

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)
SEC

(Issue No. 67-103)

FOR RELEASE May 31, 1967

VIRGINIA CAPITAL RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-4970) permitting the reacquisition by Virginia Capital Corporation of 23,000 shares of its outstanding stock. The company has entered into an agreement with J. Smith Ferebee and Richard T. Short, Jr., former directors, pursuant to which they will transfer all of their holdings in the company, consisting of the 23,000 common shares, in exchange for all of the outstanding securities of two Alabama real estate corporations, which are held by the company. Both had resigned as directors before entering into the agreement. However, in view of Ferebee's stock interest (about 16%), he was deemed to be an affiliate of the company. By reason thereof, the transaction was prohibited by the Act unless the Commission granted an exemption from such prohibition.

GENERAL ELECTRIC SEEKS ORDER. General Electric Company, New York, has applied to the SEC for an order under the Investment Company Act exempting the General Electric S&S Program Mutual Fund, to be organized under the General Electric Savings and Security Program, from certain provisions of the Act, and the Commission has issued an order (Release IC-4973) giving interested persons until June 16 to request a hearing thereon. The company's Savings and Security Program became effective on January 1, 1959. The proposed Fund will be a separate trust established under a trust agreement, and units of participation to be issued will be available only to company employees through participation in the Program. The application states that the Fund will be an "employees' securities company" within the meaning of Section 2(a)(13) of the Act. It will not qualify as an exempt trust under the Internal Revenue Code because employees may receive a distribution of Fund units from the Savings and Security Trust at the end of the holding period and will be permitted to retain them. Accordingly, the exception contained in Section 3(c)(13) of the Act is not available to the Fund. It will register under Section 8(a) of the Act and seek to qualify as a "regulated investment company" within the meaning of the Internal Revenue Code.

NEW ORLEANS PUBLIC SERVICE SEEKS ORDER. New Orleans Public Service Inc., subsidiary of Middle South Utilities, Inc., has applied to the SEC for an order under the Holding Company Act authorizing it to amend its charter to bring it into conformity with the requirements of the Commission's Statement of Policy regarding preferred stock subject to the Act and to solicit proxies in connection therewith; and the Commission has issued an order (Release 35-15753) giving interested persons until June 23 to request a hearing thereon. The proposed amendments to the charter relate to, among other things, the definition of long-term debt and the prohibition against the issuance of unsecured debt in excess of certain amounts, unless the issue is for the purpose of refinancing unsecured debt.

CONSOLIDATED NATURAL GAS SEEKS ORDER. Consolidated Natural Gas Company, New York holding company, has applied to the SEC for authorization under the Holding Company Act to issue and sell at competitive bidding \$50,000,000 of debentures, due 1992; and the Commission has issued an order (Release 35-15754) giving interested persons until June 30 to request a hearing thereon. Of the net proceeds of the debenture sale, \$20,000,000 will be used to repay Consolidated's 6% short-term construction bank loan of that amount and \$30,000,000 will be used to finance, in part, the 1967 construction program of Consolidated's subsidiary companies, estimated at \$68,800,000.

COLUMBIA GAS SEEKS ORDER. The Columbia Gas System, Inc., New York holding company, has applied to the SEC for an order under the Holding Company Act authorizing it to issue and sell up to \$130,000,000 of short-term notes (including commercial paper) to banks and up to \$40,000,000 of commercial paper in the form of promissory notes to A. G. Becker & Co., and granting an exemption from the competitive bidding requirements of Rule 50 with respect to the sale of the commercial paper; and the Commission has issued an order (Release 35-15755) giving interested persons until June 16 to request a hearing thereon. Proceeds of the financing will be advanced by Columbia to its subsidiaries for construction purposes and for the purchase of inventory gas.

SEC COMPLAINT NAMES FENSTER AND QUINT. The SEC San Francisco Regional Office announced May 25 (LR-3728) the filing on that date of a complaint (USDC, Los Angeles) seeking to restrain Albert J. Fenster and Wilbur E. Quint from violating the anti-fraud provision of the Securities Exchange Act in connection with the solicitation of tenders of no par value common stock of J. J. Newberry Co. The complaint was based on the questionable validity of the tender offer and made no charges of any kind against Newberry or its management. The Court entered an order temporarily restraining Fenster from further solicitation of tenders by means of misrepresentation or omissions to state material facts. No order was entered as to Quint, who entered into an undertaking with the Court that he had not received any offers of tender and would withdraw as the named tender agent. Quint further agreed to attempt to give the same publicity to his withdrawal as had been previously given to being named as tender agent, including a paid advertisement in the Los Angeles newspaper which carried the solicitation of tenders. The Commission's motion for a preliminary injunction is scheduled for court hearing on June 5.

OVER

JERRY F. HECHT GUILTY. The SEC Denver Regional Office announced May 26 (LR-3729) that a jury returned a verdict of guilty against Jerry F. Hecht (USDC, Denver). Hecht was found guilty on two counts of violating the anti-fraud provisions of the Securities Act of 1933 in the offer and sale of stock and 8-1/2% preferred notes of Saunier, Inc., a Colorado corporation.

COURT ENJOINS ROBERT L. CORDOVA. The SEC Chicago Regional Office announced May 26 (LR-3730) that the Federal Court at Toledo, Ohio, had entered a preliminary injunction against Robert L. Cordova, individually and doing business as Cordova Oil and Gas Associates. The Court order enjoined the defendant from further violations of the registration and anti-fraud provisions of the Securities Act of 1933 in the offer and sale of investment contracts and fractional undivided interests in oil and gas leaseholds located in Kentucky and elsewhere.

THREE TRADING BANS CONTINUED. The SEC has issued orders under the Securities Exchange Act suspending over-the-counter trading in securities of the following companies for the further ten-day period June 1 through June 10, 1967: Northern Instrument Corporation, S & P National Corporation, and Steel Crest Homes, Inc.

UNLISTED TRADING SOUGHT. The SEC has issued an order under the Securities Exchange Act (Release 34-8093) giving interested persons until June 14 to request a hearing upon an application of the Philadelphia-Baltimore-Washington Stock Exchange for unlisted trading privileges in the common stocks of The Londontown Manufacturing Company, The Perkin-Elmer Corporation, Solitron Devices, Inc. and Texas Utilities Company.

DELISTING GRANTED. The SEC has issued an order under the Securities Exchange Act (Release 34-8093) granting an application of the New York Stock Exchange to strike from listing and registration the preferred stock of Ward Foods, Inc., effective at the opening of business on June 1. The application states that there are only 5,485 shares of preferred stock held by public stockholders as a result of a tender offer.

IDS SEEKS ORDERS. Investors Diversified Services, Inc., Minneapolis investment company, has applied to the SEC for an order under the Investment Company Act exempting, to the extent necessary, the borrowing of money from IDS by its employees and employees of its majority-owned subsidiaries, subject to certain terms and conditions, and the Commission has issued an order (Release IC-4971) giving interested persons until June 21 to request a hearing thereon. By previous orders of the Commission (Releases IC-1113 and IC-2211) IDS was granted exemptions permitting it to make loans to its employees and employees of Investors Syndicate of America, Inc., and Investors Mutual, Inc. IDS now seeks modification of those orders to permit it also to make such loans to employees of its majority-owned subsidiaries, and, in addition, it requests that the \$12,000 limitation on the maximum annual compensation of employees eligible for loans be increased to \$15,000 to give effect to the increase in salary levels which has taken place since the issuance dates of the previous orders. Section 17(a)(3) of the Act prohibits an affiliated person of a registered investment company from borrowing money or other property from such registered company, or from any company controlled by it, unless the Commission grants an exemption from such prohibition.

IDS has also filed an application for an order of the Commission amending the terms and conditions of certain prior orders which exempted from the provisions of Section 17(a)(3) of the Act certain transactions between IDS and persons engaged in the offering and sale of the securities for which IDS is the principal underwriter, and the Commission has issued an order (Release IC-4972) giving interested persons until June 26, 1967, to request a hearing on the application. The Commission by order of March 20, 1951 (Release IC-1599), and modifications thereof, granted an application of IDS for exemption from the provisions of Section 17(a)(3) of the Act with respect to the lending of money from time to time in the form of advances, secured lump sum loans, or sales office improvement loans by IDS to its divisional managers, district managers and (except as to office improvement loans) sales representatives whose income was derived from the sale of securities for which IDS was the underwriter, subject to various terms and conditions. IDS has applied for a modification of a condition in that order to increase from \$2,000,000 to \$4,000,000 the allowable aggregate amount of all loans and advances outstanding at any one time, including sales office improvement loans.

WALTER KIDDE FILES FOR SECONDARY. Walter Kidde & Company, Inc., 675 Main St., Belleville, N. J. 07109, filed a registration statement (File 2-26634) with the SEC on May 25 seeking registration of 235,000 shares of common stock. The shares are to be offered for public sale by the holders thereof through underwriters headed by Goldman, Sachs & Co. and Smith, Barney & Co. Incorporated, both of 20 Broad St., New York 10005, and Ralph E. Samuel & Co., 2 Broadway, New York 10004. The public offering price (\$65 per share maximum*) and underwriting terms are to be supplied by amendment.

The company's business may be grouped in three principal fields: safety, security and protection; industrial and technological; and commercial and consumer. Pursuant to a plan of reorganization, the company proposes to acquire the assets of Lighting Corporation of America on the basis of .1756 company preference share and .3618 company common share for each of the 1,663,059 outstanding common shares of Lighting Corp. In addition to indebtedness and preferred stock, the company has outstanding 3,257,547 common shares, of which management officials own 17.5%. Fred R. Sullivan is board chairman and Franc M. Ricciardi is president. The prospectus lists 17 selling shareholders, including Maurice M. Rosen and Ruben P. Rosen who propose to sell all of their common holdings of 49,459 and 41,750 shares, respectively.

WAGNER INDUSTRIES FILES FOR OFFERING AND SECONDARY. Wagner Industries, Inc., 1331 South 55th Court, Cicero, Ill. 60650, filed a registration statement (File 2-26639) with the SEC on May 26 seeking registration of 300,000 shares of common stock. Of this stock, 126,000 shares are to be offered for public sale by the company and 174,000 (being outstanding shares) by the present holders thereof. The offering is to be made by underwriters headed by Dominick & Dominick, Inc., 14 Wall St., New York 10005. The public offering price (\$14 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture of fruit drinks for sale through retail grocery stores. Net proceeds from its sale of additional stock will be used to retire outstanding debt, to purchase and install machinery and equipment, and to increase working capital. In addition to indebtedness, the company has outstanding 765,550 common shares, of which management officials as a group own 52.02%. The prospectus lists five selling stockholders, including Francis H. Wagner (president), who proposes to sell 30,000 of his holdings of 216,278 shares, and Vincent P. Russo (vice president), 90,000 of 180,000 shares held.

APCO OIL CORP. PROPOSES RIGHTS OFFERING. Apco Oil Corporation, Liberty Bank Bldg., Oklahoma City, Okla. 73102, filed a registration statement (File 2-26645) with the SEC on May 26 seeking registration of \$10,300,000 of convertible subordinated debentures, due 1987. The debentures are to be offered for subscription by stockholders at the rate of \$100 principal amount of debentures for each 16 shares of common stock held. Any unsubscribed debentures are to be offered for public sale through underwriters headed by Loeb, Rhoades & Co., 42 Wall St.; Lehman Brothers, One William St.; and Smith Barney & Co. Inc., 20 Broad St., all of N.Y.C. The record date, interest rate, offering price and underwriting terms are to be supplied by amendment.

The company's principal business is the refining and marketing of petroleum products. Commencing in 1963 the company has engaged in a program of acquisitions of producing and non-producing oil and gas properties and in oil and gas exploration activities. Net proceeds from the sale of the debentures will be added to the general funds of the company to be used in future diversification of its business. In addition to indebtedness, the company has outstanding 1,629,671 common shares, of which Loeb, Rhoades & Co. holds 15.7%. Roland V. Rodman is board chairman and president.

FIVE STOCK PLANS FILED. Registration statements have been filed with the SEC proposing the offering of securities under employee stock option and purchase plans, as follows:

- The New York Times Company, New York 10036 (File 2-26644) 122,450 shares
- Phillips-Van Heusen Corporation, New York 10016 (File 2-26649) - 104,000 common shares
- General Acceptance Corporation, Allentown, Pa. 18101 (File 2-26653) - 2,700 common shares
- The Warner & Swasey Company, Cleveland, Ohio 44103 (File 2-26655) - 149,943 common shares
- Cook Coffee Company, Maple Heights, Ohio 44137 (File 2-26658) - 183,112 common shares

O/C REGISTRATIONS REPORTED. The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "***"):

FILE NO.	O- REGISTRANT	LOCATION	FILE NO.	O- REGISTRANT	LOCATION
2535	Acushnet Process Co**	New Bedford, Mass.	2520	Inland Marine Corp	Minn. Minnesota
2522	Alabama By-Prod. Corp	Birmingham, Ala.	2530	Kalamazoo Paper Co	Kalamazoo, Mich.
2545	Allied Research Assoc., Inc	Concord, Mass.	2600	Koret of Calif.**	San. Francisco, Calif.
2521	American Commercial Agency, Inc	Charlotte, N.C.	2539	Lawter Chemicals, Inc**	Chicago, Ill.
2534	American Vitriified Products Co**	Cleveland, Ohio	2523	Liberty Bell Racing Assoc.	Phila. Penna.
2540	Aries Coro**	McLean, Va.	2543	Los Angeles Airways, Inc	Los Angeles, Calif.
2544	Amusa Valley Water Co	Amusa, Calif.	2501	McBryde Sugar Co Ltd	Honolulu, Hawaii
2561	Barel Ind., Inc**	New York, N.Y.	2504	Mine Safety Appliances Co	Pitts.Penna.
2529	Butterick Co	New York, N.Y.	2516	New York Times Co	New York, N.Y.
2601	Carol Wire & Cable Coro**	Pawtucket, R.I.	2526	Noland Co	Newport News, Va.
2536	Central Steel & Wire Co**	Chicago, Ill.	2537	Optical Coating Lab, Inc**	Santa Rosa, Calif.
2531	Century Life Diversified, Inc.	Fort Worth, Texas.	2533	Orrtronics, Inc**	Toledo, Ohio
2500	Chilton Co	Phila. Penna.	2508	Petersburg & Hopewell Gas Co	Petersburg, Va.
2507	Clinton Oil Co**	Wichita, Kansas	2528	Pocono Hotels Corp	Wilmington, Del.
2524	Conastoga Telephone & Telegraph Co**	Birdsboro, Penna.	2559	Roosevelt Natl. Invst. Co & Roosevelt Natl. Life Insur. Co of America	Springfield, Ill.
2563	Curtis Electro Corp**	Reading, Penna.	2515	Royal Savings & Loan Association	Los Angeles, Calif.
2554	The Cyclotron Corp**	Berkeley, Calif.	2513	San Antonio Corp	Dallas, Texas
2527	Del Monte Properties Co	Pebble Beach, Calif.	2502	South States Oil & Gas Co	San Antonio, Texas
2532	Fifth Dimension, Inc**	Princeton, New Jersey	2517	Toreador Royalty Corp	Dallas, Texas
2542	Financial Intl. Corp	Wash. D.C	2586	E. R. Wagner Mfg. Co**	Milwaukee, Wis.
2541	Hotel Syracuse, Inc	Syracuse, N.Y.	2519	West Bay Financial Corp	Gardena, Calif.
2599	Income Realty Shares	Cleveland, Ohio	2503	Whitehall Cement Mfg. Co	Phila., Penna.
			2538	John Wiley & Sons, Inc**	New York, N.Y.

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 May 2 News Digest.

Klear-Vu Industries, Inc. Apr67 (7,11) 1-4522-2
 Lear Jet Corporation Apr67 (1,12) 0-1693-2
 Leece-Neville Co. May67 (4,7) 1-5107-2
 Levitt & Sons Inc. Apr67 (12,13) 1-4470-2
 P.R. Mallory & Co., Inc. Apr67 (11,13) 1-4060-2
 Malone & Hyde, Inc. Apr67 (11) 0-1881-2
 Manhattan Shirt Company Mar67 (7) 1-241-2
 Maryland Cup Corporation Feb67 (7,13) 1-4430 -2
 McCrory Corp. Apr67 (7,8) 1-2759-2
 McDonald's Corp. Apr67 (3,11) 1-5231-2
 F. H. MC Graw And Co. Apr67 (11) 0-939-2
 Mersick Industries, Inc. Apr67 (2,13) 0-1601-2
 Michigan Bell Telephone Co. Apr67 (11) 1-3499-2
 Miller And Rhoads Inc. Apr67 (12,13) 1-3424-2
 Minnesota Enterprises, Inc. Apr67 (2,13) 1-103-2
 Mississippi River Corp. Apr67 (8) 1-3599-2
 Mount Clemens Corp. Apr67 (2,13) 0-1669-2
 MSI Industries, Inc. Apr67 (4,11,12,13) 1-3205-2
 National Chemsearch Corp. Apr67 (7,8) 0-2219-2
 National Fuel Gas Co. Apr67 (11,13) 1-3880-2
 National Securities Inc. Apr67 (7,8) 0-1105-2
 New Haven Water Co. Apr67 (11,13) 0-717-2
 New York State Electric & Gas Corp. Apr6 (7) 1-3103-2
 Nopco Chemical Co. Apr67 (2) 1-2627-2
 Oakite Products, Inc. Apr67 (11,12,13) 0-2167-2
 Park Drop Forge Co. Apr67 (11,13) 2-15269-2
 Pennsylvania Electric Co. Apr67 (13) 1-3522-2
 Pennsylvania Glass Sand Corp. Apr67 (11) 1-2622-2
 Pentron Electronics Corp. Apr67 (2,12,13) 1-4303-2
 Pepsi Cola General Bottlers Inc. Apr67 (7,13) 1-5105-2
 Petrolite Corp. Apr67 (11,13) 0-685-2
 Phillips Petroleum Co. Apr67 (7,13) 1-720-2
 Reeves Industries, Inc. Apr67 (11) 1-4184-2
 Rocky Mountain Natural Gas Co. Apr67 (11) 0-1101-2
 Rothmoor Corp. Apr67 (11) 0-2439-2
 G.T. Schjeldahl Company Apr67 (8) 0-45-2
 Scripto, Inc. Apr67 (11,12) 0-992-2
 Season-All Industries, Inc. Apr67 (11,13) 1-4706-2
 Servo Corp Of America Mar67 (7,8,12) 1-3925-2
 Shamrock Oil & Gas Corp. Apr67 (7) 1-2258-2
 Sharon Steel Corp. Apr67 (11,13) 1-569-2
 Silicon Transistor Corp. Apr67 (13) 1-4483-2
 Simon & Schuster, Inc. Apr67 (3,8,11) 0-38 -3
 South Georgia Natural Gas Co. Apr67 (10,11,13) 0-957-2
 Southern Natural Gas Company Apr67 (7,13) 1-2745-2
 Southern RY Co. Apr67 (7,13) 1-743-2
 Sovereign Life Insurance Co. Of Calif. Apr67 (11) 2-20919-2
 Sperry Rand Corp. Apr67 (13) 1-3908-2
 Sprague Electric Company Mar67 (11) 1-5301-2
 Standard Oil Co. Apr67 (11,13) 1-580-2
 Sunray DX Oil Co. Apr67 (11,13) 1-2379-2
 Super Valu Stores Inc. Mar67 (13) 0-390-2
 S.W. Industries, Inc. Apr67 (11) 0-846-2
 Swift & Co. Apr67 (11,13) 1-1168-2
 Systems Engineering Laboratories, Inc. Apr67 (12,13) 0-2259-2
 Tampa Electric Co. Apr67 (11,13) 1-5007-2
 Thiokol Chemical Corp. Apr67 (11,13) 1-3572-2
 Transamerica Corp. Apr67 (2,7,11,13) 1-2964-2
 Trans-Beacon Corp. Apr67 (12) 1-2342-2
 Trans World Airlines, Inc. Apr67 (11,13) 1-975-2
 Tremco MFG. Co. Apr67 (11,13) 0-291-2
 Trunkline Gas Company Apr67 (13) 2-25332-2
 Unarco Industries, Inc. Apr67 (11,13) 1-3296-2
 Union Rock & Materials Corp. Apr67 (11,13) 0-2606-2
 Uniroyal, Inc. Apr67 (2) 1-62-2
 United Canso Oil & Gas, LTD. Apr67 (11) 1-3791-2
 United Capital Life Investors Corp. Apr67 (11,12) 0-1076-2
 United States Lumber Co. Apr67 (12) 0-601-2
 Valley Gas Co. Apr67 (11,13) 0-1243-2
 Varo, Inc. Apr67 (7,13) 1-5381-2
 Veeder Industries, Inc. Apr67 (11) 1-5076-2
 E.R. Wagner Manufacturing Co. Apr67 (11) 0-2586
 Warner Brothers Pictures, Inc. Apr67 (12,13) 1-3727-2
 Wesco Financial Corp. Apr67 (7,9,10) 1-4720 -2
 Western Empire Life Ins Co. Apr67 (11) 2-15283-2
 Western Investment Real Estate Trust Apr67 (2) 223013-2
 Westinghouse Electric Corp. Apr67 (7,11,13) 1-977-2
 Winchell Donut House, Inc. Apr67 (12,13) 0-1788-2
 Wolverine Aluminum Corp. Apr67 (7) 1-5074-2
 Worthington Corp. Apr67 (4,11,13) 1-437-2
 amendments to 8K
 md. #1 8K For Siskon Corp. Sept66 (2) 1-3420-2

CORRECTION RE SCHLITZ BREWING FILING. The SEC News Digest of May 25 should have referred to Fred W. Uihlein as vice president of Jos. Schlitz Brewing Company instead of president and board chairman.

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended May 25, 1967, 50 registration statements were filed, 61 became effective, 5 were withdrawn, and 438 were pending at the week-end.

SECURITIES ACT REGISTRATIONS. Effective May 29: General Electric Co., 2-26544; General Aniline & Film Corp., 2-26550; Santa Fe Drilling Co., 2-26540; Criterion Insurance Co., 2-26199 (40 days).
Effective May 31: Hackensack Water Co., 2-26451 (July 10); New England Nuclear Corp., 2-26350 (Aug 31).

CORRECTION RE AIRLIFT INTERNATIONAL, INC. The item in the SEC News Digest of May 29 reporting effectiveness that date of the registration statement filed by Airlift International, Inc. (File 2-26214), was followed incorrectly by "(40 days)". Strike the "(40 days)".

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.