

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

Washington, D.C. 20549

(In ordering full text of Releases from Publications Unit, cite number)

(Issue No. 66-187)

FOR RELEASE September 30, 1966

CHAMBERLAIN CORP. FILES OFFERING PROPOSAL. Chamberlain Corporation, East Fourth and Esther Streets, Waterloo, Iowa, filed a registration statement (File 2-25562) with the SEC on September 28 seeking registration of \$2,500,000 of convertible subordinated debentures due 1986 and 120,000 shares of common stock. These securities are to be offered for public sale in units of debentures and common shares (the amount of debentures and number of shares to comprise each unit are to be supplied by amendment). An additional 30,000 outstanding shares of common stock are included in the statement for offering in behalf of the present holders thereof. The public offering price of the securities (\$18 per common share maximum*) and underwriting terms are to be supplied by amendment. Glove Forgan, Wm. R. Staats, Inc., 135 S. La Salle St., Chicago, Ill. 60603 is listed as the principal underwriter.

The company and a subsidiary are engaged in three main lines of business: ordnance items (including metal parts for artillery shells and missile warheads); home improvement products; and appliance products, (principally aluminum and steel refrigerator shelves). Net proceeds of its financing will be used in part to purchase the business and certain assets of Keystone Alloys Company, a manufacturer of aluminum windows, siding, doors and other products; and the remaining funds will be used for working capital purposes and may be used for the payment of short term bank loans. In addition to indebtedness, Chamberlain has outstanding 467,080 common shares, of which management officials own 52.3%. Thomas G. Cassidy, chairman of the executive committee, owns 28.3% and Whirlpool Corp. 12.5%. Four shareholders (including two officers) propose to sell 30,000 of their holdings of 70,680 shares.

UNITED FRUIT FILES STOCK PLAN. United Fruit Company, Boston, Mass. 02199, filed a registration statement (File 2-25563) with the SEC on September 28 seeking registration of 100,000 shares of common stock, which may be purchased by certain salaried employees of the company from public investors under United's Employee Stock Purchase Plan.

CELLU-CRAFT PROPOSES OFFERING. Cellu-Craft, Inc., 1401 Fourth Avenue, New Hyde Park, N. Y. 11040, filed a registration statement (File 2-25564) with the SEC on September 28 seeking registration of 200,000 common shares and warrants to purchase an additional 20,000 shares. The securities are to be offered in units each consisting of 10 shares and a warrant to purchase 1 share. The public offering price (\$115 per unit maximum*) and underwriting terms are to be supplied by amendment. Blair & Co., Inc., 20 Broad St., New York 10005, is listed as the principal underwriter.

The company is a manufacturer and designer of plastic and non-plastic flexible packaging used for protective wrapping of a "vast array" of items purchased by the American family. Net proceeds of this financing will be applied in part to prepay \$1,350,000 of indebtedness. The balance will be added to working capital and applied toward the purchase of additional production equipment. In addition to indebtedness and preferred stock, the company has outstanding 370,000 common shares, of which Samuel J. Levy, president and board chairman, and Sid Luckman, senior vice president, own 50% each.

UNITED NUCLEAR PROPOSES OFFERING. United Nuclear Corporation, Centreville, Md. 21617, filed a registration statement (File 2-25565) with the SEC on September 28 seeking registration of \$15,000,000 of convertible subordinated debentures due 1986, to be offered for public sale through underwriters headed by Kuhn, Loeb & Co., of 40 Wall St., New York 10005, and three other firms. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company and its affiliates are engaged primarily in the mining and milling of uranium ore, and are also engaged in the manufacture of nuclear fuel materials, the fabrication of nuclear reactor cores and other nuclear activities, including research and development, reactor system design, nuclear fuel management and uranium scrap recovery. The Company is also engaged in exploration for uranium and other minerals. Net proceeds of the debenture sale will be used, in part, to reduce by \$7,500,000 the company's indebtedness to The Chase Manhattan Bank, N.A. An additional \$2,000,000 will be used for expansion of the naval reactor core facilities; \$700,000 for additional research and engineering facilities; and \$1,000,000 toward construction of a zirconium tube plant budgeted at \$2,000,000. The balance will be used for uranium mining exploration, development and acquisition, construction of a new electric utility reactor core plant, and other mining development. In addition to indebtedness, the company has outstanding 4,500,972 common shares, of which management officials own 2%. Olin Mathieson Chemical Corporation owns 22% of the outstanding stock. Richard D. Bokum II is president and Walter F. O'Connell board chairman of the issuer.

EDUCATOR'S SECURITY INSURANCE FILES FOR OFFERING AND SECONDARY. Educator's Security Insurance Company, 300 South 17th Street, Lincoln, Nebr. 68508, filed a registration statement (File 2-25566) with the SEC on September 28 seeking registration of 350,000 shares of common stock. Of this stock, 250,000 shares are outstanding and are to be offered for sale by the holders thereof; the balance of 100,000 shares to be offered by the company. The offering is to be made on a "best efforts" basis by G. P. Securities Co., of 133 East Midwest, Casper, Wyoming; the offering price (\$7.50 per share maximum*) and underwriting terms are to be supplied by amendment. An additional 150,000 common shares are included in the statement; these are reserved for issuance upon exercise of stock options granted and to be granted to company officials, agents and others.

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The company specializes in insurance for members of the teaching profession by offering life policies and annuity contracts specifically designed to meet the particular needs of educators. Net proceeds of its sale of additional stock will be added to its general funds to meet part of the construction costs of the company's home office building, with the balance to be expended on development of the company's agency force. According to the prospectus, the stock is being sold for the purpose of restoring in part the surplus of the company which was reduced as a result of the merger of The International Fidelity Insurance Company into the company as of January 1, 1966. The company issued 706,105 common shares (1 for 1 basis) to International's shareholders in connection with this merger. It now has outstanding 1,486,906 common shares, of which management officials own 48.7%. G. J. Roberts, board chairman, of Fort Worth, owns 286,674 shares and proposes to sell 50,000 shares; Gerald J. Roberts, Jr., president, owns 158,255 shares and proposes to sell 83,000; Ronald Roberts, a vice president, proposes to sell 55,000 of his holdings of 104,810; and Roberts Enterprises, Inc., proposes to sell all of its holdings of 47,544 shares.

HUFFMAN MFG. FILES FOR OFFERING AND SECONDARY. The Huffman Manufacturing Company, 7701 Byers Rd., Miamisburg, Ohio, filed a registration statement (File 2-25567) with the SEC on September 28 seeking registration of 250,000 shares of common stock, of which 200,000 shares are to be offered for public sale by the company and 50,000 (being outstanding shares) by the present holders thereof. White, Weld & Co., of 20 Broad St., New York 10005, and Prescott & Co. of 900 National City Bank Building, Cleveland, Ohio 44114, are listed as the principal underwriters. The public offering price (\$14 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and subsidiaries are engaged in the manufacture of bicycles, lawn and garden power equipment, and gasoline containers used by retail consumers and equipment used in garages and service stations. Net proceeds of its sale of additional stock will be added to working capital and applied to the reduction of bank borrowings. The company has a commitment for borrowings from insurance companies in the amount of \$6,000,000, which will be used in part to retire some \$2,640,000 of outstanding notes, for working capital, and to reduce short-term bank loans. In addition to indebtedness and preferred stock, the company has outstanding 82,343 shares of common stock and 576,401 shares of Class B common stock. Management officials own some 76% of each class. Horace M. Huffman, Jr., board chairman, and Frederick C. Smith, president, together with members of their respective families, are substantial stockholders and are among the 14 selling stockholders.

CALIFORNIA INTERSTATE TEL. PROPOSES BOND OFFERING. California Interstate Telephone Company, 16461 Mojave Dr., Victorville, Calif. 92392, filed a registration statement (File 2-25570) with the SEC on September 29 seeking registration of \$10,000,000 of first mortgage bonds, Series C, due 1991. The bonds are to be offered for public sale at competitive bidding. A subsidiary of the Continental Telephone Corp., the company will use the net proceeds of its bond sale to discharge or reduce some \$10,000,000 of the company's short-term bank loans incurred in connection with its acquisition of property and construction program. Its construction program for 1967 is estimated at \$14,000,000. John P. Maguire is president.

SUNNYSIDE TELEPHONE PROPOSES OFFERING. Sunnyside Telephone Company, Route 1, Box 283, Clackamas, Ore., filed a registration statement (File 2-25571) with the SEC on September 28 seeking registration of 200,000 shares of capital stock. The stock is to be offered for public sale (at \$4.75 per share maximum*) through June S. Jones Co., 225 S. W. Broadway, Portland, Ore., which will receive a 15% commission.

The company, operating in Oregon, will use the net proceeds of its stock sale to repay \$575,000 of short-term debt incurred for construction purposes and \$225,000 will be used to construct additional operating facilities. In addition to indebtedness, it has outstanding 463,077 common shares, of which management officials own 25.90%, including 13.83% owned by Lambert D. Miller, president. Delmar L. Brown is board chairman.

CCI CORP. FILES FOR SECONDARY. CCI Corporation, 1150 N. Peoria, Tulsa, Okla., filed a registration statement (File 2-25550) with the SEC on September 27 seeking registration of 272,639 outstanding shares of common stock. The stock may be offered for public sale by the present holders thereof from time to time on the American Stock Exchange at prices prevailing at the time of sale (\$7.50 per share maximum*).

The company is primarily engaged in the manufacture and sale of heavy-duty carriers for the construction, petroleum, and mining industries, and components, sub-assemblies and bonded honeycomb panels for the aircraft and aerospace industries. In addition to indebtedness, it has outstanding 2,718,921 common shares, of which management officials own 14.9%. The prospectus lists three selling stockholders, as follows: Sidney W. Lieberman, offering 57,199 of 107,199 shares; Robert L. Zeligson (president), 130,316 of 230,316; and Samuel L. Zeligson (Vice president), 85,124 of 135,124.

FEDERAL PETROLEUM PROPOSES OFFERING. Federal Petroleum, Inc., 1808 Liberty Bank Bldg., Oklahoma City, Okla., filed a registration statement (File 2-25551) with the SEC on September 28 seeking registration of 45,000 shares of Class A voting common stock, to be offered for public sale at \$10 per share. The company will sell 35,000 shares and it will allot 10,000 shares to be sold by selected dealers. The commission rate on stock sold by dealers is to be supplied by amendment.

Organized under Delaware law in 1965, the company previously owned a 40% interest in a natural gas processing plant and related gathering system known as the Hennessey Gasoline Plant, Hennessey, Okla., and it also owns a 21% interest in a natural gas processing plant and related gathering system known as the Enid Gasoline Plant, Enid, Okla. Recently, it increased its interest in the Hennessey plant to 50%; and the net proceeds of its stock sale will be used to pay the \$400,000 purchase price for this 10% interest. In addition to indebtedness, the company has outstanding 60,000 Class A and 189,308 common shares, of which management officials own 32.85% and 31.38%. All of the Class A and 180,000 of the Class B shares were issued for the company's interest in its properties other than the 10% interest in Hennessey recently acquired. Frederick L. Anderson is board chairman and Thomas W. Fentem, Jr., is president.

RIVERSIDE MANUFACTURING FILES FOR OFFERING AND SECONDARY. Riverside Manufacturing Industries, Inc., 10221 Michigan Ave., Dearborn, Mich., filed a registration statement (File 2-25555) with the SEC on September 28 seeking registration of 185,000 shares of common stock. Of this stock, 134,286 shares are to be offered for public sale by the company and 35,714 shares (being outstanding stock) by the present holder thereof. The offering is to be made at \$7 per share through underwriters headed by Stanley Heller & Co., 44 Wall St., New York 10005, which will receive a \$.63-per-share commission. (10,000 shares are to be reserved for company designees at the public offering price and 2,000 for company employees and friends at \$6.34 per share).

The company is engaged in the design, manufacture and sale of electric wiring harnesses and related parts. Of the net proceeds of its stock sale, approximately \$350,000 will be used to construct and equip additional plant facilities; approximately \$125,000 will be used to purchase additional production machinery and equipment; and the balance will be added to general corporate funds. In addition to indebtedness and preferred stock, the company has outstanding 180,714 common shares, of which management officials own 85.1% Harry N. Brodsky (board chairman and president) is the selling stockholder; he and his wife own all of the outstanding preferred stock and 132,816 common shares.

TRANS WORLD LIFE OF NEW YORK PROPOSES OFFERING. The Trans World Life Insurance Company of New York, 511 Fifth Ave., New York 10017, filed a registration statement (File 2-25568) with the SEC on September 28 seeking registration of 230,000 shares of capital stock. The stock is to be offered for public sale through underwriters headed by S. D. Fuller & Co., 26 Broadway, New York 10004. The public offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. Organized under New York law in 1962, the company began its life insurance business in July 1964. Net proceeds of its stock sale will be added to capital and surplus and used in the conduct of its insurance activities. The company has outstanding 247,000 capital shares, of which management officials own 21.2%. Fred Flatow is president.

SERVICES INVESTMENT FILES FOR OFFERING. Services Investment Company, 3802 Sixth Ave., Des Moines, Iowa, filed a registration statement (File 2-25569) with the SEC on September 28 seeking registration of 1,250,000 shares of common stock. The stock is to be offered for public sale at \$2 per share, through company officers and certain securities salesmen. The selling commission is to be \$.20 per share.

Organized under Iowa law in July 1966, the company intends to engage in the funeral service business. It initially proposes to acquire established funeral homes located primarily in the Midwest. Of the net proceeds of its stock sale, \$525,000 will be used to make the down payment on the proposed acquisition of Crosby-Kunold Mortuaries, of Omaha (for a total of \$1,325,000) and the balance will be used as working capital and for the purchase of other concerns. Paul G. Hamilton (president) and 24 other investors have purchased an aggregate of 125,000 shares at \$2 per share.

TRUSTEES' EQUITY FUND PROPOSES OFFERING. Trustees' Equity Fund, Inc., 625 Madison Ave., New York 10022, filed a registration statement (File 2-25574) with the SEC on September 29 seeking registration of 200,000 shares of capital stock. The shares are to be offered for public sale at net asset value plus a maximum sales charge of 3% (\$9.18 per share maximum*). C.P.I. Securities Corp., of the New York address, is the Fund's distributor and investment adviser.

Organized under Maryland law in 1966, the Fund is an open-end, diversified investment company which was created to serve the trustees of pension and profit-sharing plans. It will seek "conservation of principal together with a reasonable current return primarily through holdings of high quality common stock." Management officials and members of their families own 3,259 shares of the outstanding stock (28.05%). In addition, they hold as trustees under various profit-sharing or pension trusts, an additional 5,683 shares or 48.92% of the outstanding stock. Robert B. Durning is president of the Fund and the investment-advisory firm.

SEC COMPLAINT NAMES FIRST STANDARD, GOLDENBERG. The SEC New York Regional Office today announced (LR-3590) the filing of a complaint in the Federal court in New York City seeking to enjoin First Standard Corporation, of 521 Fifth Avenue, New York, and Bernard Leon Goldenberg, also of New York, from violating the anti-fraud provisions of Section 10(b) of the Securities Exchange Act and Rule 10b-5 thereunder. The complaint seeks to enjoin further distribution of a First Standard annual report containing information alleged to be false and misleading. The Commission suspended trading in the company's stock on September 19.

SALE OF COLLEGE LIFE STOCK ENJOINED. The SEC Washington Regional Office announced September 26 (LR-3592) the entry of a Federal court order (USDC DC) permanently enjoining the further sale of common and preferred stock of College Life, Inc., by the issuer and John K. Gibbs, of Washington, D. C., in violation of the registration and anti-fraud provisions of the Federal securities laws. The defendants consented to entry of the court order, but without admitting or denying the allegations of the SEC complaint for injunction.

DORACHEL FUND RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4713) declaring that The Dorachel Fund, Inc., White Plains, N. Y., has ceased to be an investment company as defined in the Act. The application states that the fund has never made a public offering of its stock or engaged in the business for which it was formed.

CORPORATE WORKING CAPITAL. The SEC today reported that the net working capital of U. S. corporations, excluding banks, insurance companies, savings and loan associations, and investment companies, increased \$4.4 billion in the second quarter of 1966 and at the end of June totaled \$190.4 billion. The second quarter rise compares with increases of \$2.6 billion in the first quarter and \$2.5 billion in the corresponding quarter of 1965. (For further details, see Statistical Release 2156.)

NEES RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15572) authorizing the New England Power Company (NEPCO), Boston electric-utility subsidiary of New England Electric System, to increase from 300,000 to 600,000 the aggregate number of authorized shares of Dividend Series Preferred Stock, \$100 par, subject to stockholder approval. The application states that NEPCO will submit the proposed amendment to its stockholders at a special meeting on October 14.

FOTOCROME FILES FOR SECONDARY. Fotochrome Inc., 45-20 33rd Street, Long Island City, New York, N. Y., filed a registration statement (File 2-25556) with the SEC on September 28 seeking registration of 230,948 outstanding shares of common stock. The shares are to be offered for sale by the present holders thereof, whose present holdings/said to aggregate 419,845 shares. The offering price (10 per share maximum*) is to be supplied by amendment.

The company is engaged in processing of black and white and color film, and in the wholesale and retail sale of photographic materials, including cameras, film and other equipment. The shares for which the registration statement was filed include 124,000 shares which are issuable to Marion L. Roberts and Regina Investments, Ltd., who own 49% of the stock of Intertel Corp., in a transaction between Fotochrome and Intertel for which stockholder approval was obtained on September 20, 1966 (but with respect to which the registration statement does not state that any determination has yet been made as to the number of shares to be issued.) The said 124,000 shares represent substantially all the shares which the two Intertel stockholders would receive at this time should the Intertel transaction be completed by the issuance of the maximum of shares issuable under the said contract.

According to the prospectus, Roberts will sell 61,225 of his holdings and Regina Investments, 62,775 of its holdings. Minnesota Mining and Manufacturing Company proposes to sell all of its holdings of 44,706 shares. The other eleven selling stockholders propose to sell amounts ranging from 500 to 17,826 shares.

FOREIGN RESTRICTED LIST. Darien Exploration Company, S. A. has been added to the Commission's Foreign Restricted List (Release 33-4848). This increases to 68 the number of foreign companies whose securities the Commission has reason to believe recently have been or currently are being distributed in the United States in violation of the registration requirements of the Securities Act of 1933, thus depriving investors of the financial and other information essential to an informed and realistic evaluation of the worth of the securities which registration would provide. According to information developed in an SEC investigation, it appears that non-registered Darien Exploration stock is being offered in exchange for stock of Bengal Development Corporation and Midas Mining Co., Ltd., on a share-for-share basis, subject to payment of a so-called transfer fee. Both companies were heretofore carried on the restricted list.

SECURITIES ACT REGISTRATIONS. Effective September 29: General American Investors Co., Inc., 2-25421 (40 days); Philip A. Hunt Chemical Corp., 2-25437; The Eberstadt Fund, Inc., 2-25364.

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.

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