certain roads and highways, a deep-water pier, and flood control and irrigation projects.

RIEGEL PAPER FILES FOR RIGHTS OFFERING. Riegel Paper Corporation, 260 Madison Ave., New York 10016, filed a registration statement (File 2-23421) with the SEC on April 1 seeking registration of 485,367 shares of common stock. The stock is to be offered for subscription by stockholders at the rate of one new share for each seven common shares held on April 23, 1965. The subscription price (\$24 per share maximum*) is to be supplied by amendment. Any unsubscribed shares are to be offered for public sale through underwriters headed by Morgan Stanley & Co., 2 Wall St., New York 10005. The underwriting terms are to be supplied by amendment.

The company manufactures and sells pulp, paperboard and paper. It also is a converter of paper, paperboard and other packaging materials, and fabricates cartons and other packages. Of the net proceeds from its stock sale, \$5,000,000 will be used to repay bank loans and the balance will be available for general corporate purposes. In addition to indebtedness, the company has outstanding 3,389,155 common shares, of which management officials own 8.4%. John L. Riegel is board chairman and Frederick S. Leinbach is president.

RAYTHEON FILES STOCK PLAN. Raytheon Company, Spring St., Lexington, Mass. 02173, filed a registration statement (File 2-23422) with the SEC on April 1 seeking registration of 12,953 shares of common stock, to be offered pursuant to the company's Micro State Stock Option Plan.

SCOPE FILES FOR SECONDARY. Scope, Incorporated, 121 Fallfax Dr., Falls Church, Va., filed a registration statement (File 2-23402) with the SEC on March 31 seeking registration of \$130,000 of 6 1/2%, 10-year outstanding convertible subordinated debentures; \$96,000 of 6 1/2%, 5-year outstanding convertible subordinated debentures; outstanding warrants for the purchase of 26,122 shares of common stock, exercisable until April 25, 1971; and 54,000 common shares underlying said warrants and reserved for issuance upon conversion of debentures. The securities may be offered for public sale by the present holder thereof, Carolinas Capital Corporation.

The company is engaged in the creation, development and production of military and commercial products applying advanced concepts of the physical sciences. Any proceeds received by the company upon the conversion of debentures and exercise of warrants will be added to working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 258,250 common shares, of which management officials own 19%. Richard E. Williams is president.

APPALACHIAN NATIONAL LIFE FILES FOR RIGHTS OFFERING. Appalachian National Life Insurance Company, 810 Market St., Knoxville, Tenn., filed a registration statement (File 2-23407) with the SEC on March 31 seeking registration of 188,691 shares of common stock. The shares are to be offered for subscription by stockholders at the rate of one new share for each five common shares held. The record date and subscription price (\$7 per share maximum*) are to be supplied by amendment. Any unsubscribed shares may be offered for public sale through securities dealers.

Organized under Tennessee law in 1959, the company is engaged in the life insurance business. It also writes group accident and health insurance and credit life insurance. Net proceeds from its stock sale will be used to promote the company's insurance business. It has outstanding 943,457 common shares, of which management officials own 4.64%. J. W. Sullivan, Jr., is board chairman and Ernest C. Steele is president.

BOSTON GAS PROPOSES BOND OFFERING. Boston Gas Company, 100 Arlington St., Boston, Mass., filed a registration statement (File 2-23416) with the SEC on April 2 seeking registration of \$30,000,000 of first mortgage bonds, due 1990. The bonds are to be offered for public sale through underwriters headed by The First Boston Corporation, 20 Exchange Pl., and Salomon Brothers & Hutzler, 60 Wall St., both of New York. The public offering price, interest rate and underwriting terms are to be supplied by amendment. Net proceeds from the company's bond sale will be applied to the prepayment of \$30,000,000 of indebtedness.

OVER

FOUR REGISTRATIONS CANCELLED. The SEC has ordered the cancellation of the broker-dealer registrations of the following under the Securities Exchange Act of 1934, by reason of the fact that they are no longer engaged in the conduct of a securities business: (1) Fontana Securities, Inc., of New York City. Said company was enjoined in 1961 from engaging in the securities business in New York, as were Frances Fontana Kolpackoff and Terence Kolpackoff, president and vice president, respectively. In 1962 it was expelled from membership in the National Association of Securities Dealers, Inc., which also revoked the registrations of Terence Kolpackoff and two former salesmen, Michael Lerner and Max Auerbach, as registered representatives. In October 1963 Lerner was convicted in Philadelphia of conspiracy to receive and aid in the disposition of stolen securities; (2) McMeen & Shimel, Inc., of Fort Wayne, Ind. The NASD expelled this firm from membership in August 1964, and revoked the registrations of its president, Robert K. Shimel, and vice president, J. Allen McMeen, as registered representatives, based upon violations of the Commission's net capital rule, the filing of false financial information with the NASD, use of borrowed customers' securities to secure bank loans without written authorization, and failure to keep proper books and record; (3) Paul Richter, dba Meade and Company, of New York City. In January 1965 Richter was sentenced to a prison term of $3\frac{1}{2}$ to 7 years following his conviction by the New York Supreme Court of a felony arising out of his conduct as a broker-dealer. Previously, he had been enjoined from violating provisions of the Securities Exchange Act and certain rules thereunder; and he also had been expelled from NASD membership by action of that Association; and (4) Securities Research Corporation, Los Angeles, Calif. This firm was expelled from membership in the NASD in June 1964 and has appealed the expulsion order to the Commission. In 1963 the firm, D. Loren Lake, president, and Robert T. Russell, a controlling stockholder, were permanently enjoined by Federal court order from further violating the Commission's net capital rule.

AUTOMATIC DATA PROCESSING FILES FOR SECONDARY. Automatic Data Processing, Inc., 1040 U. S. Highway 46, Clifton, N. J., filed a registration statement (File 2-23371) with the SEC on March 30 seeking registration of 55,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof. Zuckerman, Smith & Co., 30 Broad St., New York, is listed as the underwriter. The public offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the electronic data processing service business. It has outstanding 407,450 shares of common stock, of which management officials own 73.4%. The prospectus lists three selling stockholders, as follows: Henry Taub (president), offering 20,000 of 137,650 shares held; Joseph Taub (secretary) 20,000 of 124,150; and Frank Lautenberg (vice president), 10,000 of 33,400.

WESTBURY FASHIONS FILES FOR SECONDARY. Westbury Fashions, Inc., 1400 Broadway, New York, filed a registration statement (File 2-23397) with the SEC on March 31 seeking registration of 613,350 outstanding shares of common stock. The holders thereof may offer the shares for public sale from time to time on the American Stock Exchange or in the over-the-counter market at prices prevailing at the time of sale (\$6 per share maximum*). Of the stock being registered, 87,500 shares were issued in connection with the company's acquisition in January 1962 of the Talbott group of companies. The remaining shares are to be issued to holders of \$2,787,000 of the company's 5-3/4% convertible subordinated debentures, who have accepted an Exchange Offer made by the company in October 1964. The prospectus indicates that at the time the offer was made the company was in default under the terms of the indenture pursuant to which the debentures were issued, for failure to pay interest and for violation of covenants relating to working capital and funded debt requirements.

The company is engaged in the manufacture and sale of girls' and women's dresses, suits and costumes. It entered the ladies' knitwear, sportswear and suit fields with the purchase of the Talbott group of companies, as well as the Burstein group. However, as a result of heavy operating losses sustained by the company during the latter part of 1962 and 1963, its financial condition was such that it was required to sell the Talbott and Burstein divisions in November 1963. According to the prospectus, operating losses of the company amounted to \$447,141 for the year ended December 31, 1962, and for the year ended December 31, 1963, amounted to \$4,863,475, of which \$3,424,849 was attributable to the discontinued divisions. The company incurred additional extraordinary charges of \$2,520,930 in the disposition of these divisions during 1963. In addition to indebtedness, it has outstanding 1,590,850 common shares, of which management officials own 38.8%. The prospectus lists three selling stockholders who obtained shares in connection with the Talbott acquisition, as follows: Stephen H. Lewis, 41,112 shares; Lester C. Laufbahn, 30,638; and Sidney Barrer, 15,750 each of whom may offer his entire stock holdings. The identity of the selling stockholders who are to acquire shares upon conversion of the debentures is to be supplied by amendment. Hy Rabin is president and board chairman of the company.

H. H. ROBERTSON CO. FILES STOCK PLAN. H. H. Robertson Company, 2400 Farmers Bank Bldg., Pittsburgh, Pa. 15222, filed a registration statement (File 2-23408) with the SEC on April 2 seeking registration of 15,000 shares of common stock, to be offered pursuant to the company's Qualified Stock Option Plan.

FARMERS' EDUCATIONAL CO-OP PROPOSES OFFERING. The Farmers' Educational and Co-Operative Union of America, 1575 Sherman St., Denver, Col., 80203, filed a registration statement (File 2-23409) with the SEC on April 2 seeking registration of \$3,000,000 of Series G debentures, due serially 1970 through 1989, and \$3,000,000 of Series H debentures, due serially 1974 through 1989. The interest rate is $5\frac{1}{2}\%$ on the Series G debentures due 1970 and 1971 and 6% on all other series. The debentures are to be offered for public sale on a best-efforts basis at \$100 per unit through officers and directors of the company, its chartered divisions and a subsidiary, National Farmers Union Service Corporation (service corporation). The offering is also to be made through a group of underwriters, which will receive a \$5-per-unit selling commission.

The company is a membership corporation consisting primarily of farm families. Its activities include conventions, international travel programs, insurance, loans, radio, television and publications to benefit its members in marketing their products and other facets of family farm life. Of the net proceeds from the

company's debenture sale, approximately \$4,096,000 will be loaned or contributed to the following subsidiaries: National Farmers Union Development Corporation, National Farmers Union Property and Casualty Company, and the service corporation. The balance will be used by the company to pay debts and for working capital. James G. Patton is president of the company.

FIELDCREST MILLS FILES FOR OFFERING AND SECONDARY. Fieldcrest Mills, Inc., Spray, N. C. filed a registration statement (File 2-23410) with the SEC on April 2 seeking registration of 450,000 shares of capital stock. Of this stock, 250,000 shares are to be offered for public sale by the company and 200,000 shares (being outstanding stock) by the present holder thereof, Amoskeag Company. Blyth & Co., Inc., 14 Wall St., New York 10005, is listed as the principal underwriter. The public offering price (\$38 per share maximum*) and underwriting terms are to be supplied by amendment.

The company designs, manufactures and markets household textile products and styles and markets a coordinated line of bath fashions. The company will use the net proceeds from its sale of additional stock to meet part of the cost of 1965 capital expenditures. It expects to expend \$10,000,000 in 1965 for improvement and expansion of its sheeting facilities and its towel and blanket mills. In addition to indebtedness, the company has outstanding 3,204,530 common shares, of which management officials own 2.5%. Amoskeag Company presently owns 1,560,000 common shares. William B. Snow is board chairman of the company and Harold W. Whitcomb is president.

METROPOLITAN EDISON PROPOSES DEBENTURE OFFERING. Metropolitan Edison Company, 2800 Pottsville Pike, Berks County, Pa., filed a registration statement (File 2-23417) with the SEC on April 2 seeking registration of \$6,000,000 of debentures, due 1990, to be offered for public sale at competitive bidding. The company, a public utility operating in Pennsylvania, will use the net proceeds from its debenture sale to reimburse its treasury, in part, for construction expenses prior to 1965. As of December 31, 1964, its accumulated cost of construction, which had been provided out of treasury funds and had not been previously reimbursed, amounted to approximately \$22,000,000. The company's 1965 construction program is estimated to cost \$23,800,000.

Metropolitan Edison has also applied to the SEC for an order under the Holding Company Act authorizing the above debenture sale, and the Commission has issued an order (Release 35-15221) giving interested persons until April 30 to request a hearing thereon.

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. 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 caption of the several items of the form was included in the April 1 News Digest.

Arizona Bancorporation Feb 65 (7)	2-10388-2	White Stag Mfg Co July 64 (12)	1-4187-2
Chemsol Inc Feb 65 (11)	0-192-2	Bergstrom Paper Co Dec 64 (7,13)	2-11839-2
Gateway Chemicals Inc Feb 65 (12)	2-19333-2	Eastern Mass St Ry Co Mar 65 (6)	1-1563-2
Budget Finance Plan Jan 65 (7)	1-3722-2	Great American Realty Corp Feb 65 (2,7)	2-14304-2
Spencer Gifts Inc Mar 65 (11)	2-19723-2	Overnite Transportation Co Jan 65 (12,13)	1-4747-2
Franklin Electric Co Inc Mar 65 (11,13)	2-15100-2	Santa Fe Drilling Co May 64 (11)	1-4827-2
Drew Properties Corp Amend #1 to 8K for Aug 64 (7)	0-48-2	U S Polymeric Chemicals Inc Mar 63 (9,13) Dec 63 (2,13) Mar 64 (7,9,10,11,13)	2-15226-2 2-15226-2 2-15226-2
AMT Corp Feb 65 (4,7,11,13)	0-222-2	Bankers' Fidelity Life Ins Co Mar 65 (11)	2-13933-2
Aluminum Specialty Co Mar 65 (12)	2-19944-2	Ozark Air Lines Inc Nov 64 (9)	2-15136-2
Branson Instruments Inc Feb 65 (11)	2-15344-2	G T Schjeldahl Co Amend #1 to 8K for Aug 62 (7,13)	0-45-2
Yuba Consolidated Industries Inc Feb 65 (13)	2-12060-2	Stephenson Finance Co Inc Amend #1 to 8K for Jan 65 (12,13)	0-28-2
Struthers Scientific & International Feb 65 (7,12,13)	2-19179-2	Old Florida Rum Co Amend #1 to 8K for July 64 (1,2,7,10)	2-21608-2
Work Wear Corp July 64 (2,7,13)	1-4784-2	Kelly Girl Service Inc Amend #1 to 8K for Apr 64 (13)	2-19218-2

SOUTHERN NITROGEN FILES FOR OFFERING. Southern Nitrogen Company, Inc., P. O. Box 246, Savannah, Ga. 31402, filed a registration statement (File 2-23413) with the SEC on April 2 seeking registration of 300,000 shares of common stock, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 20 Broad St., New York 10005. The public offering price (\$30 per share maximum*) and underwriting terms are to be supplied by amendment.

The company produces and markets anhydrous ammonia and other liquid and solid nitrogen products, as well as mixed fertilizers. Net proceeds from its stock sale will be available for additional working capital and other corporate purposes, including the further development of the company's marketing outlets. In addition to indebtedness and preferred stock, the company has outstanding 1,325,283 common shares, of which management officials own 27.4%. Malcolm Smith is board chairman and John R. Riley is president.

NEW REGISTRATIONS OF O/C COMPANIES: Lake Arrowhead Development Co., Beverly Hills, Calif. (File 0-131); Reynolds & Reynolds Co., Dayton, Ohio (File 0-132).

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended April 1, 1965, 80 registration statements were filed, 39 became effective, 1 stop order issued, 2 were withdrawn, and 359 were pending at the week-end.

SECURITIES ACT REGISTRATIONS. Effective April 2: Atoka, Inc., 2-23224 (July 1).
Effective April 3: Marshall T. Young Productions, Inc. (File 2-23108).
Effective April 4: National Biscuit Co. (File 2-23294).
Effective April 5: Avon Products, Inc., 2-23309 (May 16); First Research Corp., 2-23233 (July 6); Foundation Life Insurance Co. of America, 2-23000 (July 5); Reliance Universal Inc., 2-23261 (May 15); Summit Properties, 2-23206 (July 5).
Withdrawn April 5: The Lionel Corp. (File 2-19573).

NOTE TO DEALERS. The last date or 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.

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