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ELEC. BOND & SHARE SEEKS ORDER. The SEC has issued an order scheduling a hearing for April 14th on an application of Electric Bond and Share Company, Two Rector Street, New York, for an order under the Investment Company Act declaring that it is not an investment company or, alternatively, that it is primarily engaged in a business or businesses other than that of investing, reinvesting, owning, holding or trading in securities, either directly or through majority-owned subsidiaries (Release IC-3940). Bond and Share was originally a holding company for a large-public utility system and, until 1961, was subject to the Holding Company as a registered holding company. In order to comply with that Act, Bond and Share divested itself of all of its interests in domestic electric utility companies and all but relatively minor interests in domestic gas utility companies. It retained, however, a 52.3% interest (since reduced to 51.2% as of December 31, 1963) in the common stock of American & Foreign Power Company, an exempt holding company whose utility subsidiaries operated in Latin America. With the cash proceeds of its divestments, Bond and Share acquired a portfolio of marketable securities under a program initiated pursuant to an interim exemption from certain sections of the Holding Company Act. By Commission order of December 1960, Bond and Share was granted conditional exemption from the Holding Company Act; and on February 6, 1961, it registered as an investment company under the Investment Company Act. It has undertaken major steps to organize or acquire majority-owned subsidiaries, which it states has resulted in Bond and Share no longer being an investment company as defined in the Investment Company Act. As of December 31, 1963, it owned a 100% interest in Chemical Construction Corporation, Ebasco Services Inc., Walter Kidde Constructors, Inc., Two Rector Street Corporation, and EBS Development Corp., 98.5% interest in Escambia Chemical Corp., and 51.2% interest in American & Foreign Power Company Inc. with a valuation as of that date of $103,145,923. Total assets then amounted to $187,582,549, including $68,028,557 of marketable securities of unaffiliated issuers. At the hearing, consideration also will be given to the question whether any further conditions should be imposed to the exemption order under the Holding Company Act.

COLUMBIA GAS SERVICE ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15034) making permanent its September 1962 order approving and authorizing certain modifications in the organization of Columbia Gas System Service Corporation, subsidiary service company in The Columbia Gas System, Inc., holding company system, and in its conduct of business as such, subject to certain terms and conditions.

MUTUAL REAL ESTATE INVESTORS ENJOINED. The SEC Boston Regional Office announced March 20 (LR-2875) the entry of a Federal court order (USDC, New Haven, Conn.) permanently enjoining Mutual Real Estate Investors, Inc., and S. Robert Taylor, its president, both of New Haven, from further violations of the Securities Act registration and anti-fraud provisions in the sale of limited partnership interests in real estate syndications.

LUBRIZOL FILES FOR SECONDARY. The Lubrizol Corporation, 29400 Lakeland Blvd., Wickliffe, Ohio, filed a registration statement (File 2-22177) with the SEC on March 20 seeking registration of 292,140 outstanding common shares. The present holders thereof propose to make a public offering of the shares through an underwriting group headed by Morgan Stanley & Co., 2 Wall St., New York City, and Prescott & Co., 900 National City Bank Bldg., Cleveland. The public offering price ($45 per share maximum*) and underwriting terms are to be supplied by amendment.

The company's principal activity consists of manufacturing and marketing chemical additives for the petroleum industry. It has outstanding 3,233,880 common shares, of which management officials own 39.8%. The prospectus lists 25 selling stockholders. F. Alex Nason, board chairman, proposes to sell 36,000 of his holdings of 109,020 shares; Kelvin Smith, vice chairman, 30,000 of his holdings of 201,420 shares; and Vincent K. Smith, a director, 30,000 of his holdings of 116,100 shares. The National City Bank of Cleveland and others, as trustees, hold 462,870 and propose to sell 60,600 shares. Others propose to sell amounts ranging from 1200 to 18,000 shares. Sales by management officials will reduce their aggregate holdings to 35.9%.

CHELSEA INDUSTRIES FILES FOR OFFERING AND SECONDARY. Chelsea Industries, Inc., 181 Spencer Ave., Chelsea, Mass., filed a registration statement (File 2-22178) with the SEC on March 20 seeking registration of 200,000 shares of common stock. Of this stock, 120,000 shares are to be offered for public sale by the company and 80,000 shares (being outstanding stock) by the present holders thereof. The offering price ($9 per share maximum*) and underwriting terms are to be supplied by amendment. Hayden, Stone, Inc., of 25 Broad St., New York City, is listed as the principal underwriter.

The company was organized in February 1964 to succeed businesses previously conducted by seven affiliated corporations and their subsidiaries. It is engaged in the manufacture and sale of specialized textile products used by manufacturers in the casual footwear, apparel and other industries, and of extruded plastic products primarily for packaging and industrial and household applications. The proceeds from its sale

OVER

of additional stock, together with $2,100,000 of borrowings from The Prudential Insurance Co. of America, will be used to repay some $393,000 of indebtedness to banks, to purchase additional equipment and for working capital. In addition to indebtedness, the company has outstanding 680,000 common shares of stock, of which management officials own 93.38%. The prospectus lists 12 selling stockholders. David Casty, board chairman, proposes to sell 23,480 of his holdings of 231,170 shares; Ben Faneuil, president, 10,588 of his holdings of 132,411; and Norman S. Dunn, executive vice president, 10,474 of his holdings of 88,165 shares. Others propose to sell amounts ranging from 642 to 8,970 shares. The proposed sales by management officials will reduce their aggregate holdings to 70.44%.

NASD DISCIPLINARY ACTION SUSTAINED. The SEC, in a decision announced today (Release 34-7276), dismissed an appeal of Elbridge S. Hydinger, of Birmingham, Ala., from disciplinary action of the National Association of Securities Dealers, Inc. Hydinger, an officer and stockholder of Carlson & Co. Inc., was found by the NASD to have violated its Rules of Fair Practice, which requires the observance of high standards of commercial honor and just and equitable principles of trade. Carlson was suspended for 60 days and fined $5,000; and Hydinger and two other officers were found causes and $936.95 of costs were assessed equally among the four respondents. Carlson appealed but subsequently withdrew its appeal; and it was expelled by the NASD in October 1963 for failing to pay the fine and costs. One of the officers (Carlson's president) died pending his appeal to the NASD board of governors; and the other officer did not appeal to the Commission.

The Commission sustained the NASD ruling that Carlson violated the SEC net capital rule (its net capital deficiency ranged as high as $89,522) and the provisions of Regulation T (36 purchases were effected in 20 special cash accounts in which purchases were made within the preceding 90 days and were cancelled for nonpayment, and in which funds sufficient for the later purchases were not already on deposit. Moreover, a registered representative, after being convicted on July 5, 1961, of violating the anti-fraud provisions of the Exchange Act, was permitted to continue in Carlson's employment until November 21, 1961, contrary to NASD rules. The Commission agreed with the NASD that Hydinger, who was associated with Carlson for over 25 years and was a vice president, a director and owner of some 13% of Carlson stock, was a cause of Carlson's violations. In a 1960 disciplinary proceeding, Carlson, Hydinger and other officers succeeded in obtaining a reduction of NASD penalties by assuring the NASD that they fully intended to comply with all NASD rules in the future.

LIFE & FINANCE GRANTED EXEMPTION. The SEC today announced a decision (Release IC-3939) granting an application of Life and Finance Companies, Inc., of Indianapolis, to be declared primarily engaged in business other than of an investment company and therefore not an investment company subject to the registration requirements of the Investment Company Act.

Apart from cash and accounts receivable, Life & Finance's assets consist of its holdings of common stock of two insurance companies, Wabash Fire and Casualty Insurance Company and Great Fidelity Life Insurance Company. At January 15, 1964, it owned 727,019 shares (34.5%) of the outstanding shares of Wabash and 135,939 shares (12%) of the outstanding stock of Great Fidelity. These assets were the principal assets of Life & Finance, amounting to $2,099,008 and $452,529, respectively. Life & Finance contended that it controls the two companies and that it conducts the operations of the business of each.

Life & Finance was organized in July 1957 by John McGurk who, with his wife, owns 63,921 of its 275,000 outstanding shares. It is by far the largest shareholder in the two insurance companies; and the McGurks devote most of their working hours to the affairs of the two companies, McGurk being the principal executive officer of each.

The Commission concluded that Life & Finance is primarily engaged, through the two controlled insurance companies which are conducting similar businesses, in businesses other than that of investing, reinvesting, owning, holding or trading in securities.

GREAT NORTHERN INVESTMENTS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-3942) declaring that Great Northern Investments, Inc., 9200 Wyzata Blvd., Minneapolis, has ceased to be an investment company.

COLUMBIA GAS FILES FOR OFFERING. The Columbia Gas System, Inc., 120 East 41st Street, New York, N. Y., filed a registration statement (File 2-22180) with the SEC on March 20 seeking registration of $50,000,000 of debentures due 1989, to be offered for sale at competitive bidding. The company is an interconnected natural gas system, composed of the corporation, 18 operating subsidiaries and a subsidiary service company. Net proceeds of this financing, together with funds to be obtained from additional financing in 1964 and generated from operations, will be added to the general funds of the company and applied to the 1964 construction program of system companies, estimated at $135,000,000. It is now planned to sell an additional $40,000,000 of debentures in the fall of 1964 and to obtain an estimated $30,000,000 balance of the funds, if needed, through short-term bank loans. In addition, the company plans to borrow $80,000,000 for commercial banks during 1964 to finance the cost of gas purchased and stored for current inventory purposes.

CHAMPION PAPERS FILES FOR SECONDARY. Champion Papers Inc., Hamilton, Ohio, filed a registration statement (File 2-22181) with the SEC on March 20 seeking registration of 90,000 outstanding shares of common stock. The present holder thereof, The Fifth Third Union Trust Co. (Executor under Will of Sylvia Johnston Thomson), may offer the stock for public sale through transactions of the New York Stock Exchange, the Cincinnati Stock Exchange, or otherwise, at market prices prevailing at the time of sale.

The company is engaged in the manufacture and distribution of paper goods, in the conversion of polyethylene coated paperboard into milk cartons, and in the production of packages and packaging material for the dairy, bakery and food industries and for a wide range of other consumer products. In addition to indebtedness and preferred stock, it has 6,182,088 outstanding shares of common stock, of which management officials as a group own approximately 4%. Four of the company officials, including Dwight J. Thomson, president, are members of or related to the Thomson family, which owns approximately 27.5% of the outstanding shares. The selling stockholder proposes to sell 90,000 of its holding of 114,162 shares.

CONTINUED

PNEUMODYNAMICS FILES STOCK PLAN. Pneumodynamics Corporation, 3781 East 77th St., Cleveland, Ohio, filed a registration statement (File 2-22182) with the SEC on March 20 seeking registration of 28,545 common shares, to be offered under the company's Employees Restricted Stock Option Plan.

SECURITY LIFE FILES FOR RIGHTS OFFERING. Security Life Insurance Company of America, 1200 Second Ave. South, Minneapolis, Minn., filed a registration statement (File 2-22184) with the SEC on March 23 seeking registration of 76,000 shares of common stock. It is proposed to offer this stock for subscription by holders of outstanding common at the rate of 1 new share for each 5 shares held. The record date, subscription price ($6.75 per share maximum*) and underwriting terms are to be supplied by amendment. Piper, Jaffray & Hopwood, 115 South 7th St., Minneapolis, is listed as the principal underwriter.

Also included in the statement are an additional 38,279 shares which, according to the prospectus, are to be offered by the company's Incentive Trust to its Employee Trust (the latter now holds 17,721 shares).

The company sells life and health insurance in Minnesota and four other states. Net proceeds of its sale of additional stock will be used to expand its business, absorb acquisition costs resulting from expansion, and set up the required reserves on the new business. The company now has outstanding 456,000 common shares, of which Orem O. Robbins, president and board chairman, owns 15.3% and management officials as a group 26.2%. Robbins and others as trustees of the Incentive Trust hold the 38,279 shares (10.1%).

BUCKINGHAM CORP. FILES FOR SECONDARY. The Buckingham Corporation, 620 Fifth Ave., New York, N. Y., filed a registration statement (File 2-22183) with the SEC on March 23 seeking registration of 427,000 outstanding shares of Class A common stock. This stock is to be offered for sale OUTSIDE the United States by the two present holders thereof at $25 per share. Lehman Brothers, of One William St., New York, is listed as the underwriter. According to the prospectus, an aggregate of 377,600 such shares are being purchased by Buckmaster & Moore and N. M. Rothschild & Sons, both of London, at $24.75 per share, for reoffering at $25 per share to persons located outside the United States. The two firms are committed to take and pay for the 377,600 shares; and the remaining 49,400 shares are to be offered directly by Lehman Brothers, as Agent, also to persons located outside the United States. It will receive therefor a commission of 63¢ per share.

The company is engaged in the import of Cutty Sark Scotch Whiskey for sale in the United States. It has outstanding 942,500 shares of Class A and 1,957,500 shares of Class B common stock. James J. Culhane (board chairman) and The Bank of New York (Executor for the Estate of James F. Schlesinger) own 1,477,500 and 360,000 shares, respectively, of the Class B stock; and the Bank also owns 122,200 Class A shares. Culhane will sell 326,655 Class B shares which, upon conversion to Class A shares, will be the subject of this proposed offering; and the Bank will likewise sell 100,345 of its Class A shares. After such sale, the remaining holdings of Culhane and the Bank will represent about 39.7% and 13.2%, respectively, of the outstanding voting securities of the company.

CALIFORNIA INTERSTATE TELEPHONE FILES FINANCING PROPOSAL. California Interstate Telephone Company, 16461 Mojave Drive, Victorville, Calif., filed registration statements with the SEC on March 23 seeking registration of securities, as follows: (1) 2-22185, proposing the public offering of 150,000 shares of common stock through underwriters headed by William R. Staats & Co., of 640 S. Spring St., Los Angeles. The public offering price ($32 per share maximum*) and underwriting terms are to be supplied by amendment; and (2) 2-22186, proposing the public offering of $4,000,000 of First Mortgage Bonds, Series A due 1989, to be offered for public sale at competitive bidding.

The company engages in the telephone business in portions of eastern California and a small adjacent area in Nevada. Net proceeds of the stock sale will be used to discharge part of the company's short-term bank loans, expected to approximate $6,000,000 when such proceeds are received. Shortly after the sale of the stock the company intends to sell the bonds if market conditions are then favorable; and the proceeds therefrom will be used to discharge the remaining bank loans, with the balance of such proceeds becoming treasury funds. In addition to indebtedness and preferred stock, the company now has outstanding 813,991 shares of common stock. Willard Wade is president and board chairman.

FIELDCREST MILLS PROPOSES OFFERING. Fieldcrest Mills, Inc., Spray, N. Car., filed a registration statement (File 2-22187) with the SEC on March 23 seeking registration of 300,000 shares of Capital Stock, to be offered for public sale through underwriters headed by Blyth & Co., Inc., 14 Wall St., New York. The public offering price ($30 per share maximum*) and underwriting terms are to be supplied by amendment.

The company designs, manufactures and markets household textile products such as blankets, towels, sheets, bedspreads (etc.); and it also manufactures mattress ticking for sale to bedding manufacturers. It has undertaken a capital expansion program for 1964-65 estimated at $20,000,000. Proceeds of the company's sale of additional stock, together with additional borrowings from insurance companies, will be added to corporate funds available for working capital purposes; and it is anticipated that disbursements for capital projects in 1964 will approximate $12,000,000. Funds generated from operations are expected to be sufficient for completion of the current expansion and modernization program.

Fieldcrest now has outstanding, in addition to indebtedness, 2,899,530 common shares, of which management officials own some 2.7%. Amoskeag Company owns 53.8% of the outstanding stock. Management officials (including Frederic C. Dumaine, Jr., a director) own some 42.6% of the stock of Amoskeag. William B. Snow is listed as board chairman and Harold W. Whitcomb as president of Fieldcrest.

OVER

WASHINGTON WATER POWER PROPOSES BOND OFFERING. The Washington Water Power Company, East 1411 Mission Ave., Spokane, Wash., filed a registration statement (File 2-22189) with the SEC on March 24 seeking registration of $30,000,000 of first mortgage bonds due 1994. The bonds will be offered for public sale through an underwriting group headed by Kidder, Peabody & Co., Inc., 20 Exchange Place, New York and three other firms. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is primarily engaged in the generation, purchase, transmission, distribution and sale of electric energy in eastern Washington and northern Idaho, and to a small extent in Montana (where the company's Noxon Hydroelectric Project is located). It is also engaged in the distribution and sale of natural gas and in providing steam heating and water service. The net proceeds of the sale of bonds will be applied to the redemption of first mortgage bonds, 3½% series, presently outstanding in the principal amount of $19,079,000; to the retirement of not to exceed $10,000,000 of its unsecured promissory notes; and to the company's construction program. Construction expenditures for 1964 are estimated at $9,100,000 and for 1965 at $9,500,000. In addition to indebtedness, the company has outstanding 2,867,619 shares of common stock, of which management officials own 14,548. The prospectus lists K. M. Robinson as board chairman and G. M. Brunzell as president.

KERR-McGEE OIL FILES EXCHANGE PLAN. Kerr-McGee Oil Industries, Inc., Kerr-McGee Building, Oklahoma City, Okla., filed a registration statement (File 2-22191) with the SEC on March 23 seeking registration of 95,000 shares of common stock. It is proposed to offer this stock in exchange for all of the common stock of The Hubbard-Hall Chemical Company, of Waterbury, Conn., on the basis of one share of Kerr-McGee stock for each two shares of Hubbard-Hall stock. In addition to indebtedness and preferred stock, Kerr-McGee now has outstanding 6,193,345 common shares, of which management officials own 10.08%. D. A. McGee is president and board chairman.

SECURITIES ACT REGISTRATIONS. Effective March 24: Max Factor & Co. (File 2-22113); Sun Life Insurance Company of America (File 2-22102).

*As estimated for purposes of computing the registration fee.