

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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CATERPILLAR TRACTOR FILES INVESTMENT PLAN. Caterpillar Tractor Co., Peoria, Ill., filed a registration statement (File 2-20683) with the SEC on August 27th seeking registration of \$120,000 of participations in its Foreign Service Employees' Monthly Investment Plan, and 4,000 common shares which may be acquired pursuant thereto.

UNIVERSAL CAPITAL FILES FOR STOCK OFFERING. Universal Capital Corporation, 318 North St. Paul St., Dallas, filed a registration statement (File 2-20684) with the SEC on August 28th seeking registration of 1,500,000 shares of common stock, to be offered for public sale (without underwriting) at \$1 per share. The company will employ dealers to solicit subscriptions and will pay them, together with certain management officials also making solicitations, an 8¢ per share selling commission. The company's board chairman and three other officers will receive additional commissions aggregating 4¢ per share as compensation for their efforts in organizing the company. The offering will be terminated if subscriptions for 1,000,000 are not received within a prescribed period.

The company was organized under Delaware law in August 1962 and is engaged in the business of establishing or acquiring control of (or substantial interests in) other companies, primarily those engaged in the field of life insurance. The company recently acquired 65.5% of the outstanding stock of Universal Guaranty Life Insurance Company, a Texas legal reserve stock life insurance company, for an aggregate of 901,430 shares and \$1,147,193. The \$1,276,000 estimated maximum net proceeds from the stock sale will ultimately be used in connection with the establishing or acquisition of controlling or substantial interests in other subsidiaries as opportunities are presented from time to time. In addition to certain indebtedness, the company has outstanding 1,646,282 shares of common stock, of which MCA Corporation, Baton Rouge, La., owns 54.8% and management officials as a group 7.6% (plus 4.9% of MCA). Jesse D. White is board chairman (and president of MCA) and Sam R. Hay is president. The company recently sold 744,852 shares at about 87½¢ per share; and book value of stock outstanding as of June 30, 1962 was \$0.864 per share.

TEXAS GAS PROPOSES DEBENTURE OFFERING. Texas Gas Producing Company, 721 Meadows Bldg., Dallas, filed a registration statement (File 2-20685) with the SEC on August 28th seeking registration of \$1,000,000 of 5-3/4% subordinated convertible debentures due 1974 and 5-year warrants to purchase an aggregate of 30,000 common shares, to be offered for public sale in units consisting of a \$100 debenture and 3 warrants. The offering will be made at \$100 per unit through underwriters headed by Equitable Securities Corporation, 322 Union Street, Nashville, Tenn. The exercise price of the warrants and underwriting terms are to be supplied by amendment.

The principal business of the company is the production and sale of crude oil and natural gas from oil and gas properties in Texas and Louisiana. It also owns undivided interests in gas gathering systems and various producing royalty interests; and in the past it has operated other oil and gas properties in which it has no ownership. The business of Texas Liberty Gas Corp., a Delaware corporation, which is proposed to be merged into the company in September, is substantially the same as that of the company. Of the net proceeds from the debenture sale, \$350,000 will be used to pay notes to banks incurred for construction of a gas gathering system in Moore County, Texas; and the balance will be used to acquire an undivided interest in a pipe line system and various oil and gas leases, to develop various oil and gas leases, and for working capital to be used from time to time for acquisitions of oil and gas properties and interests in gas gathering systems.

In addition to certain indebtedness, the company has outstanding 681,268 shares of common stock (after giving effect to issuance of 257,505 shares pursuant to said merger). A. D. Martin is board chairman and Roy R. Thompson, Jr. is president.

MONTGOMERY WARD FILES STOCK PLAN. Montgomery Ward & Co., Incorporated, 619 W. Chicago Ave., Chicago, filed a registration statement (File 2-20686) with the SEC on August 28th seeking registration of 200,000 shares of common stock, to be offered pursuant to its Restricted Stock Option Plan.

OHIO EDISON FINANCING CLEARED. The SEC has issued an order under the Holding Company Act (Release 35-14691) authorizing Pennsylvania Power Company, New Castle, Pa. subsidiary of Ohio Edison Company (Akron), to sell \$12,000,000 of first mortgage bonds at competitive bidding and \$1,500,000 of additional common stock (50,000 shares) to its parent. Pennsylvania will use part of the proceeds from the bond sale to redeem \$8,000,000 of outstanding 5% first mortgage bonds due 1987 (at 104.79%); and the balance, together with the proceeds from the sale of additional common stock to Ohio, will be used for property additions and improvements (or to reimburse its treasury therefor), estimated at \$20,000,000 for the years 1962-63.

SECURITIES ACT REGISTRATIONS. Withdrawn August 27: Cine-Dyne, Inc. (File 2-20409); General Investment Company of Conn. Inc. (File 2-19937). Withdrawn August 28: L. B. Spears, Inc. (File 2-19235). Effective August 29: Air Reduction Company, Inc. (File 2-20284); Assembly Products, Inc. (File 2-20083); Braun Engineering Co. (File 2-20362); Drever Co. (File 2-19918); Index Retrieval Systems, Inc. (File 2-19700); Kapner, Inc. (File 2-20103); The Old Line Life Insurance Co. (File 2-20617).

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