

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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



Washington, D C 20549

(In ordering full text of Releases from SEC Publications Unit cite number)

(Issue No. 69-191)

FOR RELEASE October 6, 1969

UNION CORP. FILES FOR OFFERING AND SECONDARY. The Union Corporation, Verona, Pa. 15147, filed a registration statement (File 2-34802) with the SEC on September 26 seeking registration of \$7,500,000 of convertible subordinated debentures due 1989, to be offered for public sale by the company, and 156,124 outstanding shares of common stock, to be offered by the present holders thereof. The offerings are to be made through underwriters headed by Cogan, Berlind, Weill & Levitt, Inc.; the interest rate on the debentures, offering prices (\$11.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is a diversified company; its activities fall into the following categories: heavy manufacturing fabricated products, raw materials, small components and assemblies, machinery and equipment, credit services, and optical products. Of the net proceeds of its sale of debentures, \$3,000,000 will be used to retire short-term bank indebtedness and \$1,000,000 to prepay a portion of an outstanding note due 1988; \$1,000,000 will be used as partial consideration in certain acquisitions; and the balance will be used for general corporate purposes, including the financing of possible acquisitions. In addition to indebtedness and preferred stock, the company has outstanding 2,704,617 common shares, of which management officials as a group own about 12%. Robert H. Sable is board chairman and Bernard C. Sabel president. The prospectus lists seventeen selling stockholders, who own an aggregate of 309,271 and propose to sell 156,147 shares. The largest blocks are to be sold by Norman E. Turner (35,000 shares), Roy Comart (31,863) and Robert A. Simon (25,000).

LAIRD OIL FILES OFFERING PROPOSAL. Laird Oil and Gas Incorporated, 140 Broadway, New York, N.Y. 10005, filed a registration statement (File 2-34803) with the SEC on September 26 seeking registration of \$4,000,000 of Preformation Limited Partnership Interests under the Limited Partnership Agreement of Cedar LOG Company. The interests are to be offered at \$10,000 per unit through officers and employees of the company and its parent, Laird Incorporated. The partnership will be called "Cedar LOG Company" and will engage in the search for oil and gas; Cedar LOG Company will primarily be limited to the acquisition of properties or other interests submitted by third parties. The company will serve as general partner. Henry F. Merritt is president.

WARDS CO. SHARES IN REGISTRATION. Wards Co., Incorporated, 5021 Brook Road., Richmond, Va. 23227, filed a registration statement (File 2-34805) with the SEC on September 26 seeking registration of 40,388 shares of common stock. The shares are to be offered by the holder thereof, Joseph A. Rothbard, at prices current at the time of sale (\$15 per share maximum*). As part consideration for its proposed purchase of the outstanding stock of certain affiliated corporations which operate The Mart stores in Indianapolis, the company has agreed to issue 7,500 preferred shares to Rothbard; these shares are to be converted into the 40,388 common shares. The company is primarily engaged in the retail sale of household appliances, home entertainment equipment and hardware and housewares.

RELIANCE PET PRODUCTS FILES FOR OFFERING AND SECONDARY. Reliance Pet Products Corporation, 90 West Graham Avenue, Hempstead, N.Y., filed a registration statement (File 2-34806) with the SEC on September 26 seeking registration of 180,000 shares of common stock, of which 120,000 are to be offered for public sale by the company and 60,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Rothschild & Company, 135 South LaSalle St., Chicago, Ill.; the offering price (\$5 per share maximum*) is to be supplied by amendment. The underwriters are to receive a 50¢ per share commission plus \$15,000 for expenses. The Rothchild firm and John Tighe, its employee, will be entitled to purchase, for \$180, four-year warrants for the purchase of 18,000 common shares; and the company will pay a \$10,000 finder's fee to Abraham P. Levine.

The company (formerly Reliance International Mfg., Ltd.) is principally engaged in the importation, assembly and distribution of bird and hamster cages and dog and cat chains and toys and the manufacture of accessories for such pets. Net proceeds of its stock sale will be added to working capital, and may be used for acquisitions. The company has outstanding 384,050 common shares (with a net tangible book value of \$1.51 per share), of which Ralph Sena, president, and Mervin A. Savitt, board chairman, own 49.5% each. Each proposes to sell 30,000 shares.

AUTOMATED ENVIRONMENTAL SYSTEMS TO SELL STOCK. Automated Environmental Systems, Inc., 135 Crossways Park Drive, Woodbury, N.Y. 11797, filed a registration statement (File 2-34807) with the SEC on September 26 seeking registration of 160,000 shares of common stock, to be offered for public sale through underwriters headed by Burnham and Company, 60 Broad Street, New York, N.Y. The offering price (\$12.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the design, manufacture and installation of automated water quality monitors and associated telemetry equipment for surveillance of water pollution, a business it acquired from Fairchild Camera & Instrument Corp. for \$789,000. The company has designed and recently commenced the manufacture of its first two automated air quality monitors and associated telemetry equipment. Of the net proceeds of its stock sale, \$800,000 will be used for the payment of a bank loan (\$510,000 of which was used to purchase its assets

OVER

from Fairchild and \$290,000 for working capital), \$400,000 to continue the development, design and manufacture of sensors to measure pollutants commonly found in municipal sewerage systems and in certain industrial processes, and the balance for working capital. The company has outstanding 480,000 common shares, sold to its parent and promoter, AES Associates, a New York limited partnership, for \$390,000. Kenneth G. Langone, a director of the company, Barrett Brown and David A. Goldberg are general partners of Associates; they are officers of R.W. Pressprich & Co., Inc., an investment banking firm. R.H. White is chief executive officer and James P. Hunt president.

CAROUSEL FASHIONS FILES FOR OFFERING AND SECONDARY. Carousel Fashions, Inc., 270 Madison Ave., New York, N.Y. 10016, filed a registration statement (File 2-34808) with the SEC on September 26 seeking registration of 325,000 shares of common stock, of which 180,000 are to be offered for public sale by the company and 145,000 (being outstanding shares) by the present holder thereof, IHS, Inc. The offering is to be made through underwriters headed by Hayden, Stone Inc., 25 Broadway, New York, N.Y.; the offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment. Also included in the statement are an additional 15,000 shares recently acquired by the said underwriter for \$18,000 and which it has agreed not to sell for one year.

The company designs, manufactures and markets women's wigs and hairpieces made from modacrylic fibers. The net proceeds of its sale of additional stock will be used in part to repay the outstanding balance of indebtedness incurred for working capital advanced by IHC; the balance will be used as working capital, primarily to carry increased inventories and receivables. The company has outstanding 1,215,000 common shares, of which IHC owns 1,200,000; IHC proposes to sell 145,000 shares. M.K. Miller is board chairman and Ted Bost president.

NATIONAL CABLE COMMUNICATIONS TO SELL STOCK. National Cable Communications Corporation, 170 Mason St., Greenwich, Conn. 06830, filed a registration statement (File 2-34809) with the SEC on September 26 seeking registration of 170,000 shares of common stock, of which 150,000 are to be offered and sold by the company and 20,000 (being outstanding shares) by the present holder thereof. The offering is to be made through underwriters headed by Burton, Dana, Westerlund, Inc.; the offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. The Burton firm will receive \$20,000 for expenses and be entitled to purchase (along with a finder), for \$150, five-year options to purchase 15,000 common shares.

The company was organized in August for the purpose of acquiring (on the effective date of its statement), an exchange of shares, the stock of four operating corporations, each of which operates a community antenna television (CATV) system. At June 30, the company's proposed subsidiaries had an aggregate accumulated pro forma consolidated deficit of \$481,165. Of the net proceeds of its stock sale, \$170,000 will be used for expansion and improvement of the CATV systems; the balance will be used primarily for the acquisition and expansion of additional systems and the acquisition of franchises and the construction of new CATV systems in the areas covered by such franchises. In addition to indebtedness, the company has outstanding (or will have upon consummation of its proposed acquisitions) 625,000 common shares, of which Lawrence Flinn, Jr., president, owns 84%. William Turner, vice president, proposes to sell 20,000 of 53,532 shares held.

KRESTMARK INDUSTRIES TO SELL STOCK. Krestmark Industries, Inc., 608 Highway 121 East, Lewisville, Texas 75067, filed a registration statement (File 2-34810) with the SEC on September 29 seeking registration of 200,000 shares of common stock, to be offered for public sale through underwriters headed by Ling & Company, Inc., 2220 LTV Tower, Dallas, Texas. The offering price (\$7 per share maximum*) and underwriting terms are to be supplied by amendment. The Ling firm will be entitled to purchase, for \$160, five-year warrants for the purchase of 16,000 shares.

Organized in July, the company has acquired the business and assets of Krestmark Aluminum Products, Inc., an Oklahoma corporation, and Royal Extrusions & Manufacturing, Inc., a Texas corporation; it is engaged in the manufacture and sale of aluminum windows and aluminum sliding doors to the residential construction industry. Of the net proceeds of its stock sale, \$349,800 will be used to retire bank indebtedness the proceeds of which were used for working capital, \$100,000 to pay off debts owed to its two principal stockholders which sums also were used for working capital, \$100,000 for expansion to include aluminum window products used in the construction of mobile homes, and the balance for working capital and other purposes. In addition to indebtedness, the company has outstanding 800,000 common shares (with a 70¢ per share book value), of which W.E. Robinson president, and Roger Laubach, vice president, own 50% each.

AMINI OIL FILES OFFERING PROPOSAL. Amini Oil Corporation, 400 Wall Towers West, Midland, Texas 79701, filed a registration statement (File 2-34811) with the SEC on September 29 seeking registration of 250,000 shares of common stock, to be offered for public sale through underwriters headed by Russ & Company, Inc., 50 Broad Street, New York, N.Y. The offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment. The underwriter will receive \$5,000 for expenses; and it will be entitled to purchase, for \$250, five-year warrants for the purchase of 25,000 shares.

The company was organized in January to acquire the business and assets of a sole proprietorship owned by K.K. Amini, its president and board chairman, which business and assets consisted primarily of interests in certain oil and gas producing properties in West Texas and Eastern New Mexico and the operation of such properties. Of the net proceeds of its stock sale, \$365,000 will be used to retire outstanding bank indebtedness representing borrowings for working capital; the balance will be used for the acquisition, exploration and drilling of proven and unproven properties and related activities. The company has outstanding 600,000 common shares (with a \$1.86 per share book value), all owned by Amini.

AGRI-BASIC TO SELL STOCK. Agri-Basic Corporation, 1010 Barfield Bldg., Amarillo, Texas 79101, filed a registration statement (File 2-34812) with the SEC on September 29 seeking registration of 250,000 shares of common stock, to be offered for public sale through underwriters headed by Howard, Weil, Labouisse, Friedrichs and Company, 211 Carondelet Street, New Orleans, 12, Louisiana. The offering price (\$7 per share maximum*) and underwriting terms are to be supplied by amendment. The Howard firm will be entitled to purchase, for \$250, five-year warrants for the purchase of 25,000 shares, exercisable after one year at from 107% to 128% of the offering price.

Organized in April, the company has acquired four companies, as follows: Far-Tex Feed Yard, Inc., engaged in commercial feed yard operations; Sunripe, Inc., engaged in growing tomatoes; Plains Growers, Inc., engaged in growing greenhouse chrysanthemums; and Hoggard & Price Farms, Inc., engaged in farming operations, principally in growing alfalfa. Of the net proceeds of its stock sale, \$356,000 will be used for expansion of Plains Growers' facilities, \$350,000 to retire \$150,000 of bank loans of Far-Tex and to increase the capacity of its feed yard; \$100,000 to retire \$76,000 of indebtedness of Hoggard and to expand its irrigation system; and \$600,000 for use by Sunripe (\$243,000 to expand its greenhouse facilities and \$357,000 to retire bank debt). The balance will be added to working capital. In addition to indebtedness, the company has outstanding 1,003,500 common shares (with a 27¢ per share book value), of which Walter Thomas Erice, III, owns 29.02%, James W. Witherspoon, board chairman, 11.69% and management officials as a group 63.99%.

TEXAS ALUMINUM FILES FOR OFFERING AND SECONDARY. Texas Aluminum Company, Inc., Rockwall, Tex. 75087, filed a registration statement (File 2-34813) with the SEC on September 29 seeking registration of 310,000 shares of common stock, of which 129,500 are to be offered for public sale by the company and 180,500 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by The Chicago Corporation, 208 S. LaSalle St., Chicago, Ill.; the offering price (\$13.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company's activities consist of the extruding of both common and hard aluminum alloys into a variety of shapes and sizes, and various related activities. Of the net proceeds of its sale of additional stock, \$750,000 will be used for property additions and improvements (including the construction of a new heat-treat furnace); the balance will be added to working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 1,262,565 common shares of which Richard W. Pickens, board chairman and chief executive officer, owns 8.85% and management officials as a group 52.86%. The nine selling stockholders own an aggregate of 593,789 shares and propose to sell 180,500. Six are company officials, including Pickens, who proposes to sell 15,000 of 111,765 shares held, Ralph M. Hall, vice chairman, 35,000 of 50,255, and C. Perry Holder, president, 35,000 of 50,255.

ROYAL COACH FILES OFFERING PROPOSAL. Royal Coach, Incorporated, 721 Frito-Lay Tower, Dallas, Tex. 75235, filed a registration statement (File 2-34814) with the SEC on September 29 seeking registration of 300,000 shares of common stock, to be offered for public sale through underwriters headed by New York Securities Co., 1 Whitehall St., New York. The offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment. A principal stockholder has agreed to sell 30,000 shares to New York Securities at \$1 per share, not to be resold for two years.

The company is engaged, through subsidiaries, in the development and operation of motor hotels. It now operates motor hotels in Dallas and Houston, and has under construction four additional motor hotels. Organized in May, it is successor to the motor hotel segment of the operations of The Beck Companies, a sole proprietorship owned by Arthur W. Beck, Jr., president, board chairman and principal stockholder. Of the net proceeds of its stock sale, \$1,600,000 will be used in early 1970 to prepay a lease bonus payment required by the terms of the lease relating to the Dallas facility. Of the balance, \$800,000 will be used to pay a portion of the construction costs incurred in building motor hotels under construction and proposed, and the balance will be used for working capital. In addition to indebtedness, the company has outstanding 2,820,000 common shares (with a book value of 78¢ per share), of which Beck owns 92.17%.

HUNTINGTON INDUSTRIES FILES FOR OFFERING AND SECONDARY. Huntington Industries, Inc., 312 West Randolph St., Chicago, Ill. 60606, filed a registration statement (File 2-34815) with the SEC on September 29 seeking registration of 150,000 shares of common stock, of which 100,000 are to be offered for public sale by the company and 50,000 (being outstanding shares) by the company's president, Irving M. Feldstein. The public offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the design, manufacture and sale of popularly priced women's dresses, sold principally under the "Flutterbye," "Kay-Whitney" and "Step 'N Go" labels. Net proceeds of its stock sale will be used principally to retire short-term indebtedness, the proceeds of which were used for financing accounts receivables and inventories. The company has outstanding 400,000 common shares, of which Feldstein owns 392,000 and proposes to sell 50,000.

SENROR TACO FILES FOR OFFERING AND SECONDARY. Senor Taco, Inc., 1400 K St., Modesto, Calif. 95354, filed a registration statement (File 2-34816) with the SEC on September 29 seeking registration of 300,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 100,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by First California Company, Inc., 300 Montgomery St., San Francisco, Calif.; the offering price (\$16 per share maximum*) and underwriting terms are to be supplied by amendment. First California will be entitled to purchase, for \$1,000, five-year warrants for the purchase of 20,000 shares, exercisable initially (after one year) at 110% of the offering price.

The company is principally engaged in the franchising of fast-service restaurants featuring a menu of moderately priced, Mexican style food and complementary food and beverage items. It has granted 96 franchises; 20 restaurants are presently in operation. Of the net proceeds of its sale of additional stock,

\$1,600,000 will be used to provide and obtain interim and permanent financing for the construction of franchised and company-owned restaurants; the balance will be used for general corporate purposes. In addition to indebtedness, the company has outstanding 421,052 common shares (with a \$1.67 per share book value), of which a partnership comprised of Maxwell M. Freeman and Robert J. Rishwain, co-chairman, owns 38.48% and Richard T. Hughes, president, 38.48%. The partnership and Hughes propose to sell 42,520 shares each and two others the remaining shares being registered. Purchasers of the shares being registered will acquire a 48.3% stock interest in the company for their investment of \$4,800,000*; present stockholders will then own 51.7% for which they paid \$225,985.

SUNNYCREST NURSING FACILITIES TO SELL STOCK. Sunnycrest Nursing Facilities, Inc., 200 American Bldg., Cedar Rapids, Iowa 52401, filed a registration statement (File 2-34817) with the SEC on September 29 seeking registration of 200,000 common shares, to be offered for public sale through underwriters headed by T. C. Henderson & Co., Inc., 421 6th Ave., Des Moines, Iowa. The offering price (\$7.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company was organized in July to engage in the business of owning and operating nursing homes and in financing and developing nursing homes and convalescent and medical facilities. It presently owns and operates three nursing homes in Iowa, acquired from The Morris Plan Company of Iowa and three individual investors; in addition, it maintains debt and equity investments in 15 nursing home real estate corporations and nursing home operating corporations and one medical office building in Iowa, Illinois, Nebraska and North Dakota, also acquired from Morris Plan Company. The net proceeds of its stock sale will be devoted primarily to expansion of the present operations by the construction and development of new nursing homes, acquisition of existing operating nursing homes, expansion of present facilities, acquisition of related health care businesses or financing of homes constructed and operated by others. In addition to indebtedness, the company has outstanding 536,903 common shares (with a \$2.92 per share book value), of which the Morris Plan Company, of Cedar Rapids, owns 95.1%. Peter F. Bezanson, president of the company, is also president and principal stockholder of the parent. Purchasers of the shares being registered will acquire a 27.2% stock interest in the company for their investment of \$1,500,000*; present stockholders will then own 72.8%, for which they contributed \$1,568,260.

MAGIC CHEF FILES FOR OFFERING AND SECONDARY. Magic Chef, Inc., 740 King Edward Ave., S.E. Cleveland, Tenn. 37312, filed a registration statement (File 2-34818) with the SEC on September 29 seeking registration of 1,040,000 shares of common stock, of which 482,500 are to be offered for public sale by the company and 557,500 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Eastman Dillon, Union Securities & Co., 1 Chase Manhattan Plaza, New York; the offering price (\$23.75 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is primarily engaged in the manufacture and sale of "Magic Chef" kitchen ranges. Of the net proceeds of its sale of additional stock, \$3,000,000 will be used to construct a new range manufacturing plant in City of Industry (Los Angeles), \$750,000 to purchase new equipment for its Cleveland plant, \$500,000 to modernize the central heating and air conditioning plant in Los Angeles and \$650,000 for miscellaneous building and equipment improvements and purchases. An additional \$3,900,000 will be utilized to pay the remaining balance on a note issued in the acquisition of Gaffers and Sattler, Inc.; and the balance will be used for general corporate purposes. In addition to indebtedness, the company has outstanding 2,397,084 shares of common stock, of which management officials as a group own 22.667%. LeRoy Rymer is board chairman and S. B. Rymer, Jr., president and chief executive officer. Republic Corporation proposes to sell all of its holdings of 232,500 shares; members of the Rymer family, including the company president, will sell the balance of the shares being registered.

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Federal Oil Company and Pacific Fidelity Corporation for the further ten-day period October 7-16, 1969, inclusive.

SEC SUIT NAMES MADISON SQUARE GARDEN, OTHERS. The SEC today announced the filing of a complaint in the Federal court in New York City (LR-4424) seeking to enjoin violations of provisions of the Securities Exchange Act and rules thereunder by the following, in connection with a tender offer by G&W Land and Development Corporation for shares of Roosevelt Raceway, Inc.: Madison Square Garden Corporation, of New York, Eastern International Corporation its wholly-owned subsidiary, Goldman, Sachs & Co., of New York, and Harbill Associates, of New York.

SECURITIES ACT REGISTRATION. Effective October 3: General Telephone & Electronics Corp., 2-34214.

*As estimated for purposes of computing the registration fee.

---ooo0ooo---