

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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COMPUTER IMAGE PROPOSES OFFERING. Computer Image Corporation, 2162 S. Jason St., Denver, Colo. 80223, filed a registration statement (File 2-32157) with the SEC on March 20 seeking registration of 200,000 shares of common stock, to be offered for public sale through underwriters headed by Boettcher & Co., 828 17th St., Denver, Colo. 80202. The offering price (\$12.50 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to the Boettcher firm, for \$5,000, five-year warrants to purchase 10,000 shares, exercisable after one year at \$17.50 per share.

Organized under Delaware law in February 1967 as Control Image Corporation, the company acquired the assets of Lee Harrison Associates, a partnership formed in 1962. It is engaged primarily in research and development relating to an animation and display system utilizing a combination analogue and digital computer, and proposes to continue such research and development, to explore and expand the commercial application of the system and to engage in business principally through the production, operation, leasing and servicing of its equipment and the production and sale of animated films and tapes. Of the net proceeds of the company's stock sale, part will be applied to a bank debt incurred to provide working capital, \$560,000 to purchase fixed assets consisting primarily of professional film cameras, video cameras and video tape equipment and other equipment, and \$500,000 for research and development; the balance will be added to the company's working capital, and used for general corporate purposes, including the cost of establishing an international marketing organization. The company has outstanding 428,518 common shares (with a 44¢ per share book value), of which Lee Harrison III, board chairman and president, owns 37.4% and management officials as a group 66.6%. Purchasers of the shares being registered will acquire a 31.8% stock interest in the company, for which they will have paid \$2,500,000*; the present stockholders will then own 68.2%, for which they paid \$186,966.

CIC LEASING TO SELL DEBENTURES. CIC Leasing Corp., 120 Delaware Ave., Buffalo, N. Y. 14202, filed a registration statement (File 2-32171) with the SEC on March 21 seeking registration of \$7,500,000 of convertible subordinated debentures, due 1994. The debentures are to be offered for public sale through underwriters headed by Walston & Co., Inc., 74 Wall St., New York 10005; the interest rate, offering price and underwriting terms are to be supplied by amendment.

The company (formerly Coburn International Corp.), through a subsidiary, conducts a general leasing business. It purchases and leases a wide variety of capital equipment, machinery and other items, including office and store equipment, furniture and fixtures, and electronic, electrical, automotive and construction machinery and equipment. Of the net proceeds of its debenture sale, up to \$1,000,000 will be applied to the purchase of equipment for leasing and a portion to the reduction of some \$11,000,000 of outstanding loans made by the the company's parent, Coburn Corporation of America ("Coburn"), to the leasing subsidiary. Simultaneously with the sale of debentures and conditional upon such sale, it is contemplated that at least \$1,500,000 will be realized from the sale of the company's common stock to Coburn or institutional investors. The company has outstanding 2,000,000 common shares, of which Coburn Corp. owns 85%. Leonard Rochwarger is president.

WRATHER TO SELL STOCK. Wrather Corporation, 270 N. Canon Drive, Beverly Hills, Calif. 90210, filed a registration statement (File 2-32172) with the SEC on March 21 seeking registration of 500,000 shares of common stock, to be offered for public sale through underwriters headed by Hornblower & Weeks-Hemphill, Noyes, 8 Hanover St., New York 10004. The offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

The company owns and operates the Disneyland Hotel in Anaheim, Calif., and the Muzak functional background music service. It also owns the Lassie, Lone Ranger and Sergeant Preston of the Yukon television series, of which only the Lassie series is in current production. It proposes to enter into the fast food franchising business employing the Lone Ranger and related names and likenesses in the promotion thereof. Of the net proceeds of its stock sale, \$4,500,000 will be used to purchase certain real property adjoining the Disneyland Hotel, \$2,500,000 will be applied to the prepayment in full of a promissory note held by Walter E. Heller & Co., Inc., issued in connection with the settlement of the company's guaranty of indebtedness of The A. C. Gilbert Company, \$1,380,000 to pay in full promissory notes evidencing loans made by certain of its principal shareholders and others during the period 1957-1959 and in 1965 and \$820,000 to initiate the proposed Lone Ranger fast food franchise operation, including acquisition of pilot sites, construction and equipping of such sites and promotion of the franchise operation. In addition to indebtedness, the company has outstanding 1,760,080 common shares, of which J. D. Wrather, Jr., board chairman and president, owns 26.4%, General Television, Inc., 18.5%, and management officials as a group 39.8%.

ALPINE ASSOCIATES PROPOSES OFFERING. Alpine Associates, Ltd. - 1969, 1028 Patterson Building, Denver, Colo. 80202, filed a registration statement (File 2-32173) with the SEC on March 21 seeking registration of \$5,000,000 of limited partnership interests, to be offered for public sale in 1,000 units, at \$5,000 per unit. The partnership was formed for the purpose of exploring for oil and gas. Alpine Oil Exploration Funds, Ltd., wholly owned by Alpine Oil Company, Inc., is the general partner and Warren Sheridan the initial limited partner. Sheridan is president of the general partner and sole stockholder of Alpine Oil Company.

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OZIER SERVICES FILES FOR OFFERING AND SECONDARY. Ozier Services, Inc., 148 Cain St., N.E., Atlanta, Ga. 30303, filed a registration statement (File 2-32174) with the SEC on March 21 seeking registration of 405,939 shares of common stock, of which 300,000 are to be offered for public sale by the company and 105,939 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Hinton Jones & Co., Inc., 1411 Fourth Ave., Bldg., Seattle, Wash.; the offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay up to \$50,000 to the Hinton Jones firm for expenses, and to sell it, for \$406, three-year warrants for the purchase of 40,594 shares, exercisable at the public offering price.

The company operates under the franchised name "Avis Rent A Car" 6 automobile rental outlets and 3 related maintenance and servicing facilities in Memphis, Nashville and Chattanooga; it also owns franchises to operate 20 quick service food outlets under the franchised name "Minnie Pearl's Chicken" and 31 quick service food outlets under the name "Minnie Pearl's Roast Beef." Of the net proceeds of the company's sale of additional stock, about 25% each will be used for the establishment of Minnie Pearl's Chicken outlets and Minnie Pearl's Roast Beef outlets, 25% for the acquisition of new automobiles to be rented, and 25% for working capital. In addition to indebtedness, the company has outstanding 1,260,502 common shares, of which management officials as a group own 75%. The prospectus lists 30 selling stockholders. Robert M. Crichton, a director, proposes to sell 22,000 of 220,500 shares owned (17.5%); John R. Ozier, 14,600 of 146,000; three other directors 10,000, 15,000 and 16,000 shares, respectively; Glenn P. MacNerland, president, 1,812 of 18,125; and the balance by the other selling stockholders.

INDIAN HEAD SHARES IN REGISTRATION. Indian Head Inc., 111 West 40th St., New York 10018, filed a registration statement (File 2-32175) with the SEC on March 21 seeking registration of 443,031 shares of common stock. These shares may be offered for sale from time to time by persons who received shares pursuant to the company's acquisition program, or who may receive shares upon exercise of stock purchase warrants. The company has 4,107,572 shares outstanding.

SYSTEMS FOR ADVANCED INFORMATION TO SELL STOCK. Systems for Advanced Information, Inc., 245 Waterman St., Providence, R. I., filed a registration statement (File 2-32176) with the SEC on March 21 seeking registration of 150,000 shares of common stock, to be offered for public sale through underwriters headed by P. K. Hickey & Co., 80 Broad St., New York. The offering price (\$5.50 per share maximum*) and underwriting terms are to be supplied by amendment. A partner and an employee of the Hickey firm recently acquired an aggregate of 6,150 shares at \$2.75 per share, and the company has agreed to sell that firm, for \$150, five-year warrants to purchase 15,000 shares. Also included in the statement are 36,500 outstanding shares which may be offered from time to time by the present holders thereof.

The company is engaged in offering computer service activities; systems analysis; programming and management consultation and data preparation operations to users of data processing services. Of the net proceeds of its stock sale, \$100,000 will be used for the development and implementation of proprietary programs and systems and \$170,000 to establish and staff additional data processing centers; the balance will be used for other and related purposes, including additional working capital. The company now has outstanding 579,400 common shares (with a 27c per share book value), of which Joseph C. Burrows, president, owns 64% and management officials as a group 88%. Purchasers of the 150,000 shares being registered will acquire a 20.56% stock interest in the company for their investment of \$825,000*; present shareholders will then own 79.44%, for which they paid an aggregate of \$132,910 (or 23c per share). Among the eight prospective selling stockholders is Allen & Co. (9,125 shares).

CHELSEA INDUSTRIES PROPOSES EXCHANGE OFFER. Chelsea Industries, Inc., 181 Spencer Ave., Chelsea, Mass. 02150, filed a registration statement (File 2-32178) with the SEC on March 21 seeking registration of \$60,092,800 of 5½% convertible subordinated debentures, due 1994, 3,004,640 shares of \$.60 convertible preferred stock (\$1 par), and warrants to purchase 4,506,906 common shares. It is proposed to offer these securities in exchange for securities of Collins & Aikman Corporation, at the rate of \$20 of debentures, 1 preferred share and 1.5 warrants for each share of Collins & Aikman common stock or for each \$31 principal amount of 4-5/8% convertible subordinated debentures of that company. Hayden, Stone Inc., 25 Broad St., New York, has agreed to head a group of dealers to solicit acceptances of the exchange offer. The exchange offer is conditioned upon approval by stockholders of Chelsea.

Chelsea is a diversified manufacturer and supplier of specialized textile products primarily for the shoe and apparel industries. It also imports and distributes dairy products from New Zealand and Australia and develops, produces and markets dairy derivative nutrients and other products for sale to the food processing industry. It is also an extruder, molder and converter of polyethylene film, vinyl and thermoplastics and a manufacturer and distributor of various consumer goods, principally silver giftware items. Collins & Aikman manufactures and sells a wide variety of textile products, including upholstery and carpeting materials for automobile manufacturers and airlines, fabrics for the apparel trades, upholstery fabrics for furniture makers, broadloom carpets, area rugs, spun yarns and diverse other industrial fabrics. In addition to indebtedness, Chelsea has outstanding 2,662,890 common shares, of which management officials as a group own 25.7%; David Casty is its board chairman and president.

CHESEBROUGH-POND'S SHARES IN REGISTRATION. Chesebrough-Pond's Inc., 485 Lexington Ave., New York 10017, filed a registration statement (File 2-32179) with the SEC on March 21 seeking registration of 1,384,385 shares of common stock. Of these shares, 244,897 are issuable upon conversion of the 4-3/4% guaranteed subordinated debentures, due 1983, of Chesebrough-Pond's International Capital Corporation and 1,000,000 are issuable upon or in connection with mergers or acquisitions to which the company or any subsidiary of the company is a party. The remaining 139,488 are outstanding shares issued to Lawrence R. Clickner and Gordon A. Jones in connection with the acquisition by the company of stock of corporations owned by Clickner and Jones.

The company is engaged in the manufacture and sale of cosmetics, toiletries and proprietary specialty products and in the manufacture and sale of fragrances and hospital and medical supplies. In addition to indebtedness, it has outstanding 10,546,222 common shares. Jerome A. Straka is board chairman and Ralph E. Ward president.

UNIQUE FROZEN FOODS EXEMPTION GRANTED. The SEC has issued an order exempting Unique Frozen Foods, Inc., of Portland, Oregon, from the registration provisions of Section 12(g) of the Securities Exchange Act of 1934. This action also provides an exemption from the periodic reporting and proxy provisions of the Act; and it exempts officers, directors and large stockholders from the "insider" reporting rules.

According to the company's exemption application, more than 95% of its stock is owned by Lamb-Weston, Inc. Because thereof and the limited trading interest in Unique's shares, the Commission concluded that the granting of the exemption application would not be inconsistent with the public interest or protection of investors.

PATHFINDER MOBILEHOME FILES FOR OFFERING AND SECONDARY. Pathfinder Mobilehome, Inc., 400 Nason St., Spencer, Wisc. 54479, filed a registration statement (File 2-32180) with the SEC on March 24 seeking registration of 162,520 shares of common stock, of which 150,000 are to be offered for public sale by the company and 15,520 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Frederick & Company, Inc., 925 East Wells St., Milwaukee, Wisc.; the offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to the Frederick firm six-year warrants to purchase 7,500 shares, exercisable after one year at 120% of the offering price, and to sell FHK Associates like warrants to purchase 7,500 shares in partial consideration for its services as a finder.

The company is engaged in the business of manufacturing recreational vehicles and mobile homes. Of the net proceeds of its sale of additional stock, \$150,000 will be used for machinery, equipment, improvements and start up costs at the Hastings, Pa., manufacturing facility, \$200,000 for materials inventory and working capital for that facility, \$100,000 for machinery, equipment, leasehold improvements and start up costs for the mobilehome facility to be constructed for and leased to the company in Spencer, Wis., and \$400,000 for materials inventory and working capital for the new Spencer facility; the balance will be added to the company's general working capital. The company has outstanding 202,770 common shares, of which Leo Van Ert, board chairman, and Margaret Van Ert own 22.8%, Edward O. Dickman, president, and Ester Dickman 20.2% and management officials as a group 67.5%. Daniel T. Hosek, secretary-treasurer, proposes to sell 15,520 shares.

STOCK PLANS FILED. The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

Marathon Oil Company, Findlay, Ohio 45840 (File 2-32162) - 708,355 shares
 Lone Star Gas Company, Dallas, Texas 75201 (File 2-32169) - \$1,195,000 of plan interests
 Host International, Inc., Los Angeles, Calif. 90064 (File 2-32183) - 299,694 shares
 McLouth Steel Corp., Detroit, Mich. 48217 (File 2-32184) - 90,000 shares

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Comstock-Keystone Mining Company, n/k/a Memory Magnetics, International, Inc., Dyna Ray Corporation and United Australian Oil, Inc., for the further ten-day period March 27 to April 5, 1969, inclusive.

SECURITIES ACT REGISTRATIONS. Effective March 25: Artex Hobby Products, Inc., 2-30288 (90 days); Astro-Space Corp., 2-30866 (90 days); Casale Industries, Inc., 2-31430 (90 days); Cybernetics International Corp., 2-31029 (90 days); Data Careers, Inc., 2-29991 (90 days); The Duplan Corp., 2-31847; Hoffman Leasing & Service Corp., 2-30857 (90 days); Hyatt Corp., 2-30865; King Resources Co., 2-31570 (40 days); Leasepac Corp., 2-30804 (90 days); Lovlie Products, Inc., 2-31343 (90 days); Metaframe Corp., 2-30938 (May 4); Miles Laboratories, Inc., 2-32013 (40 days); Paramount Leasing Corp., 2-31093 (90 days); Southern Discount Co., 2-31211 (June 23); Transcontinental Investing Corp., 2-29474 (40 days); United National Investors Corp., 2-30919 (90 days); Voila Foods for Pets, Inc., 2-31108 (90 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.