

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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INLAND UNDERGROUND FACILITIES FILES FOR STOCK OFFERING. Inland Underground Facilities, Inc., 6500 Inland Drive, Kansas City, Kansas, filed a registration statement (File 2-19428) with the SEC on December 7th seeking registration of 100,000 shares of common stock, to be offered for public sale at \$10 per share. The offering will be made on an all or none basis by Scherck, Richter Company, which will receive an 80¢ per share commission. The statement also includes 8,000 shares underlying a three-year option granted to the underwriter, exercisable initially at \$11 per share.

The company (formerly Thompson-Strauss Quarries, Inc.) is engaged in the mining and quarrying of limestone and the construction and operation of underground freezer and dry warehousing facilities. It is in the process of developing and leasing underground space for other commercial uses such as factories and security vaults. The net proceeds from the stock sale will be used to pay off the balance of \$157,670 due on outstanding debentures, to repay short term bank loans incurred to provide working capital (to the extent of \$100,000), to repay interim loans of \$500,000 to be incurred to finance the conversion to freezer facilities, and for other purposes. The balance will be used to purchase various items of equipment to be utilized in connection with the present expansion of the company's warehouse facilities.

In addition to certain indebtedness, the company has outstanding 506,000 shares of common stock (after giving effect to a recent 230-for-1 stock split), of which Team Enterprises (a Missouri partnership composed of Leonard H. Strauss, president, and Robert L. Wolfson, a director) owns 58.63%, and management officials as a group 90.90%.

CAMPBELL SOUP FILES FOR SECONDARY AND STOCK PLAN. Campbell Soup Company, 375 Memorial Avenue, Camden, N. J., filed registration statements (Files 2-19429 and 2-19430) with the SEC on December 7th seeking registration of (1) 150,000 shares of capital stock, to be issued pursuant to its Senior Executive Stock Option Plan, and (2) 91,000 outstanding capital shares, to be offered for public sale by the holders thereof on an all or none basis through underwriters headed by The First Boston Corporation and Merrill Lynch, Pierce, Fenner & Smith. The public offering price and underwriting terms are to be supplied by amendment. Two additional selling stockholders propose to sell 1,000 outstanding shares each (without underwriting) at prices current on the New York Stock Exchange at the time of sale.

The company is a manufacturer in the United States and Canada of canned soups and spaghetti, blended vegetable juices, frozen prepared dinners, canned bean products, tomato juice, and several other specialty food items. Such products are marketed under the brand names "Campbell's," "Franco-American," "V-8," "Swanson," "TV," "Pepperidge Farm," "Red Kettle," and others. The company has outstanding 11,123,162 shares of capital stock, of which the trustees of several trusts under the will of John T. Dorrance own of record 64.3%, and management officials as a group 2.12%. The income beneficiaries and remaindermen of the trusts under said will are the descendants of Dorrance, including his four children, one of whom is John T. Dorrance, Jr., assistant to the president of the company. The 91,000 outstanding shares were initially issued by the company in January 1961 in connection with its exchange of capital stock (357,413 shares) for the outstanding stock of Pepperidge Farm, Incorporated. The selling stockholders and amounts to be sold by each are as follows: Henry A. Rudkin, 63,455 shares; Alice C. Campbell, 8,000 shares; Richard H. Gordon, 6,455 shares; Henry A. Rudkin, Jr., 5,000 shares; William L. Rudkin, 5,000 shares; and The Rudkin Foundation, Inc., 3,090 shares. As indicated, Richard H. Gordon, Jr. and Ralph C. Gordon propose to sell 1,000 shares each without underwriting. Oliver G. Willits is board chairman and William B. Murphy is president.

TWO EXCHANGES SEEKS UNLISTED TRADING. The SEC has issued an order under the Securities Exchange Act (Release 34-6682) giving interested persons until December 22, 1961, to request a hearing upon applications (1) of the Boston Stock Exchange for unlisted trading privileges in the common stocks of Continental Insurance, Fairchild Camera, First Charter Financial, Harvey Aluminum, Louisville & Nashville R.R., Mesabi Trust, Units of Beneficial Interest, Pacific Telephone, and San Diego Imperial; and (2) of the Cincinnati Stock Exchange for such privileges in the common stock of Martin-Marietta Corp.

DELISTING OF UNIVERSAL PICTURES PROPOSED. The New York Stock Exchange has filed an application with the SEC proposing the delisting of the common and 4-1/4% preferred of Universal Pictures Company, Inc., because of limited public distribution of and public interest therein; and the Commission has issued an order (Release 34-6682) giving interested persons until December 22d to request a hearing thereon.

TRADING IN BLACK BEAR INDUSTRIES SUSPENDED. The SEC has issued an order under the Securities Exchange Act suspending trading in the common stock of Black Bear Industries, Inc., on the San Francisco Mining Exchange and over-the-counter market for an additional ten-day period, December 10 to 19, inclusive.

MORSE-AM FINANCIAL EXEMPTED. The SEC has issued an order under the Investment Company Act (Release IC-3378) exempting Morse-Am. Financial Corporation, Hicksville, N. Y., from the Investment Company Act. The said company is a wholly-owned subsidiary of Bergens Privatbank, a Norwegian banking corporation and will operate merely as a debt-financing entity for the bank in obtaining long-term loans for the bank's customers in Norway from institutional investors in the United States.

OVER

VORNADO PROPOSES DEBENTURE RIGHTS OFFERING. Vornado, Inc., 174 Passaic Street, Garfield, N. J., filed a registration statement (File 2-19431) with the SEC on December 7th seeking registration of \$5,500,000 of convertible subordinated debentures due 1982. It is proposed to offer such debentures for subscription by common stockholders at the rate of \$100 of debentures for each 25 shares held. Bache & Co. heads the list of underwriters. The interest rate, record date, subscription price and underwriting terms are to be supplied by amendment.

The principal activities of the company are operating a chain of 16 retail "discount" stores under the name "Two Guys From Harrison," except for its recently acquired Savannah, Georgia store, and producing and merchandising nationally, in its own stores and at the wholesale level, an extensive line of electric household appliances under the name "Vornado." Net proceeds from the debenture sale will be applied in connection with the expansion of the company's business. Four new stores are proposed to be opened during 1962, with a total cost for acquisition and construction estimated at \$8,400,000.

In addition to certain indebtedness, the company has outstanding 1,308,905 shares of common stock, of which Herbert Hubschman, board chairman and president, and Sidney Hubschman, executive vice president, own over 25% and 15%, respectively, and management officials as a group over 52%.

GENERAL CORP. OF AMERICA FILES FOR STOCK OFFERING. General Corporation of America, 672 Hanna Building, Cleveland, Ohio, filed a registration statement (File 2-19432) with the SEC on December 7th seeking registration of 266,000 shares of common stock, to be offered for public sale on an all or none basis through underwriters headed by Merrill, Turben & Co., Inc. The public offering price and underwriting terms are to be supplied by amendment. The statement also includes (1) 10,000 shares to be purchased for investment by the underwriter at \$11 per share, and (2) 50,000 authorized shares of the company's wholly-owned subsidiary General Life Insurance Company, of which 2,000 are presently outstanding and owned by the company.

The company (formerly General Fund Corporation) was organized under Ohio law in May 1961. Its sole business, initially, will be to hold and own all the stock of General Life, which was organized under Ohio law in November 1961 as a legal reserve life insurance company. General Life is presently recruiting and training prospective agents and brokers and otherwise completing its organization; and it expects to be issued a license in December to engage in the business of writing various types of life insurance and annuities in Ohio. Of the net proceeds from the stock sale, the company intends to use \$2,590,000 to purchase 25,900 additional shares of General Life stock; and the balance of such proceeds, together with other funds, will be used to compensate and reimburse the founders in the amount of \$75,000 for their services and expenses in connection with the company's organization, and to pay other organization costs and expenses.

The company has outstanding 34,000 shares of common stock, of which the underwriter owns 29.41% and Charles B. Merrill and Claude F. Turben, officers and stockholders of the underwriter, 14.71% and 11.76%, respectively. Three founders, including Daniel S. Winston, president, own 7.35% each and hold options to purchase 20,000 shares each at \$10.45 per share. The 34,000 outstanding shares were sold at \$11 per share, and \$300,000 of the proceeds therefrom were used by the company to purchase the initial 2,000 shares of the subsidiary's stock.

KOGEL FILES FOR STOCK OFFERING. Kogel, Incorporated, 26-32 Second Street, Long Island City, N. Y., today filed a registration statement (File 2-19433) with the SEC seeking registration of 100,000 shares of common stock, to be offered for public sale at \$1 per share. The offering will be made on an all or none basis by Globus, Inc., which will receive a 10¢ per share commission and \$5,000 for expenses. The statement also includes 40,000 shares underlying 4-year warrants sold to the underwriter for \$40, exercisable at \$1 per share, of which warrants to purchase 5,000 shares will be transferred to Brand, Grumet & Seigel, for services as the finder.

The company was organized under Delaware law in October 1961 to acquire and hold the capital stock of three previously existing companies which were and are engaged in the development, manufacture, sale, licensing and application of wall and floor coatings and finishes in the building industry, including "Vitricon", a cold glazed concrete wall surfacing material, used primarily as a substitute for tile. The net proceeds from the stock sale will be used for product development and diversification, for advertising and sales promotion calculated to increase the sales of Vitricon and of the other coating and bonding materials recently introduced by the subsidiaries, and the balance for working capital. The three Vitricon companies were organized and owned by George Kogel, president, and David Kogel, secretary-treasurer, who originally paid \$850 in the aggregate for the outstanding stock of Vitricon Manufacturing, Inc., and \$2,000 in the aggregate for Vitricon Surfacing, Inc. They transferred to the company such outstanding stock of said companies in exchange for an aggregate of 545,000 shares. Shortly thereafter, Vitricon Manufacturing distributed to the company, as a dividend, all of the outstanding stock of the third subsidiary, Vitricon, Inc.

The company has outstanding the 545,000 shares of common stock, all of which are owned by the Kogels. After the sale of new stock (but before the exercise of the warrants and restricted stock options for 15,000 shares), present stockholders will own about 84.5% of the company's outstanding stock for an aggregate initial investment of \$2,850 (and an aggregate book value as at September 30, 1961 of \$59,674.27), and the public will own about 15.5% for an investment of \$100,000.

SECURITIES ACT REGISTRATIONS. Effective December 7: Control Data Corp. (File 2-19085); Essex Green Shopping Plaza Associates (File 2-18831); Preco Industries, Inc. (File 2-18754). Effective December 8: American Water Works, Inc. (File 2-19081); Southwestern Research and General Investment (File 2-18779); Standard Oil Company (File 2-19322); Villa Capri Associates (File 2-19131). Withdrawn December 8: Electra International, Ltd. (File 2-18078).