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 SEC Publications Unit, cite number)

(Issue No. 67-126) FOR RELEASE July 3, 1967

PUBLIC INFORMATION ACT RULES ADOPTED. The SEC has adopted amendment of its rules (Release 33-4871) to implement the recently-enacted amendment of Section 3 of the Administrative Procedure Act, 5 U.S.C. ¶552. Section 200.80 of Title 17 of the Code of Federal Regulations, which has been redesignated as "Commission Records and Information," has been significantly expanded to reflect in full the nature of information available from the Commission and the manner in which that information may be obtained; but certain matters considered exempt from the provisions of the Public Information Act by ¶552 of 5 U.S.C. will not generally be made available by the Commission to any person. When more than one-half man-hour is required to comply with a request, work in excess of one-half man-hour is subject to the payment of appropriate fees. For further particulars, see Release 33-4871.

AMSBARY FIRM REVOKED. The SEC today announced a decision under the Securities Exchange Act (Release 34-8111) revoking the broker-dealer registration of Amsbary, Allen & Morton, Inc., of Pittsburgh, and expelling it from NASD membership, for violations of the Federal securities laws. Bar orders were issued against three individuals; and three others were suspended for periods of from 30 to 180 days. All consented to the imposition of these sanctions by the Commission, but without admitting or denying the violations alleged.

The Commission ruled that during the period March 1965 through May 1966, the Amsbary firm and the six individuals, in connection with the offer, sale and purchase of securities of Siltronics, Inc., Southern Foods, Inc., Frasure Hull, Inc. and Equality Plastics, Inc., engaged in acts and practices violating the anti-fraud and anti-manipulative provisions of the said laws. More particularly, they were found to have induced inexperienced and unsophisticated customers to believe that they would deal fairly with them in all securities transactions; permitted and arranged trading that was excessive in view of the nature of customers' accounts; induced the purchase of speculative securities without regard for the financial needs, circumstances or objectives of individual customers; failed to disclose the firm's special interests in commissions, charges and profits on certain transactions; induced customers to purchase securities of Southern without making appropriate disclosure of common control of the firm and Southern; and made false and misleading representations concerning, among other things, the prospects of the securities, opposite representations made contemporaneously to other customers, the maintenance by the firm of a work-out market for customers desiring to sell their securities and the fact that as a result of such market purchasers might be unable to sell their securities. In addition, the firm, Moore and Hirsh sold securities at excessive and unreasonable prices.

Persons barred from further association with broker-dealer firms were Louis A. Moore, president and a principal stockholder of the firm, Larry Hirsh, its secretary-treasurer and also a principal stockholder, and Anthony J. Pivirotto, allegedly its former sales manager. Harold E. Haffner, Frank G. Gorman, Jr., and Patrick J. Kelly, allegedly former salesmen, were suspended from any such association for periods of 180, 60 and 30 days, respectively, with the proviso that none of them may become employed in the securities business thereafter without first making a showing that his activities will be adequately supervised.

JADE OIL & GAS, OTHERS, ENJOINED. The SEC Los Angeles Branch Office announced June 28 (LR-3761) that the Federal court (USDC, Los Angeles) entered a judgment permanently enjoining Jade Oil & Gas Co. and Johnny Mitchell, individually and as president of the corporation, from further violations of the registration provisions of the Securities Act in the offer and sale of Jade Oil stock. The defendants consented to the entry of the injunction. On June 15, Benjamin J. Balos, of Beverly Hills, Calif., was also permanently enjoined from engaging in the same acts and practices and consented to the entry of the injunction. In consenting to the injunction, Jade Oil & Gas Co. agreed to file a voluntary petition for reorganization under Chapter X of the National Bankruptcy Act, and agreed to make an immediate public announcement setting forth its true financial condition.

SUBSCRIPTION TELEVISION TRADING BAN CONTINUED. The SEC has issued an order under the Securities Exchange Act suspending over-the-counter trading in securities of Subscription Television, Inc., New York, for the further ten-day period July 5 through July 14, inclusive.

AMERICAN ELECTRIC POWER RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15779) authorizing American Electric Power Company, Inc. and its subsidiary, Ohio Power Company, to sell "Unit Two" of its new electric steam generating plant ("Cardinal Station") near Brilliant, Ohio, to Buckeye Power, Inc. ("Buckeye"), a nonassociate non-profit Ohio corporation organized by 28 electric cooperatives in Ohio. Ohio recently completed "Unit One" of the Cardinal Station and the construction of "Unit Two" is nearing completion. Ohio and Buckeye have entered into an agreement pursuant to which Ohio proposes to sell Unit Two and certain related facilities to Buckeye. In addition, Buckeye is to acquire substation facilities associated therewith and an undivided one-half interest in general facilities serving both units. Buckeye will pay to Ohio the cost of the real property and of construction and the facilities transferred to it and the interest on construction, aggregating some $65,050,000. The Cardinal Station will be operated as a single station by Cardinal Operating Company, a newly organized Ohio corporation, which proposes to

OVER

issue 250 common shares each to Ohio and Buckeye. In return, Ohio and Buckeye each will be entitled to designate one-half of the board of directors of Cardinal and will provide funds to Cardinal for use as working capital and other purposes.

DELISTING GRANTED. The SEC has issued an order under the Securities Exchange Act (Release 34-8115) granting an application of the American Stock Exchange to strike from listing and registration the common stock of William-McWilliams Industries, Inc., effective at the opening of business on July 3, 1967. The application states that there are only 56,350 shares of common stock held by public stockholders as a result of a tender offer by Zapata Off-Shore Company.

GENERAL NUMISMATICS PROPOSES RIGHTS OFFERING. General Numismatics Corporation, Penn Street and Industrial Drive, Yeadon, Pa. 19051, filed a registration statement (File 2-26819) with the SEC on June 28 seeking registration of 17,180 shares of common stock, to be offered for subscription by holders of its common stock; the record date, subscription rate, offering price ($22 per share maximum*), and underwriting terms are to be supplied by amendment. Weis, Voisin, Cannon, Inc., 111 Broadway, New York 10006 is listed as the principal underwriter. The prospectus also covers 5,018 warrants and a like number of underlying shares issued to a former underwriter, 5,000 warrants for the purchase of a like number of common shares to be issued by the company to the underwriter, 300 shares each to be issued to Alfred Cooperman and John Alexander, employees of the underwriter as a finder's fee, and 14,000 shares sold by the company pursuant to private placement.

Organized under Pennsylvania law in July 1964, the company is engaged in activities related to the numismatic field and to the manufacture and sale of other products produced principally by the coining process. Of the net proceeds from the stock sale, $100,000 will be used to repay a bank loan, $115,000 for the purchase of additional equipment, $25,000 for costs of plant rearrangement and leasehold improvements, and the balance added to working capital. In addition to indebtedness, the company has outstanding 258,056 common shares, of which management officials hold 46.7% (including 38% owned by Joseph M. Segel, president). Gilroy Roberts is board chairman.

BROWN-FORMAN DISTILLERS FILES EXCHANGE PROPOSAL. Brown-Forman Distillers Corporation, 1908 Howard St., Louisville, Ky. 40202, filed a registration statement (File 2-26821) with the SEC on June 28 seeking registration of 312,109 shares of Class B common stock. These shares are to be issued upon the effectiveness of a merger between the company and Quality Importers, Inc., a New York corporation, to certain directors, executive officers and partners of counsel for Quality. Under the terms of the Agreement and Plan of Merger, 517,129 shares of the Class B common are to be issued, on a share for share basis, in exchange for the outstanding Quality common. The 312,019 Class B shares being registered are to be issued to persons who may be deemed to be in the group which "controlled" Quality prior to the merger. Principal among these is Henry C. Kaplan, who will receive 255,869 shares. The prospectus indicates that all or part of the shares being registered may be sold from time to time at prices prevailing at the time of sale ($21.25 per share maximum*).

Brown-Forman is engaged in distilling, blending, manufacturing, purchasing, importing, exporting, bottling, selling and marketing a wide variety of distilled spirits, wines and malt beverages, and in manufacturing new oak barrels. Quality is an importer and distributor of scotch whiskies and Irish whiskey. In addition to indebtedness and preferred stock, Brown-Forman has outstanding 600,000 common shares. Geo. Garvin Brown is board chairman and D. L. Street is president.

MORRISON-KNUDSEN CO. FILES EXCHANGE PROPOSAL. Morrison-Knudsen Company, Inc. ("Morrison-Knudsen"), 319 Broadway, Boise, Idaho, filed a registration statement (File 2-26822) with the SEC on June 28 seeking registration of 30,192 shares of common stock. The stock is to be offered by Broadway Holding Company ("Broadway"), a wholly-owned subsidiary of Morrison-Knudsen, in exchange for the common stock of Intermountain Equipment Company, a 68.71% controlled subsidiary of Broadway, at the rate of 16 shares of Morrison-Knudsen for each of the 1,887 outstanding minority shares of Intermountain.

Morrison-Knudsen is a general contractor engaged in all types of construction. Its subsidiary, Broadway, owns and operates various investment properties, including real estate holdings in Idaho, California and Washington. In addition to indebtedness, the company has outstanding 1,997,749 common shares, of which Harry W. Morrison, board chairman, and his wife, own 15.22%. John B. Bonny is president.

STRATEGIC SYSTEMS PROPOSES OFFERING. Strategic Systems Inc., 250 Broadway, New York 10007, filed a registration statement (File 2-26824) with the SEC on June 29 seeking registration of 120,000 shares of common stock and 60,000 warrants to purchase a like number of underlying common shares. The securities are to be offered for public sale in units consisting of two common shares and one warrant. The offering is to be made through company representatives. The offering price ($7 per share maximum*) is to be supplied by amendment.

The company is engaged in offering to clients services in the following three areas of data processing: (1) management consultation, (2) systems designs and programming, and (3) computer service activities. Net proceeds from the sale of the units will be used for (1) retirement of notes, (2) programming research and development, (3) marketing campaign and sales force, (4) initial set-up and initial carrying charges for additional data processing equipment, (5) expansion of present office facilities and technical staff; and (6) additional working capital. In addition to indebtedness, the company has outstanding 472,000 common shares, of which management officials own 73.965%. Irwin Gertz is president and board chairman.

OWENS-CORNING FIBERGLAS PROPOSES OFFERING. Owens-Corning Fiberglas Corporation, National Bank Bldg., Toledo, Ohio 43604, filed a registration statement (File 2-26825) with the SEC on June 29 seeking registration of 400,000 shares of common stock. The shares are to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 55 Broad St., Lazard Freres & Co., 40 Wall St., and White, Weld & Co., 20 Broad St., all of New York. The public offering price ($72.50 per share maximum*) and underwriting terms are to be supplied by amendment.

CONTINUED

A manufacturer of fiber glass products, the company will add the net proceeds of the stock sale to its general funds, to be applied in reduction of some $36,000,000 of bank borrowings incurred to finance its capital expenditures, estimated at $29,000,000 for 1967 and $22,000,000 for 1968. In addition to indebtedness, the company has outstanding 6,765,316 common shares, of which management officials hold 4.26%. Harold Boeschenstein is board chairman and Lauris Norstad is president.

MOUNTAIN STATES T & T PROPOSES OFFERING. The Mountain States Telephone and Telegraph Company, 931 - 14th St., Denver, Colo. 80202, filed a registration statement (File 2-26826) with the SEC on June 29 seeking registration of $85,000,000 of debentures, due 2007, to be offered for public sale at competitive bidding.

A telephone utility, the company will apply the net proceeds of its debenture sale toward repayment of advances of some $96,000,000 from its parent, American Telephone and Telegraph Company. Borrowings from the parent are made for the subsidiaries' construction program and other corporate purposes; construction expenditures for 1967 are expected to exceed the $166,300,000 expended in 1966. L. F. Wingert is president.

CONTINENTAL CONVEYOR PROPOSES OFFERING. Continental Conveyor & Equipment Company, Winfield, Ala. 35594, filed a registration statement (File 2-26830) with the SEC on June 29 seeking registration of 150,000 shares of common stock. The stock is to be offered for public sale through underwriters headed by The Robinson-Humphrey Company, Inc., 2000 Rhodes Haverty Bldg., Atlanta, Ga. 30303. The public offering price ($18.00 per share maximum*) and underwriting terms are to be supplied by amendment.

The company's business is divided into four areas: the engineering and design, manufacture, and installation of bulk materials handling equipment and systems; general engineering services; the design, manufacture and sale of steel windows; and the manufacture and sale of metal office chairs. Net proceeds of the stock sale will be added to the company's working capital and used to pay a mortgage note of $60,918 owed the Small Business Administration, to pay long-term indebtedness of $100,000 owed a financial institution, and to reduce some $1,547,475 of short-term bank borrowings. In addition to indebtedness, the company has outstanding 198,550 common shares, of which management officials hold 38% (including 25% owned by Nelson J. Kemp, board chairman and president).

ANHEUSER-BUSCH PROPOSES OFFERING. Anheuser-Busch, Incorporated, 721 Pestalozzi St., St. Louis, Mo. 63118, filed a registration statement (File 2-26831) with the SEC on June 29 seeking registration of $50,000,000 of debentures, due 1992, to be offered for public sale through underwriters headed by Dillon, Read & Co., Inc., 46 William St., New York 10005. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company produces and distributes beer. Net proceeds of the debenture sale will be added to general funds of the company and will be available, together with internally generated funds, for capital expenditures. The company's expansion program for 1967-69 includes the construction of additional facilities at its Houston brewery at an estimated cost of $11,000,000, and construction of two new breweries, located in Columbus, Ohio and Jacksonville, Fla., at an estimated cost of $50,000,000 and $47,000,000, respectively. August A. Busch, Jr. is president and board chairman.

OGDEN CORPORATION FILES FOR SECONDARY. Ogden Corporation, 161 East 42nd St., New York 10017, filed a registration statement (File 2-26833) with the SEC on June 29 seeking registration of 182,787 outstanding shares of common stock. The holders thereof propose to offer the shares for public sale from time to time on the New York Stock Exchange or otherwise, at prices prevailing at the time of sale ($31.875 per share maximum*).

The company is an industrial management company engaged in marine construction, ferrous and non-ferrous scrap, food processing, stevedoring and marine terminal services, manufacturing equipment for separation of solids and liquids and mining machinery, demolition and dismantling, environmental testing, heating, air conditioning and plumbing contracting, and hospital laboratory equipment manufacturing. In addition to indebtedness, it has outstanding 6,125,908 common shares, of which Allen & Company, owns 18%. The prospectus lists five selling stockholders. N. V. Deli Maatschappij proposes to sell all of his holdings of 68,737 shares, Harry G. Koch, 50,000 of 343,500 shares, and the others propose to sell amounts ranging from 15,550 to 30,000 shares. Ralph E. Ablon is board chairman and president.

DPA, INC. PROPOSES DEBENTURE OFFERING. DPA, Inc., 2636 Farrington St., Dallas, Tex. 75207, filed a registration statement (File 2-26834) with the SEC on June 29 seeking registration of $2,500,000 of convertible senior subordinated debentures, due 1979. The debentures are to be offered for public sale through underwriters headed by H. L. Federman & Co., Inc., 50 Broadway, New York 10004. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the business of renting to its customers data processing equipment principally utilized to maintain financial and accounting records. Net proceeds from the debenture sale will be used to purchase data processing equipment, substantially all of which is expected to be computer equipment. In addition to indebtedness and preferred stock, the company has outstanding 892,052 common shares, of which management officials own 128,880 shares. William J. Friedman is board chairman and John B. Tuthill is president.

PREFERRED CAPITAL CORP. PROPOSES OFFERING. Preferred Capital Corp., 6001 N. 91st St., Milwaukee, Wisc. 53218, filed a registration statement (File 2-26835) with the SEC on June 29 seeking registration of 100,000 shares of common stock. The shares are to be offered for public sale through company representatives at $10 per share.

The company intends to operate as a closed-end nondiversified investment company and is a licensee of the SBA. Its business consists of investing in the convertible debt securities and equity securities of small business concerns and of making term loans to such businesses. Net proceeds of the stock sale will be

OVER

added to the general funds of the company and, together with the additional amounts which can be borrowed as a result of the company's increased capitalization, will be available for investments in small business concerns. In addition to indebtedness, the company has outstanding 102,000 common shares, of which management officials own 48.0% (including 15.8% owned by Edward L. Machulak, board chairman and president, and his family).

CONTINENTAL CONNECTOR FILES FOR SECONDARY. Continental Connector Corporation, 34-63 56th St., Woodside, N. Y. 11377, filed a registration statement (File 2-26836) with the SEC on June 29 seeking registration of 150,000 outstanding shares of Class A stock. These shares are to be offered for public sale by the holders thereof through underwriters headed by Goodbody & Co., 2 Broadway, New York 10004; the public offering price ($18.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the development, manufacture and sale of multi-contact precision rack and panel and printed circuit connectors, sold primarily to companies in the electronics, aerospace, communications data processing and defense industries. In addition to indebtedness, it has outstanding 777,254 Class A shares, of which management officials own 55.96%. Ralph A. DeJur, board chairman, proposes to sell 60,000 of his holdings of 167,959 shares; Harry DeJur, a director, 60,000 of his holdings of 181,060 shares; and Leon Gilbert, president, 30,000 of his holdings of 91,000 shares.

MURPHY OIL CORP. PROPOSES RIGHTS OFFERING. Murphy Oil Corporation, 200 Jefferson Ave., El Dorado, Ark. 71730, filed a registration statement (File 2-26828) with the SEC on June 29 seeking registration of 171,584 shares of cumulative preference stock. The shares are to be offered for subscription by common stockholders of record at the close of business on July 20, at the rate of one preference share for each 23 shares of common stock then held. The subscription price is $100 per share. Any unsubscribed shares may be offered for public sale through underwriters headed by Morgan Stanley & Co., 2 Wall St., New York 10005 and Equitable Securities Corp., 322 Union St., Nashville, Tenn. 37203. The interest rate and underwriting terms are to be supplied by amendment.

The company is principally engaged in exploration for, development, production, and sale of crude oil and natural gas, in extraction and sale of liquefied petroleum products, and in refining, transporting, buying and selling crude petroleum and products derived therefrom. Net proceeds from the sale of the preference stock will be used to repay some $8,000,000 of indebtedness to banks incurred in connection with its 1966 capital expenditure program of $14,300,000, and the remainder will be added to general funds to be available for its 1967 capital expenditures. In addition to indebtedness and preferred stock, the company has outstanding 3,917,632 common shares, of which management officials own 21.27%. C. H. Murphy, Jr. is president and J. A. O'Connor, Jr. is board chairman.

COLUMBIA FUND DISSOLVED. The SEC has issued an order under the Investment Company Act (Release IC-5019) giving interested persons until July 21 to request a hearing upon its proposal to declare that Columbia Fund, Inc., Washington, D. C., has ceased to be an investment company. The company's president has informed the Commission that all outstanding assets have been distributed and that the corporation was formally dissolved on petition to the Delaware Corporation Commission.

SEC COMPLAINT NAMES SOUTHPORT INSTRUMENTS, OTHER. The SEC Boston Regional Office announced June 29 (LR-3762) the filing of a complaint (USDC, Conn.) seeking to enjoin Southport Instruments, Inc., a Delaware corporation with its principal place of business at Fairfield, Conn., and Dr. David L. Hill, its president and principal stockholder, from further violations of the registration and anti-fraud provisions of the Securities Act in the offer and sale of Southport stock.

SECURITIES ACT REGISTRATIONS. Effective June 30: Computer Applications Inc., 2-26511 (40 days) and 2-26209 (40 days); Cook Coffee Co., 2-26658; Fisher Scientific Co., 2-26707; Iowa-Illinois Gas and Electric Co., 2-26675; Kimberly-Clark Corp., 2-26798; M. H. Lamston, Inc., 2-26403; Louisville Gas and Electric Co., 2-26720; New England Power Co., 2-26651 (40 days); Screen Gems, Inc., 2-25843 (40 days); John Wiley & Sons, Inc., 2-26175; Williams Brothers Pipe Line Co., 2-25949; Zapata Off-Shore Co., 2-26603 (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.

---oooOooo---