

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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SEC COMPLAINT NAMES WINGDAM & LTG. CREEK MINING. The SEC Seattle Regional Office announced May 11th (LR-2934) the filing of action in Federal court (USDC, Seattle) seeking to enjoin further violations of the Securities Act registration requirements in the sale of stock and debentures of Wingdam and Lightning Creek Mining Co., Ltd., by the said defendant corporation and Argus Securities Limited, both British Columbia corporations, and by R. A. Brossard.

SEC COMPLAINT NAMES LOVERA EXPLORATION. The SEC Fort Worth Regional Office announced May 14th (LR-2935) the filing of an action in Federal court (USDC, Abilene, Tex.) seeking to enjoin Lovera Exploration Company, Inc., and Lawrence Dean Romack, its president, both of Abilene, from further violations of the Securities Act registration requirement in the offer and sale of oil interests.

SEC COMPLAINT NAMES Z. L. WILLIAMS. The SEC Seattle Regional Office announced May 14th (LR-2936) the filing of a complaint in Federal court (USDC, Seattle) charging violations of the Securities Act anti-fraud provisions by Zelmer Lee Williams (a/k/a Bill Williams and Robert Lee Kingsley) in the sale of interests in a patent on a windshield washer. A detainer based on such complaint was filed with the authorities in Chehalis, Lewis County, Washington, where Williams is being held on a State charge.

COURT ENJOINS AMERICAN COMMERCE LIFE, OTHERS. The SEC Fort Worth Regional Office announced May 14th (LR-2937) the entry of a Federal court order (USDC ED Ark.) permanently enjoining violations of the Securities Act registration requirements in the offer and sale of stock of American Commerce Life Insurance Company, Arkansas State Life Insurance Company and Southern United Life Insurance Company, by American Commerce Life, of Little Rock; Affiliated Investments, Inc. and United Investment Company of Paducah; Kentucky United Investment Company, of Bowling Green; and Vernon L. Mendenall, W. Hershell Lee, Tandy J. McGinnis, Jr., and Louis E. McMahan. The defendants consented to the injunction.

DELHI AUSTRALIAN PETROLEUM FILES RIGHTS OFFERING. Delhi Australian Petroleum Ltd., 2900 Fidelity Union Tower, Dallas, filed a registration statement (File 2-22421) with the SEC on May 15 seeking registration of 3,133,814 shares of common stock. It is proposed to offer such stock for subscription by common stockholders of Delhi-Taylor Oil Corporation ("Delhi-Taylor") at the rate of one share for each two Delhi-Taylor shares held. The record date and subscription price (\$2.40 per share maximum*) are to be supplied by amendment. Also included in the registration statement are 10,000 shares of common stock (acquired by Delhi-Taylor at the time of the company's organization for an aggregate cost of \$1,000) which Delhi-Taylor proposes to offer, after completion of the rights offering by the company, in the over-the-counter market at such prices as may prevail at the time. No underwriting is involved in these offerings.

The company was organized in 1958 under Delaware laws by Delhi-Taylor, primarily for the purpose of conducting oil and gas exploratory and development operations on the continent of Australia. The stockholders of Delhi-Taylor have adopted a plan of liquidation; however, it is proposed that the subsidiary company continue in existence after dissolution of the parent. To that end, the company is offering Delhi-Taylor stockholders the right to purchase shares of its stock. Net proceeds from the company's stock sale will be applied to its exploration expenditures (totaling \$7,478,650 through 1968). Approximately \$1,235,000 of such proceeds will be used to repay advances which have been made by Delhi-Taylor and which have been or will be applied to exploration expenditures subsequent to January 1, 1964. In addition to indebtedness, the company has outstanding 10,000 common shares (after giving effect to a 10-for-1 stock split), which are owned by Delhi-Taylor. John D. Murchison is listed as board chairman of the company and W. C. Smith as president. All of the company's directors, including Murchison, are presently directors of Delhi-Taylor.

MADWAY MAIN LINE HOMES FILES FINANCING PROPOSAL. Madway Main Line Homes Inc., 315 E. Lancaster Ave., Wayne, Pa., filed a registration statement (File 2-22426) with the SEC on May 18 seeking registration of \$1,750,000 of 6½% convertible subordinated debentures (due 1979). The debentures are to be offered for public sale through an underwriting group headed by Suplee, Yeatman, Mosley Co. Incorporated, 1500 Walnut St., Philadelphia, and P. W. Brooks & Co. Incorporated, 120 Broadway, New York. The public offering price and underwriting terms are to be supplied by amendment. Also included in the registration statement are five-year warrants to purchase 20,000 shares of common stock (exercisable from July 1, 1965 to June 30, 1969) which the company has agreed to sell to the underwriters or their designees for \$1,000.

The company is principally engaged in the production, sale, construction and financing of manufactured homes, primarily for sale in New England, the Middle Atlantic region and the Middle West. Of the net proceeds from its debenture sale, approximately \$750,000 will be invested in its wholly owned finance subsidiary to provide additional capital, and the remaining proceeds will be added to the company's general funds and used for additional working capital. In addition to indebtedness, the company has outstanding 285,978 shares of common stock, of which management officials as a group own 81.5%. Harry K. Madway is listed as board chairman and Ralph K. Madway as president.

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AARON S. WEISMAN SEEKS ORDER. Aaron S. Weisman, 1717 N. Highland Ave., Los Angeles, has filed an application with the SEC for an exemption order under the Investment Company Act with respect to his serving as an officer or director of California Growth Capital, Inc., a registered investment company; and the Commission has issued an order (Release IC-3977) giving interested persons until June 4 to request a hearing thereon. According to the application, Weisman is now subject to the statutory disqualification from serving as an official of a registered investment company, by reason of a September 1962 court order which enjoined Weisman (among others) from offering and selling stock of American Orbitronics Corp. ("Orbitronics") in violation of Securities Act registration requirement. The injunction against Weisman, entered with his consent, stemmed from sales by Orbitronics of unregistered stock. In support of his application, Weisman states that he was not associated in any way with the management of Orbitronics which was responsible for conceiving and conducting the activities on which the injunction was predicated; that he was simply a purchaser and one of the persons whom Orbitronics used as a nominee for shares that it sold.

SHARES IN AMERICAN INDUSTRY SEEKS ORDER. Shares in American Industry, Inc., 1033 30th St., N. W., Washington, D. C., has applied to the SEC for an exemption order under the Investment Company Act permitting it to purchase stock of Communications Satellite Corp. ("Comsat"); and the Commission has issued an order giving interested persons until June 1, 1964, to request a hearing thereon. Comsat has proposed the offering of 10,000,000 shares of capital stock, 5,000,000 being reserved for subscription by communications common carriers and the balance (including any shares not so subscribed) to be offered for public sale at \$20 per share. Applicant proposes to purchase up to 1400 shares. Two of its directors, Mark Sullivan, Jr., and Robert W. Fleming, are partners, respectively, of two members of the underwriting group, Auchincloss, Parker and Redpath and Folger, Nolan, Fleming & Co. Applicant proposes to purchase up to 100 shares from each of these two firms, if available under the terms of the underwriting agreements with the managing underwriters. Because of the indicated affiliation between applicant and the two underwriters, such purchase is prohibited by the Investment Company Act unless the Commission grants the exemption application.

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. Copies thereof may be ordered from the Commission's Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with photocopy material when mailed. An index of the caption of the several items of the form was included in the May 1st News Digest.

Amheuser-Busch Inc Mar. 1964 (7)	Metal Hybrides Inc Mar. 1964 (11)
Faultless Caster Corp April 1964 (11)	Bowl-Mor Co Inc Mar. 1964 (6)
Lone Star Cement Corp Mar. 1964 (13)	Shoe Corp of America April 1964 (3,11)
Fram Corp April 1964 (3,11)	W. T. Grant Co April 1964 (12,13)
Dialight Corp Amend #1 to 8K for June 1963 (1)	Helmer Products Inc April 1964 (11,13)
Avien Inc Amend #1 to 8K for Mar. 1964 (13)	Atlanta Motor Lodges Inc Mar. 1964 (7,13)
Russeks Inc Amend #1 to 8K for Nov. 1963 (2)	Yuba Consolidated Ind, Inc Mar. 1964 (6,13)
William Wallace Corp Amend #1 to 8K for Jan. 1964 (2,13)	Armstrong Paint & Varnish Works, Inc April 1964 (11)
Giant Tiger Stores Inc April 1964 (11)	Fifth Ave. Coach Lines Corp Mar. 1964 (11)
	Outdoor Devel. Co Jan. 1964 (2,3,4, 11,13)

SECURITIES ACT REGISTRATIONS. Effective May 18: Abbott Laboratories (File 2-22335); Wisconsin Public Service Corp. (File 2-22349). Effective May 19: Sproul Homes Corp. (File 2-22288).

*As estimated for purposes of computing the registration fee.

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