

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

Washington 25, D.C.

FOR RELEASE October 27, 1958

Statistical Release No. 1563.

The SEC Index of Stock Prices, based on the closing prices of 265 common stocks for the week ended October 24, 1958, for the composite and by major industry groups compared with the preceding week and with the highs and lows for 1958, is as follows:

| | 1939 = 100 | | Percent Change | 1958 | |
|--------------------------|------------|----------|-------------------|-------|-------|
| | 10/24/58 | 10/17/58 | | High | Low |
| Composite | 374.3 | 378.9 | -1.2 | 378.9 | 299.0 |
| Manufacturing | 470.4 | 478.0 | -1.6 | 478.1 | 373.3 |
| Durable Goods | 434.6 | 441.9 | -1.7 | 441.9 | 332.2 |
| Non-Durable Goods | 494.4 | 502.1 | -1.5 | 503.5 | 402.2 |
| Transportation | 311.1* | 309.7 | +0.5 | 311.1 | 219.7 |
| Utility | 184.0 | 184.2 | -0.1 | 184.2 | 155.5 |
| Trade, Finance & Service | 345.8 | 346.3 | -0.1 | 346.3 | 263.2 |
| Mining | 337.6 | 347.0 | -2.7 | 347.2 | 261.3 |

*New High

ELECTRONICS COMMUNICATIONS FILES FOR STOCK OFFERING

Electronics Communications, Inc., St. Petersburg, Fla., filed a registration statement (File 2-14451) with the SEC on October 24, 1958, seeking registration of 100,000 shares of its Common Stock, to be offered for public sale through an underwriting group headed by Laird & Company, Corporation, of New York. The public offering price and underwriting terms are to be supplied by amendment.

The company's principal business consists of the design, development and manufacture of electronic communications, detection and navigation equipment, electronic and electro-mechanical control devices and high performance special design motors - the end use being primarily for the U.S. military forces. Net proceeds of the proposed stock offering will be added to the general funds of the company and will be available for such general corporate purposes as the board of directors may determine, including working capital for defense production business. Initially, a major portion of the net proceeds will be used to reduce bank loans under the company's V-Loan agreement, which amounted to \$5,900,000 on October 15, 1958. Additional bank loans, however, may be required from time to time. Within the next six months the company intends to expend about \$200,000 for property and equipment, including \$49,000 for the purchase of about 14 acres of land in St. Petersburg.

The company has outstanding 238,908 common shares, of which 182,684 shares (76.5%) are said to be owned (along with 20,400, or 35.7% of the outstanding preferred stock) by certain trusts established for the benefit of members of the William H. Donner family, the investments for which are under direction of The Donner Corporation.

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For further details, call ST. 3-7600, ext. 5526

OIL SHALE CORP. FILES FINANCING PROPOSAL

The Oil Shale Corporation, Beverly Hills, Calif., filed a registration statement (File 2-14452) with the SEC on October 24, 1958, seeking registration of the following: (1) 593,920 shares of common stock to be issued upon exercise of stock purchase warrants evidencing options to purchase common shares, which warrants are exercisable at 88¢ per share (estimated proceeds, \$522,650); (2) 297,177 shares, to be offered to holders of outstanding 5½% Convertible Debentures due October 31, 1964 at the conversion price of 66-2/3¢ per share (no cash proceeds to the company); (3) 351,300 common shares, issuable upon conversion of outstanding 4½% Convertible Debentures at the conversion price of \$2 per share (no cash proceeds to the company); (4) \$59,155 of 4½% Convertible Debentures to be offered to certain stockholders of Oil Shale of record May 23, 1958, which were not held on that date by persons who were stockholders on March 16, 1957 and which were not "eligible shares" in connection with an offer made to stockholders in May 1958; (5) 29,577 common shares into which the latter debentures are convertible; and 25,000 common shares, to be issued to Linden and Company, a company of which two directors of the issuer were and are stockholders, officers and directors, as part consideration (with \$100,000) for a process for shale retorting.

Cash proceeds to the company from its sale of the debentures and common shares will be used for its general corporate purposes, including payments to Denver Research Institute for the continued experimentation with and development of the process. Denver Research Institute has agreed to test the company's process for the production of shale oil and to build and operate a pilot plant for such purpose on behalf of the company. According to the prospectus, the company has expended \$716,273 for the acquisition of the process and payments to Denver Research Institute; and it has "no present intention with respect to the acquisition or method thereof of the approximately \$23,000,000 estimated by Denver Research Institute to be the cost of constructing a scaled-up commercial plant, nor does the Management have any present intention or plans concerning the construction of such a plant."

G-L ELECTRONICS PROPOSES STOCK OFFERING

G-L Electronics Company, Inc., Camden, N.J., filed a registration statement (File 2-14453) with the SEC on October 24, 1958, seeking registration of 75,000 shares of its 20¢ par common stock to be offered for public sale through Woodcock, Hess, Moyer & Co., Inc., Stroud & Co., Inc., Butcher & Sherrerd and four other firms. The public offering price and underwriting terms are to be supplied by amendment.

Organized in March 1956, the company is engaged in the manufacture of magnetic components for the electronics industry. It now has outstanding 390,000 common shares, of which 105,000 shares each are held by Dr. Edward A. Gaugler, president, and Stephen Girard Lax, board chairman, both of Haddonfield, N. J. Net proceeds of the proposed stock offering are to be applied by the company, in the approximate amount of \$150,000, to the purchase of additional equipment and tooling for the expansion of its magnetic laminations program; \$75,000 to discharge short-term bank loans incurred for working capital requirements; and the balance for increased working capital, expansion of operations and other purposes.

H-C CORP. FILES FOR OFFERING

H-C Corporation, Danbury, Conn., filed a registration statement (File 2-14454) with the SEC on October 24, 1958, seeking registration of \$1,300,000 of Convertible Debentures due November 1, 1973, and 180,000 shares of its \$1 par common stock.

Organized under Delaware laws on October 16, 1958, the company is engaged in the manufacture of precision-formed coiled wire screw thread inserts and related tools. It proposes to change name to Heli-Coil Corporation prior to the proposed offering of its securities. It has acquired substantially all the assets of a subsidiary of Topp Industries, Inc., which had carried on the business under the same name and at the same Danbury location. As consideration therefor, the

company issued to the Topp subsidiary \$1,300,000 of debentures and 180,000 common shares, and assumed all the liabilities of the Topp subsidiary. These debentures and common shares, are the subject of this registration, and are to be offered for public sale through an underwriting group headed by W. C. Langley & Co. The public offering prices and underwriting terms are to be supplied by amendment. Of the proceeds, \$3,500,000 will accrue to the benefit of the Topp subsidiary; and the balance will be applied against the expenses incurred by the company in connection with its organization and the issuance and offering of the debentures and common shares. The company intends to carry on the business of the Topp subsidiary in the same manner and with substantially the same executive officers and employees as heretofore carried on by the Topp subsidiary.

The company's prospectus lists Eduard Baruch as president.

LIBBEY-OWENS-FORD GLASS FILES EMPLOYEE STOCK OPTION PLAN

Libbey-Owens-Ford Glass Company, Toledo, Ohio, filed a registration statement (File 2-14455) with the SEC on October 24, 1958, seeking registration of 21,858 common shares, for sale to employees holding Series N options granted pursuant to the company's Employee Stock Option Plan.

SHERATON CORP. FILES FOR DEBENTURE OFFERING

Sheraton Corporation of America, Boston, filed a registration statement (File 2-14456) with the SEC on October 24, 1958, seeking registration of \$26,500,000 of 7½% Capital Income Sinking Fund Debentures. The company proposes to offer \$8,000,000 of the debentures in exchange for outstanding common shares and an additional \$4,000,000 in exchange for outstanding 4-3/4% Convertible Debentures due March 1, 1967 and 5% Debentures due March 1, 1967, the terms of the exchange offers to be supplied by amendment. An additional \$1,000,000 of the new debentures are to be offered to company employees at an offering price equal to 95% of principal amount. The remaining \$12,000,000 of debentures, plus any part of the \$12,000,000 not taken pursuant to the exchange offers, will be offered for public sale at 100% of principal amount through Sheraton Securities Corporation, a subsidiary. The latter will offer the securities on a best efforts basis, for which it will receive a selling commission of 5%. Quantity discounts will be allowed on the debentures sold to the public, ranging from ½% on a purchase of \$5,000 of debentures to 2½% on the purchase of \$500,000 or more.

Net proceeds from the sale of the debentures will be added to the general funds of the company, and together with funds received from other sources, will be available for its general corporate purposes, including the financing of the cost of any acquisitions and new construction which the company is currently undertaking or which it may hereafter undertake. Substantial expenditures will be incurred in connection with projects which the company has agreed or now plans to undertake, including principally the construction of hotels in Binghamton, N. Y., Portland, Ore., and Dallas, Texas, as well as improvements and renovations to the Hotel Cleveland, in Ohio. However, the management expects that the funds required for these purposes will be obtained from current earnings, mortgages on the specific properties involved, and other sources. If necessary, the proceeds from the sale of debentures may be used in part for such purposes. However, the company is said to be making this offering primarily for the purpose of obtaining funds for projects which it may hereafter undertake in connection with the expansion and improvement of its business and not because of any present or expected need of funds in connection with existing commitments or plans.

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UNITED MERCHANTS AND MFG. FILES EMPLOYEE STOCK PLAN

United Merchants and Manufacturers, Inc., New York, filed a registration statement (File 2-14457) with the SEC on October 24, 1958, seeking registration of \$500,000 of Interests in its Employees Stock Purchase Plan for 1959, together with 75,000 common shares which may be issued under said Plan. The registration statement also includes an additional 119,335 common shares, which may be optioned or are available for purchase on options issued heretofore under the company's Executive Employees Restricted Stock Option Plan.

TRICE OIL AND GAS TO OFFER INTERESTS IN PROGRAMS

Trice Oil and Gas Company, Longview, Texas, filed a registration statement (File 2-14458) with the SEC on October 24, 1958, seeking registration of \$4,400,000 of Participations in its 1959 Oil and Gas Exploration Programs 5901, 5902, 5903, and 5904, to be offered in minimum units of \$5,000.

Proceeds from the sales of participations in the programs will be used for the acquisition and exploration of undeveloped oil and gas properties. It is anticipated that exploratory drilling will be concentrated within the states of Texas, Oklahoma and Louisiana. The participants will bear 90% of the exploratory well costs incurred under the programs and Trice Production Company, an affiliate of Trice Oil, will bear 10% thereof. The programs will be managed and directed by Cliff W. Trice as president of both companies.

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Bullock Fund, Ltd., New York investment company, filed an amendment on October 24, 1958, to its registration statement (File 2-10738) seeking registration of an additional 750,000 shares of Capital Stock, \$1 par value.

COLEMAN ENGINEERING FILES FOR OFFERING

Coleman Engineering Company, Inc., Torrance, Calif., today filed a registration statement (File 2-14459) with the SEC seeking registration of \$1,000,000 of 6% Sinking Fund Debentures due 1973, with Warrants. A Warrant to purchase 30 common shares will be attached to each \$500 principal amount of debentures or a total of 60,000 shares, and will be issued without the payment of additional consideration therefor. Warrants for the purchase of an additional 10,000 common shares will be issued to the underwriters. The debentures are to be offered for public sale at 100% of principal amount. Underwriting terms are to be supplied by amendment. Wilson, Johnson & Higgins and Lester, Ryons & Co. are listed as the principal underwriters.

The company is engaged in research, development, engineering and manufacturing in the electro-mechanical and related fields. It also manages and operates a supersonic test track in Utah. Of the net proceeds of this financing, \$700,000 will be used for the retirement of short term borrowings; \$41,383 for retirement of other short term borrowings; \$100,000 for anticipated increases in inventory; and \$63,617 for additions to working capital for general corporate purposes.

REVOCATION PROCEEDINGS INSTITUTED AGAINST MCBRIDE CO.

The Securities and Exchange Commission has ordered proceedings under the Securities Exchange Act of 1934 to determine whether to revoke the broker-dealer registration of John F. McBride Co., Inc., 135 Broadway, New York City. (34-5807).

The proceedings are based upon (1) a December 20, 1954 decree of the United States District Court for the Southern District of New York permanently enjoining McBride Co. and John F. McBride.

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its president, director and sole stockholder, from engaging in and continuing certain conduct and practices in connection with the purchase and sale of securities; and (2) the failure of McBride Co. to file reports of its financial condition for the years 1954 through 1957, as required by Commission rules. The Commission's complaint in the injunction action alleged that McBride Co., McBride and Wyoming-Gulf Sulphur Corporation offered and sold the Sulphur Corporation stock in violation of the Securities Act registration requirement. The defendants consented to the injunction.

A hearing for the purpose of taking evidence with respect to the foregoing will be held at a later date and place (to be announced).

FUNDAMENTAL INVESTORS TO ACQUIRE BARNEY CO. ASSETS

Fundamental Investors, Inc., Elizabeth, N.J. investment company, has applied to the SEC for an exemption order permitting its purchase of substantially all of the cash and securities of the D. N. Barney, Company, Inc.; and the Commission has issued an order (40-2785) giving interested persons until 1:00 P.M. November 12, 1958, to request a hearing thereon.

Barney is an investment company having 35 stockholders. Under an agreement between it and Fundamental, substantially all of the cash and securities owned by Barney, with a total value of \$11,779,384 as of September 15, 1958, will be transferred to Fundamental in exchange for Fundamental shares at their net asset value. The shares of Fundamental will be distributed to Barney shareholders. (If the closing under the agreement had taken place on September 15, 1958, Barney would have received 709,174 shares of Fundamental).

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