

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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SENTENCES IMPOSED IN BELMONT OIL CASE. The SEC New York Regional Office announced March 15 (LR-3666) the imposition of sentences on Vincent Schwenoha and Nathan Suess and ten other individuals convicted of fraud and/or conspiracy in the sale of Belmont Oil Corp. stock (USDC SDNY). Schwenoha received a three-year prison sentence and was fined \$500 on each of five counts; and Suess received a 15-month sentence and was fined \$300 on each of five counts. Others sentenced were Alvin Galpren, Joel Fox, Edward F. Canton, Michael Canton, Myron Rosenthal, Murray Gaebaeff, Martin Binstock, Donald Duncan, Stanley Younger and Arthur Tortorello.

SEC COMPLAINT NAMES M. L. CARPENTER. The SEC Denver Regional Office announced March 15 (LR-3667) the filing of a complaint (USDC, Omaha) seeking to enjoin M. L. Carpenter of Scottsbluff, Nebr., from violating the Securities Act registration and anti-fraud provisions in the sale of oil interests.

RAND DEVELOPMENT SUSPENSION CONTINUED. The SEC has issued an order under the Securities Exchange Act suspending over-the-counter trading in securities of Rand Development Corporation for the further ten-day period March 21-30, 1967, inclusive.

IRVING AIR CHUTE FILES FOR OFFERING. Irving Air Chute Co. Inc., 1315 Versailles Road, Lexington, Ky., filed a registration statement (File 2-26134) with the SEC on March 16 seeking registration of \$2,500,000 of convertible subordinated debentures due 1979, to be offered for public sale through underwriters headed by S. D. Fuller & Co., 26 Broadway, New York. The interest rate, public offering price and underwriting terms are to be supplied by amendment. Also included in the registration statement are 28,232 common shares, issued to William C. Finnoff and Martin Keller in exchange for all of their holdings of K-E Products, Inc. stock.

The company and subsidiaries are producers of parachutes and allied equipment and of automobile seat belts and related equipment; the company also is engaged in the manufacture and assembly of components for electric typewriters and other business machines (principally for IBM), metal fabrication work on vending machines, metal radar shelters, and components for office furniture and household appliances; manufacture of air cargo pallets and nets for the air cargo industry and industrial safety harnesses. Of the net proceeds of its debenture sale, \$750,000 will be applied to the reduction of trade accounts payable and \$500,000 to the reduction of bank notes. The balance will be used for acquisition of additional machinery and equipment for the manufacture of seat belts and metal fabricating, research and development work in connection with aerospace recovery and air cargo systems, plant expansion by foreign subsidiaries, and general corporate purposes. In addition to indebtedness, the company has outstanding 869,034 common shares, of which Morris Blumberg, board chairman, owns 12% and his son Herbert 8%. Charles H. Pulley is president.

EDO CORP. FILES FINANCING PROPOSAL. Edo Corporation, 14-04 111th Street, College Point, New York 11356, filed a registration statement (File 2-26135) with the SEC on March 16 seeking registration of \$6,000,000 of convertible subordinated debentures due 1987, to be offered for public sale through an underwriting group headed by White, Weld & Co., 20 Broad St., New York. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is a producer of sonar for the U. S. Navy and loran (precision electronic navigation equipment) primarily for transoceanic airlines. It also manufactures piezoelectric materials and instruments and specialized metal products for military and commercial use. Net proceeds of this financing will be applied in part to the payment of \$5,500,000 of outstanding notes, the proceeds of which were used for working capital purposes; and the balance will be available for general corporate purposes. In addition to indebtedness, the company has outstanding 866,587 common shares, of which management officials own about 17%. Noel B. McLean is board chairman and William R. Ryan president.

EDUCATIONAL FUND FILES FOR OFFERING. Educational Fund, 115 Westminister Rd., West Palm Beach, Fla., filed a registration statement (File 2-26136) with the SEC on March 17 seeking registration of 40,000 participating shares (\$250 par). The shares are to be offered at par, of which not to exceed 10% will be allocated for sales and administrative charges. The primary objective of the Fund is "long range capital growth." Educational Funds Management, Inc., of West Palm Beach will serve as adviser. Yvonne R. Famel, vice president of the Adviser, controls the Adviser through her ownership of 50.25% of its outstanding voting stock; Richard J. Sluggett, president, owns 49.75%. They and two other officers of the Adviser are among the seven trustees of the Fund.

VA. COMMONWEALTH BANKSHARES FILES EXCHANGE PLAN. Virginia Commonwealth Bankshares, Inc., 800 East Main St., Richmond, Va. 23214, filed a registration statement (File 2-26138) with the SEC on March 17 seeking registration of 130,000 shares of \$1.20 Cumulative Convertible Voting Preferred Stock, Series A (\$20 par). These Series A preferred shares are to be offered in exchange for all the issued and outstanding shares of capital stock of National Bank of Commerce of Fairfax County, Falls Church, Va., and American National Bank, Fredericksburg, Va. The rate of exchange is to be .75 of a Series A preferred for each share of the Falls Church bank (90,000 Series A preferred shares), and 1.00 share of Series A preferred for each share of the Fredericksburg bank (40,000 Series A preferred shares).

OVER

The issuer is a registered bank holding company; it now controls The Bank of Virginia, the Bank of Warwick, The Bank of Prince William, The Bank of Salem, the Washington Trust Bank, The Peoples National Bank and The Bank of Central Virginia. In addition to indebtedness, it now has outstanding 1,352,902 shares of capital stock, of which management officials own 4.5%. Herbert C. Moseley is board chairman and Frederick Deane, Jr., president.

WHITE CONSOLIDATED IND. FILES FOR SECONDARY. White Consolidated Industries, Inc., 11770 Berea Rd., Lakewood, Ohio 44111, filed a registration statement (File 2-26139) with the SEC on March 17 seeking registration of 67,251 outstanding shares of its common stock, to be offered for public sale by the holders thereof through underwriters headed by W. E. Hutton & Co., 14 Wall St., New York. The public offering price (\$65 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and subsidiaries manufacture and distribute various types of machinery and equipment, and distribute household sewing machines and a broad line of industrial supplies. In addition to indebtedness and preferred stock, it has outstanding 3,368,272 common shares, of which management officials own 14.8%. Vollmer W. Fries is board chairman and Edward S. Reddig president. William C. Crane, trustee u/w Catharine Lasell Whitin b/o Lois W. Crane, et al, and b/o Elsa Mason, et al, proposes to sell all of the holdings of the two trusts (22,853 shares each); and Lois W. Crane proposes to sell 5,000 of her holdings of 20,819 shares. Several other trusts are selling all their holdings, ranging in amounts from 289 to 3,816 shares.

JOHN WILEY SONS FILES FOR OFFERING AND SECONDARY. John Wiley & Sons, Inc., 605 Third Avenue, New York 10016, filed a registration statement (File 2-26140) with the SEC on March 17 seeking registration of 100,000 shares of capital stock. Of this stock, 50,000 shares are to be offered for public sale by the company and 50,000 (being outstanding shares) by the present holders thereof. The offering is to be made through an underwriting group headed by White, Weld & Co., 20 Broad St., New York; the public offering price (\$38 per share maximum*) are to be supplied by amendment.

The principal business of the company is the publication of textbooks for junior college, college and university students and professional and reference books, including encyclopedias and journals, for scientists, social scientists, engineers, business managers and other professionals. Net proceeds of its sale of additional stock will be added to the company's general funds to be available for additional working capital and other general corporate purposes. In addition to indebtedness, the company now has outstanding 1,234,789 shares of capital stock, of which management officials own 24%. The 50,000 outstanding shares are to be offered in equal amounts by the trustees under the will of William O. Wiley and the trustees under the will of Kate R. Q. Wiley (their holdings amount to 78,750 and 80,010 shares, respectively).

LAKE CENTRAL AIRLINES PROPOSES RIGHTS OFFERING. Lake Central Airlines, Inc., Weir Cook Municipal Airport, Indianapolis, Ind., filed a registration statement (File 2-26142) with the SEC on March 17 seeking registration of some \$4,500,000 of securities, to be offered in 22,500 units consisting of Senior Subordinated Debentures due 1983, shares of common stock, and stock purchase warrants to be offered for public sale at \$200 per unit, maximum.* The details of the offering, including the subscription rate; amount and number of shares/and of debentures and warrants comprising the units; interest rate on the debentures; and underwriting commissions are to be supplied by amendment. Faulkner, Dawkins & Sullivan, 60 Broad St., New York, is listed as the principal underwriter.

The company operates a fleet of 20 aircraft over its route system, which serves 46 cities in Indiana, Ohio, Illinois, West Virginia, Kentucky, Pennsylvania, New York, Michigan, Maryland and the District of Columbia. Net proceeds of this offering, together with \$14,000,000 of bank loans, will be applied as follows: \$1,500,000 in repayment of short-term indebtedness to interim lenders, \$7,860,000 in repayment of short-term and long-term indebtedness to banks, and the balance for payment of indebtedness to General Motors Corporation, to complete the company's flight equipment program, and for working capital. In addition to indebtedness and preferred stock, the company has outstanding 815,774 shares of common stock, of which management officials own 14.9%. Robert LeBuhn is board chairman and Lloyd W. Hartman president.

MISSISSIPPI RIVER TRANSMISSION FILES FOR SECONDARY. Mississippi River Transmission Corporation, 9900 Clayton Rd., St. Louis, Mo. 63124, filed a registration statement (File 2-26143) with the SEC on March 17 seeking registration of 475,000 outstanding shares of common stock, to be offered for public sale by Mississippi River Corporation. The offering is to be made through Eastman Dillon, Union Securities & Co. 1 Chase Manhattan Plaza, New York, and Dempsey-Tegeler & Co., Inc., 1000 Locust St., St. Louis Mo.; and the public offering price (\$16 per share maximum*) and underwriting terms are to be supplied by amendment.

The company owns and operates a natural gas pipeline system consisting of two main transmission lines approximately 435 miles in length originating at Perryville, La., one main transmission line approximately 94 miles in length originating in Clay County, Ill., and various related facilities. The main transmission lines terminate in the Greater St. Louis area, where most of the company's gas sales are made. In addition to indebtedness, the company has outstanding 3,450,000 common shares. William G. Marbury is board chairman and president. The selling stockholder, Mississippi River Corporation, proposes to sell 475,000 of its holdings of 3,251,057 shares (thus reducing its ownership from 94.23% to 80.46%).

HARSCO PROPOSES DEBENTURE OFFERING. HarSCO Corporation, 350 Poplar Church Rd., Wormlesburg, Pa., filed a registration statement (File 2-26132) with the SEC on March 16 seeking registration of \$30,000,000 of sinking fund debentures, due 1992, to be offered for public sale through underwriters headed by Lehman Brothers, One William St., New York 10004, and Bache & Co. Inc., 36 Wall St., New York 10005. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and distribution of fabricated metal products and equipment. Of the net proceeds of its debenture sale, approximately \$9,000,000 will be used to repay certain bank borrowings, and the balance will be available for capital expenditures, acquisitions, increased working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 7,911,434 common shares. J. T. Simpson is board chairman and president.

AMK CORP. SEEKS EXEMPTION. The SEC has issued an order (Release IC-4878) giving interested persons until March 30 to request a hearing upon an application of AMK Corporation, New York, for an order declaring that it is primarily engaged in business other than that of an investment company.

The Commission also has issued an order (Release IC-4877) extending for a 60-day period beyond January 29, the temporary exemption of AMK Corp. from provisions of the Act.

According to the AMK application, its activities are carried on (1) through two operating divisions engaged in a variety of operations including the manufacture of paper products and automotive parts; (2) through a majority-owned subsidiary, NRM Corporation; and (3) through a controlled subsidiary, John Morrell & Co. Exclusive of cash items and government securities, these holdings comprise approximately 95% of the applicant's assets.

COLUMBIA GAS SEEKS ORDER. The Columbia Gas System, Inc., New York holding company, and 17 of its subsidiaries have applied to the SEC for an order under the Holding Company Act authorizing certain financing transactions; and the Commission has issued an order (Release 35-15689) giving interested persons until April 3 to request a hearing thereon. The subsidiaries proposes to sell to the parent by March 31, 1968 (a) unsecured installment notes not in excess of an aggregate of \$96,675,000 and (b) an aggregate of \$24,675,000 of additional common stock; the parent also proposes to advance on open account a total of \$75,000,000 to certain of its subsidiaries during 1967. The subsidiaries will use the proceeds of their note and stock sales to finance their respective construction programs, which are estimated to require expenditures of \$138,348,500 in 1967. The proceeds of the open account advances will be used to purchase natural gas for inventory and for the prepayment of winter service gas.

JERSEY CENTRAL P&L SEEKS ORDER. Jersey Central Power & Light Company, Morristown, N. J., subsidiary of General Public Utilities Corp., has applied to the SEC for an order under the Holding Company Act authorizing it to sell \$30,900,000 of short-term promissory notes to banks; and the Commission has issued an order (Release 35-15690) giving interested persons until April 18 to request a hearing thereon. Jersey Central proposes to use the proceeds of the borrowings for the purpose of financing its business as a public-utility company, including provisions for construction expenditures (estimated to cost \$70,000,000 in 1967), repayment of other short-term borrowings, and temporary reimbursement of its treasury for construction expenditures provided therefrom.

AMERICAN ELECTRIC RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15692) authorizing American Electric Power Company, Inc., New York, to sell 1,200,000 additional shares of its common stock at competitive bidding. American Electric proposes to use the net proceeds thereof to make capital contributions to two of its subsidiaries, as follows: \$25,000,000 to Ohio Power Company and \$20,000,000 to Kentucky Power Company. The balance of the proceeds will be added to the general corporate funds of American Electric.

NORTHEAST UTILITIES RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15691) authorizing certain transactions by Northeast Utilities and its subsidiary, The Millstone Point Company, in connection with the design and construction of a nuclear electric generating unit in Waterford, Conn. According to the application, The Connecticut Light and Power Co. (CL&P), the Hartford Electric Co. (HELCO), and Western Massachusetts Electric Co. (WMECO), all of which are electric-utility subsidiaries of Northeast, have engaged the General Electric Co. to design and construct a nuclear electric generating unit, with initial net electric capability of 550,000 kilowatts, on a 500-acre site in Waterford, Conn. CL&P, HELCO, and WMECO will own the plant and site as tenants in common with undivided interests therein of 53%, 28%, and 19%, respectively. Pursuant to the terms of an operating agreement dated June 30, 1966, the owners have appointed Millstone as their agent with authority to (1) act for them in all matters respecting the design and construction of the plant and the procurement of fuel, materials and supplies and services for the plant, (2) operate and maintain the plant, (3) effect necessary renewals, replacements, additions, retirements and modifications to the plant, and (4) manage the plant site. To meet its anticipated capital requirements, Millstone proposes to sell \$125,000 of its notes to Northeast.

MICHIGAN WISCONSIN PIPE LINE FILES PROPOSAL. Michigan Wisconsin Pipe Line Company, One Woodward Ave., Detroit, Mich. 48226, filed a registration statement (File 2-26144) with the SEC on March 17 seeking registration of \$45,000,000 of first mortgage pipe line bonds, due 1987, to be offered for public sale at competitive bidding. A subsidiary of American Natural Gas Company, the company will use the net proceeds of its bond sale to retire an equivalent amount of the \$60,000,000 of outstanding bank notes incurred to finance construction. The prospectus states that prior to the sale of the bonds, the company will sell 100,000 additional common shares to its parent for \$10,000,000.

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's "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 March 1 News Digest.

Acme Hamilton Manufacturing Corp Feb 67 (11)	1-775-2	Ansul Co. Feb 67 (12)	1-4606-2
American Radiator & Std Sanitary Corp Feb 67 (13)	1-470-2	Arkansas Western Gas Co Feb 67 (8)	0-517-2
Barden Corp Feb 67 (11,13)	0-262-2	Armstrong Rubber Co Feb 67 (11,13)	1-3558-2
Dolly Madison Industries Inc Feb 67 (7,11)	0-737-2	Bancohio Corp Feb 67 (11,13)	0-1411-2
Duncan Parking Meter Corp Jan 67 (3)	0-766-2	Binney & Smith Inc Feb 67 (2,7,12,13)	1-4745-2
Dunham Bush Inc Jan 67 (11,12,13)	0-431-2	Boeing Co Feb 67 (7)	1-442-2
First Research Corp Dec 66 (2,13)	0-2118-2	Bowl America Inc Feb 67 (3)	0-1830-2
Goddard Industries Inc May 66 & Oct 66 through Jan 67 (3,13) (one report)	0-2052-2	Canteen Corp Feb 67 (11,13)	1-3343-2
Hitco Feb 67 (11)	1-5168-2	Chelsea Industries Inc Feb 67 (11)	1-4917-2
Hoffman International Corp Feb 67 (11,13)	0-2254-2	Compudyne Corp Feb 67 (11)	1-4245-2
	1-3768-2	Dilbart's Quality Supermarkets Inc Feb 67 (1,11,12)	0-2050-2
IRC Inc Feb 67 (7,13)	1-5194-2	Dome Petroleum Ltd Feb 67 (7)	1-3694-2
Marathon International Finance Co Feb 67 (7,13)	0-154-2	Doyle Dan Bernbach, Inc. Feb 67 (11,12)	0-171-2
Numm Bush Shoe Co Feb 67 (11,13)	1-4103-2	Furman Wolfson Corp Feb 67 (11,13)	1-5265-2
U.S. Ceramic Tile Co Feb 67 (11)	1-586-2	General Instrument Corp Feb 67 (2,7,13)	1-3406-2
Welbilt Corp Feb 67 (13)			0-2418-2
			1-4596-2
<u>Amendments to 8-K</u>			1-2703-2
Drexelbrook Associates Amend #2 for March 65	2-15150-2	Hercules Galion Prods Inc Feb 67 (11,13)	1-3593-2
Kaiser Aluminum & Chemical Corp. Amend #1 for Jan 67 (13)	1-3605-2		1-4307-2
		Husky Oil Canada Ltd Feb 67 (7,13)	0-1648-2
Adley Corp Jan 67 (1,13)	0-1350-2	Infrared Industries, Inc. Feb 67 (7,9,13)	0-1648-2
Albertsons Inc Feb 67 (12)	0-1555-2	Intercontinental Life Ins. Co Feb 67 (11)	2-23188-2
Alfred Hart Co. Feb 67 (12)	1-5136-2		1-4313-2
Allied Chemical Corp Feb 67 (7)	1-1269-2	Earle M. Jorgensen Co Jan 67 (7,13)	1-3947-2
American Export Isbrandtsen Co Inc Feb 67 (7,8,13)	1-5054-2	D Kaltman & Co Inc Feb 67 (11)	
American Thread Co Feb 67 (7)	0-773-2	Puget Sound Power & Light Co (Wash) Feb 67 (7)	1-4393-2
		Roosevelt Raceway Inc Feb 67 (12)	1-3966-2
		Stone & Webster Inc Feb 67 (13)	1-1228-2
		Transnation Realty Corp Feb 67 (2,13)	2-16190-2

SECURITIES ACT REGISTRATIONS. Effective March 17: Chrysler Corp., 2-26068; Westinghouse Electric Corp., 2-26001, 2-26048 & 2-26049.

*As estimated for purposes of computing the registration fee.

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