

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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DORSEY CORP. SHARES IN REGISTRATION. The Dorsey Corporation, Highland Ave., Chattanooga, Tenn., filed a registration statement (File 2-20792) with the SEC on October 1st seeking registration of 255,368 shares of common stock. Of this stock, 65,000 shares are issuable upon exercise of outstanding warrants issued in 1959 in connection with the offering of 32,500 shares of 6% cumulative preferred stock (\$50 par); 140,000 shares are issuable in connection with the offering in 1960 of \$3,500,000 of 6½% sinking fund debentures due 1975; and 50,368 shares are issuable in connection with borrowings in 1959-60 from institutional lenders. As of August 31, 1962, none of such warrants had been exercised.

The company is engaged through its subsidiary, Chattanooga Glass Company, in the manufacture, sale and distribution of Coca-Cola bottles, bottles for other carbonated beverages and other glass containers, and is also engaged through another subsidiary, Dorsey Trailers, Inc., in the design, manufacture and distribution of all types of highway trailers except those carrying liquids. In addition to certain indebtedness and preferred stock, the company has outstanding 774,160 shares of common stock, of which J. Frank Harrison, president, owns 11.4% and management officials as a group 24.1%.

PROCTER & GAMBLE FILES STOCK PLANS. The Procter & Gamble Company, 301 East Sixth St., Cincinnati, Ohio, filed a registration statement (File 2-20793) with the SEC on October 1st seeking registration of 180,000 shares of common stock, to be offered pursuant to its Profit Sharing Dividend Plan and its Stock Purchase Plan.

CALIF. FINANCIAL FILES FOR DEBENTURE OFFERING. California Financial Corporation, 11 Tillman Place, San Francisco, filed a registration statement (File 2-20794) with the SEC on October 2nd seeking registration of \$5,000,000 of convertible subordinated debentures due 1977, to be offered for public sale at 100% of principal amount through underwriters headed by William R. Staats & Co., 640 S. Spring St., Los Angeles, and J. Barth & Co., 404 Montgomery St., San Francisco. The interest rate and underwriting terms are to be supplied by amendment.

The company owns all of the outstanding stock of Security Savings and Loan Association, which is engaged in the savings and loan business throughout the San Francisco Bay area; and it also owns subsidiaries engaged in the trust deed, title, escrow, mortgage brokerage, and insurance businesses. Of the net proceeds from the debenture sale, \$2,450,000 will be applied to the payment of 90 day demand notes to United California Bank, the proceeds of which were loaned to subsidiaries to pay off indebtedness incurred by them for working capital. The balance of the proceeds will be deposited with the Association and will constitute a cash reserve against the possible call upon the company or the Association to make loans to real estate developers pursuant to standby loan commitments. To the extent such proceeds are not so used, they will be applied to expand operations of the company and its subsidiaries.

In addition to certain indebtedness, the company has outstanding 2,563,671 shares of capital stock (after giving effect to a recent 3-for-1 stock split), of which Abraham Kofman, a director, owns 14.3% and management officials as a group 18.2%. John J. Peters is president.

AUSTRALIA PROPOSES BOND OFFERING. The Commonwealth of Australia filed a registration statement (File 2-20795) with the SEC on October 2nd seeking registration of \$25,000,000 of bonds due 1982, to be offered for public sale through underwriters headed by Morgan Stanley & Co., 2 Wall St., New York. The interest rate, public offering price and underwriting terms are to be supplied by amendment. The net proceeds from the bond sale will be applied towards capital expenditures being financed under the 1962-63 borrowing program of the Governments of the Commonwealth and the States. Funds are required to finance public works projects, the extension of electric power transmission facilities, the modernization of railroad equipment and the construction of additional water supply, irrigation and sewerage facilities.

PACIFIC POWER & LIGHT PROPOSES BOND OFFERING AND EXCHANGE PLAN. Pacific Power & Light Company, Public Service Building, Portland, Oreg., filed registration statements (Files 2-20797 and 2-20798) with the SEC on October 3rd seeking registration of (1) \$32,000,000 of first mortgage bonds due 1992, to be offered for public sale at competitive bidding, and (2) \$64,000,000 of first mortgage bonds, to be offered in seven series (3-5/8% to 4-3/8% and due from 1974 through 1986) in exchange for seven series of first mortgage bonds issued by The California Oregon Power Company (Copco) and assumed by the company as a result of the merger into it of Copco. The exchange is subject to the condition that the holders of at least 85% of the Copco bonds deposit such bonds for exchange. The net proceeds from the company's sale of bonds at competitive bidding will be used to redeem (at 106.33% plus accrued interest) \$12,000,000 of outstanding 5-3/8% first mortgage bonds due 1987, and to redeem (at 105.72% plus accrued interest) \$20,000,000 of outstanding 5-3/4% first mortgage bonds due 1987. In addition to certain indebtedness, the company has outstanding 14,239,409 shares of common stock. Paul B. McKee is board chairman and D. R. McClung is president.

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WISCONSIN NATURAL GAS PROPOSES BOND OFFERING. Wisconsin Natural Gas Company, 100 Third St., Racine, Wisc., filed a registration statement (File 2-20799) with the SEC on October 3rd seeking registration of \$5,000,000 of first mortgage bonds due 1987, to be offered for public sale at competitive bidding. The net proceeds from the bond sale will be used to redeem (at 106.04% plus accrued interest) \$2,400,000 of outstanding 5½% first mortgage bonds due 1982; to retire \$1,400,000 of outstanding short term bank loans; to reimburse the company's treasury for capital expenditures previously made; and to finance in part the cost of additions and improvements to the company's utility properties. Construction expenditures for the period July 1, 1962 through December 31, 1963 are estimated at \$7,800,000.

RUSSELL STOVER CANDIES FILES FOR SECONDARY. Russell Stover Candies, Inc., 1206 Main Street, Kansas City, Mo., filed a registration statement (File 2-20801) with the SEC on October 3rd seeking registration of 120,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by Harriman Ripley & Co., Inc., 63 Wall St., N. Y., and Stern Brothers & Co., 1009-15 Baltimore Ave., Kansas City. The public offering price (maximum \$25 per share*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and distribution of a line of chocolates and other candies which are sold throughout the country under the Russell Stover Candies brand name. In addition to certain indebtedness, it has outstanding 450,000 common and 400,000 restricted common shares, of which latter stock Ward Paper Box Company, of Kansas City, owns over 99%. Louis L. Ward, board chairman and president (and his family), owns 87.4% of the outstanding stock of Ward Paper Box. Of the outstanding common shares, State Mutual Life Assurance Company of America (Worcester, Mass.) owns 102,000 shares and proposes to sell such shares; and Central Life Assurance Company proposes to sell the remaining 8,000 shares. The selling stockholders obtained their shares as the result of conversion of \$1,200,000 of convertible notes held by them. Management officials as a group own 5.53% of the outstanding common stock. Holders of both series of stock have one vote per share; and the restricted common is convertible, share for share, into common at varying dates from 1965 through 1969.

TOWN AND COUNTRY ASSOCIATES FILES FOR OFFERING. Town and Country Associates, 59 East Van Buren St., Chicago, filed a registration statement (File 2-20800) with the SEC on October 3rd seeking registration of 64½ limited partnership capital interests having a book value of \$900 each and \$506,325 of 10-year 5% subordinated promissory notes. Such securities are to be offered for public sale (without underwriting) in units consisting of one capital interest and \$7,850 of notes and at \$8,750 per unit.

Associates is a limited partnership organized under Illinois law in September 1962 with Joseph J. Abbell and Leonard Lamensdorf as general partners. The partnership proposes to acquire three parcels of vacant real estate (11.40 acres) located in Springfield, Ill., on which it intends to construct a shopping center, office building and related facilities. The partnership will purchase the property from Jolen Realty Corporation (wholly-owned by the general partners) for an aggregate of \$447,000 which, according to the prospectus, represents Jolen's contracted costs of the property plus certain estimated out-of-pocket expenses. The net proceeds from the sale of the units will be applied to the purchase price of the property and to construction costs of the shopping center, estimated at a total (exclusive of land) of \$1,767,250. The balance of funds for the project have been or will be obtained from capital contributions from general and original limited partners (\$31,950), from the sale of 5% notes (\$3,925) and from mortgages secured by the real estate (\$1,614,000). Jolen Realty will act as general contractor for the construction of the project and as agent in procuring leases and mortgage financing, and will receive an \$87,500 fee plus expenses for such services. It will also be retained to manage the property for a 5-year term at a net fee of 2% of the annual gross revenues, exclusive of expenses. The general partners will receive fees totaling \$22,500 for legal services in connection with the land purchase.

SCIENCE VENTURES EXEMPTED. The SEC has issued an order under the Investment Company Act (Release IC-3551) declaring that Science Ventures, Inc., of New York, has ceased to be an investment company. The company has not issued any shares of capital stock and does not intend to offer shares to the public.

SUBPOENA ENFORCEMENT ACTION FILED. The SEC Denver Regional Office today announced (LR-2385) the filing of an application in Federal court (USDC, Salt Lake City) seeking to compel Shasta Minerals & Chemical Company to produce certain records in accordance with a Commission subpoena.

SECURITIES ACT REGISTRATIONS. Effective October 3: Litton Industries, Inc. (File 2-20578). Effective October 4: Suburban Water Service, Inc. (File 2-20539). Withdrawn October 2: The Grand Bahama Development Co. Ltd. (File 2-19657); Mercantile Stores Co. Inc. (File 2-20400); Site-Fab, Inc. (File 2-19852); Weiner Shoes Inc. (File 2-20185).

*As estimated for purposes of computing the registration fee.

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