

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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OHIO POWER PROPOSES BORROWINGS. Ohio Power Company, Canton subsidiary of American Electric Power Company, Inc., has applied to the SEC for authorization to issue short-term notes to banks and/or to dealers in commercial paper during the period ending December 31, 1969, in amounts not to exceed \$68,400,000 to be outstanding at any one time; and the Commission has issued an order (Release 35-16163) giving interested persons until October 10 to request a hearing thereon. The funds will be used by Ohio Power to reimburse its treasury for past construction expenditures, to pay part of the cost of its future construction program (estimated at \$100,000,000 during the next five quarters) and for other corporate purposes.

VALVE CORP. FILES FOR SECONDARY. Valve Corporation of America, 1720 Fairfield Avenue, Bridgeport, Conn., 06605, filed a registration statement (File 2-30126) with the SEC on September 12 seeking registration of 90,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by Smith, Barney & Co., Inc., and White, Weld & Co., both of 20 Broad St., N. Y. 10005. The offering price \$27.63 per share maximum* and underwriting terms are to be supplied by amendment.

The company designs, manufactures and sells various packaging components used by marketers of cosmetic, household and other consumer products. It has agreed to acquire all the assets, business and properties of Formold Plastics, Inc., in exchange for 200,000 shares of its common stock. Of these shares, 20,000 are to be offered for sale by Mary E. Neely (of 51,527 shares owned) and 70,000 by the Mercantile National Bank of Chicago, as trustee under a trust established by the will of Albert E. Neely (of 77,504 shares held). In addition to indebtedness, the company has outstanding 3,613,979 common shares. Philip H. Sagarin is president.

ADOBE INVESTMENT FILES FOR OFFERING. Adobe Investment Corporation, 601 Wilkinson-Foster Bldg., Midland, Texas 79701, filed a registration statement (File 2-30127) with the SEC on September 12 seeking registration of \$5,000,000 of participating interests in its 1969 Program under which Adobe Oil Company will be engaged by Adobe Investment to explore for oil and gas and to attempt to purchase existing production of oil and gas. Adobe Oil is the parent of Adobe Investment; they have common officers. B. J. Pevehouse is president of both companies.

MUSIC MAKERS TO SELL STOCK. The Music Makers Group, Inc., Warwick Hotel, 65 West 54th St., New York 10019, filed a registration statement (File 2-30128) with the SEC on September 12 seeking registration of 145,000 shares of common stock, to be offered for public sale through underwriters headed by Scheinman, Hochstin & Trotta, Incorporated, 111 Broadway, New York. The offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the Scheinman firm \$20,000 for expenses and to sell it, for \$200, six-year warrants to purchase 20,000 shares.

The company is engaged in the creation, production and sale of music and audio productions and promotions primarily for radio, television and national advertisers. Net proceeds of its stock sale will be used to expand its sales efforts, for the investigation and development and acquisition of additional radio and television products and properties, and for working capital purposes. The company now has outstanding 350,000 common shares (with a \$2.62 per share book value), of which The Mitch Leigh Company owns 86.7%. Mitch Leigh, board chairman, and Milton Herson, president, own 80% and 20%, respectively, of Mitch Leigh Company.

DATATAB PROPOSES OFFERING. Datatab, Inc., 315 Park Avenue South, New York, N. Y. 10010, filed a registration statement (File 2-30129) with the SEC on September 12 seeking registration of 55,000 shares of common stock and 55,000 common share purchase warrants, to be offered for public sale in units consisting of one share and one warrant. The offering is to be made through underwriters headed by D. H. Blair Securities Corp., 437 Madison Avenue, New York 10022; the offering price (\$50 per unit maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay Blair Securities \$30,000 for expenses and to sell it 11,000 addition warrants.

The company operates two data processing service centers, one in New York City and one in Chicago, and provides a variety of technical services. Of the net proceeds of its stock sale, \$325,000 will be used to pay short-term debt incurred in connection with the refinancing of the purchase of stock of Data Processing Consultants, Inc., in April and \$195,000 to pay short-term debt incurred in the purchase of an IBM System 360 Model 50 electronic computer; the balance will be applied to the payment of the balance of the purchase price of such computer and of a System 360 Model 30 electronic computer and certain peripheral equipment, and used for working capital and other corporate purposes. The company now has outstanding 276,370 common shares, of which Alvin L. Steinhart, president, owns 20.6% and management officials as a group 58.7%.

OVER

WEATHERHEAD CO. FILES FOR SECONDARY. The Weatherhead Company, 300 East 131 St., Cleveland, O. 44108, filed a registration statement (File 2-30130) with the SEC on September 12 seeking registration of 1,150,000 outstanding shares of common stock, to be offered for public sale through underwriters headed by Lehman Brothers, One William St., New York 10004. The offering price (\$25 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is primarily engaged in the production and sale of components and assemblies used in systems for the control, containment and transmission of fluids (including hydraulic brakes), commercial and automotive air conditioning equipment, hydraulic power control devices in earth-moving, construction and other mobile equipment and in machine tools and other industrial machinery, and hydraulic systems in aircraft. In addition to indebtedness, it has outstanding 3,069,000 common shares, of which management officials as a group own 25.4%. Sheldon & Co., as nominee for several Weatherhead trusts, proposes to sell 850,000 of 1,785,444 shares held; three members of the Weatherhead family propose to sell 297,000 shares (of some 800,000 shares held), and the University School 3,000 shares.

PETERSON, HOWELL & HEATHER FILES FOR OFFERING AND SECONDARY. Peterson, Howell & Heather, Inc., 2701 North Charles St., Baltimore, Md. 21218, filed a registration statement (File 2-30131) with the SEC on September 13 seeking registration of 370,000 shares of Class A common stock, of which 250,000 shares are to be offered for public sale by the company and 120,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Alex. Brown & Sons, 135 East Baltimore St., Baltimore, Md. 21202; the offering price (\$43.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the business of providing specialized management services for corporate fleets of vehicles, mainly automobiles; it also offers leasing services for such fleets and certain other equipment. Net proceeds of its sale of additional stock will be used to provide the common stock equity capital of a new captive finance company which will be a wholly owned subsidiary of the company and will specialize in providing funds for lease financing in the areas of the company's own service operations. In addition to indebtedness, the company has outstanding 789,390 Class A and 136,410 Class B shares; management officials as a group own 33% of the Class A and 64.7% of the Class B shares. Richard M. Heather, board chairman and chief executive officer, proposes to sell 40,000 of his holdings of 95,210 Class A shares (he owns 33.3% of the Class B shares); Harley W. Howell, 33,500 of 96,738 Class A shares (he owns 29.9% of the Class B shares); the Trust under the will of D. L. Peterson, 40,000 of 81,886 Class A shares (the trust owns 22.5% of the Class B shares); and the Harley W. Howell Charitable Foundation 6,500 of 13,170 Class A shares.

WILSON SPORTING GOODS FILES FINANCING PROPOSAL. Wilson Sporting Goods Co., 2233 West Street, River Grove, Ill. 60171, filed a registration statement (File 2-30132) with the SEC on September 13 seeking registration of \$25,000,000 of subordinated debentures due 1988 and warrants to purchase common shares. It is proposed to offer these securities for public sale in 25,000 units, each consisting of a \$1,000 debenture and warrants to purchase an unspecified number of common shares. The offering is to be made through underwriters headed by Lehman Brothers, One William Street, and Goldman, Sachs & Co., 55 Broad Street, both of New York 10004; the interest rate on the debentures, the number of shares comprising each unit, the offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the business of manufacturing and merchandising golf, tennis, baseball, football, basketball and other athletic equipment, apparel and accessories, and also toys and custom molded plastic products. Of the net proceeds of this financing, some \$11,100,000 will be used to prepay short-term bank notes and \$4,500,000 will be set aside for payment on the 7-7/8% notes due January 1969 assumed by the company in connection with the acquisition of its business in June 1967 from Ling-Temco-Vought, Inc. The balance will be added to working capital and used for general corporate purposes. In addition to indebtedness and preferred stock, the company has outstanding 1,228,092 shares of common and 2,400,000 shares of Class B common; LTV owns all of the Class B and all of the 60,000 shares of \$5 par cumulative convertible preferred stock. William P. Holmes is president.

SCOTTY'S HOME BUILDERS SUPPLY FILES. Scotty's Home Builders Supply, Inc., Winter Haven, Fla. 33880, filed a registration statement (File 2-30133) with the SEC on September 13 seeking registration of 350,000 shares of common stock, of which 272,650 shares are to be offered for public sale by the company and 77,350 (being outstanding shares) by the present holders thereof. The offering is to be made by underwriters headed by Courts & Co., 11 Marietta St., N. W., Atlanta, Ga. 30303; the offering price (\$6.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the retail and, to a very small extent, the wholesale distribution, at discount prices, of building materials and supplies, household fixtures, hand tools and the like. Of the net proceeds of its sale of additional stock, \$235,000 will be used to complete the construction of a new store in Ft. Myers, \$106,000 to complete the remodeling of the new Cocoa store, \$120,000 to complete the expansion of the existing Lakeland store, \$335,000 to construct a second store in Jacksonville and \$350,000 to construct a second store in Orlando; the balance will be used for other and related purposes, including working capital. In addition to indebtedness, the company has outstanding 1,016,188 common shares, of which management officials own 67.3%. E. H. Sweet, board chairman, proposes to sell 11,850 of 47,400 shares held, James W. Sweet, president, 10,000 of 341,787, and Ewell E. Street, executive vice president, 50,000 of 297,277; four others will sell the balance of the shares being registered.

QUASAR MICROSYSTEMS TO SELL STOCK. Quasar Microsystems, Inc., 466 Rockaway Avenue, Valley Stream, New York, N. Y. 11581, filed a registration statement (File 2-30134) with the SEC on September 13 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$2.75 per share. The offering is to be made by Sherwood Securities Corp., 51 Broadway, New York, N. Y. 10005, for which it will receive a \$.2475 per share commission plus \$15,000 for expenses. The company has agreed to sell to the underwriter for \$200, four-year warrants to purchase 20,000 shares (exercisable at \$3 per share after one year). Warrants for 2,500 shares are to be sold to Murray Nowak, as a finder's fee, for \$25.

The company is primarily engaged in the design, manufacture and sale of electronic time standards (high accuracy master clock controls) and to a lesser extent of electronic decade counter modules (digital counters) and other types of electronic equipment. Net proceeds of its stock sale will be used for research and development, sales promotion and working capital. The company now has outstanding 650,000 common shares, of which Elliot I. Baum owns 48.9% and management officials as a group 58.02%. Purchasers of the 200,000 shares being registered will own 23.53% of the then-outstanding stock, for which they will have paid \$550,000 (\$2.75 per share), and present stockholders will own 76.47% for which they paid \$85,600 in cash (or \$.1317 per share).

SILICONIX SHARES IN REGISTRATION. Siliconix Incorporated, 1140 West Evelyn Avenue, Sunnyvale, Calif. 94086, filed a registration statement (File 2-30135) with the SEC on September 13 seeking registration 97,625 common shares reserved for issuance upon exercise of qualified stock options; 8,125 shares reserved for issuance upon exercise of outstanding restricted stock options; and 225,550 shares which may be offered from time to time by individuals who have heretofore received shares upon exercise of employee stock options.

TRILON RESEARCH TO SELL STOCK. Trilon Research Corporation, 72-09 Broadway, Jackson Heights, New York, filed a registration statement (File 2-30136) with the SEC on September 13 seeking registration of 97,200 common shares to be offered for public sale through underwriters headed by Smith, Jackson & Co., Inc., 17 Battery Place, New York, N. Y. The offering price (\$5.50 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the Smith, Jackson firm \$10,000 for expenses, retain it for four years as a financial consultant at \$10,000 per year, and sell it 9,720 common shares at 10c per share (with the proviso that under certain conditions an additional sum of \$2.40 shall be paid the company on the sale of such shares).

The principal business of the company is that of writing, illustrating and producing a variety of technical publications and training courses designed for use by the U. S. Government and private industry, and the design and manufacture of electronic test equipment and communications equipment. The company intends to use \$75,000 of the net proceeds of its stock sale for designing, developing and marketing an electronic cable tester device, \$75,000 to establish its own printing facilities, and \$75,000 to purchase material and parts for products which the company manufactures; the balance will be added to general funds and used for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 172,800 common shares (with a \$1.07 book value), owned 50% each by Neile H. Coe, president, and James F. Fleming, vice president.

THREE TRADING BANS CONTINUED. The SEC has issued orders suspending exchange and/or over-the-counter trading in securities of BSF Company, Leeds Shoes, Inc., and Mountain States Development Company, for the further ten-day period September 17-26, inclusive.

STOCK PLANS FILED. The following companies have filed Form S-8 registration statements with the SEC proposing the offer of stock under employee stock option and similar plans:

- TRW Inc., Cleveland, O. 44117 (File 2-30114) - 27,676 \$4.50 convertible preference shares II, Series 3, 65,033 common shares
- Boise Cascade Corporation, Boise, Idaho 83701 (File 2-30115) - 400,000 shares
- Rusco Industries, Inc., Cleveland, O. 44113 (File 2-30117) - 194,772 shares
- Aqua-Chem, Inc., Milwaukee, Wisconsin 53212 (File 2-30141) - 66,550 shares

SEC STAFF PROMOTIONS ANNOUNCED. SEC Chairman Cohen today announced the following promotions of staff officers: (a) Allan S. Mostoff to the position of Associate Director of the Division of Corporate Regulation, succeeding John A. Dudley, Sidney H. Mendelsohn to the position of Assistant Division Director (vice Mostoff), and David M. Butowsky to the position of Chief Enforcement Attorney for the Division (vice Mendelsohn); (b) Nicholas K. Wolfson to the position of Assistant Director, Division of Trading and Markets, succeeding Paul J. Mason; and (c) Courtney Whitney, Jr., to the position of Chief Counsel, Division of Corporation Finance, succeeding George P. Michaely, Jr., Messrs. Dudley, Mason and Michaely recently resigned from the Commission's staff.

Mr. Mostoff joined the Commission's staff in January 1962, and has served as Assistant Director since July 1966; he received his LL.B. degree in 1957 from the New York Law School. Mr. Mendelsohn has been a member of the Commission's staff since 1941 and has served as Chief Enforcement Attorney since November 1964; he received his LL.B. degree from George Washington University Law School in 1949. Mr. Butowsky joined the Commission's staff in August 1962 and has served as Assistant Chief Enforcement Attorney since July 1967; he received his LL.B. from George Washington University Law School in 1962.

Mr. Wolfson joined the Commission's staff in 1958, serving nearly two years before resigning to engage in private practice. He returned to the Commission in January 1967 and became Branch Chief in January 1968; he received his LL.B. from Harvard Law School in 1956. Mr. Whitney joined the Commission's staff in 1960 and has served as a Branch Chief since January 1966; he received his LL.B. degree from George Washington University Law School in 1952.

MANITOBA TO SELL DEBENTURES. The Province of Manitoba (U. S. Agent: Canadian Consulate General, 680 Fifth Avenue, New York, N. Y. 10019) today filed a registration statement (File 2-30144) with the SEC seeking registration of \$50,000,000 of 25-year debentures due 1993, to be offered for public sale through an underwriting group headed by Drexel Harriman Ripley, Inc., 60 Broad Street, New York, N. Y. 10004, and nine other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment. Net proceeds of the debenture sale will be advanced by the Province to The Manitoba Hydro-Electric Board, to be utilized by the latter for capital expenditures in connection with its present construction program (estimated at \$118,000,000 for the year ending March 31, 1969).

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 in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (please give News Digest "Issue No." in ordering). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the September 3 News Digest.

KLM Royal Dutch Airlines (6K) Aug 68	1-4059-2	Integrated Container Service Inc Apr May & Jul 68(7)	2-28657-2
Bunker-Ramo Corp Jul 68(11,13)	1-4158-2		
Lehigh Valley Inds Inc Jul 68(7,8,12,13)	1-155-2	Drexel Dynamics Corp Jul 68(9,11,13)	0-2824-2
Movie Star Inc Jul 68(9)	1-4585-2	Mar 68(9,12,13)	0-2824-2
Sunshine Mining Co Jul 68(2,7,11,13)	1-678-2	Feb 68(9,13)	0-2824-2
Process Plants Corp Jun 68(3)	0-2246-2	ECL Inds Ltd (6K) Jul 68	1-5114-2
Day-Baldwin Inc Jun 68(11,13)	1-5716-2	D H Baldwin Co Jul 68(2,13)	1-1655-2
Merritt-Chapman & Scott Corp Jul 68(2,8,13)	1-1390-2	Big Horn Natl Life Ins Co Jul 68(7)	2-24152-2
Norfolk Southern Ry Co Amd #1 to 8K for Jul 68(8)	1-3984-2	Trans-World Financial Co Jul 68(7)	1-4629-2
Save-Mor Supermarkets Inc Amd #1 to 8K for Jan 68(13)	0-2345-2	J I Case Co Jul 68(12)	1-138-2
Simplex Inds Inc Amd #1 to 8K for May 68(13)	1-5710-2	Western Energy Corp Apr 68(2)	0-3159-2
Kirby Inds Inc Amd #1 to 8K for Jan 68(7,13)	1-4035-2	Crestmont Oil & Gas Co Apr 68(9)	1-3902-2
Loew's Theatres Inc Amd #1 to 8K for Jul 68(3,7)	1-4204-2	May & Jun 68(11)	1-3902-2
Thriftmart Inc Aug 68(12)	1-3057-2	Electronized Chemicals Corp Sept 67(2,7,13)	0-1415-2
Woodall Inds Inc Jul 68(12)	1-2696-2	American Petrofina Inc Aug 68(12,13)	1-4014-2
American Pacific Group Inc Jul 68(11,13)	0-1428-2	E L I Inds Inc Amd #1 to 8K for Jun 68(9)	2-28005-2
Royal Dutch Petroleum Co (6K) Aug 68	1-3788-2		
Shell Internatl Finance N V (6K) Aug 68	1-5503-2		
(6K) Aug 68	1-5503-2		

SECURITIES ACT REGISTRATIONS. Effective September 13: Central Banking System, Inc., 2-29608 (90 days); Data Automation Company, Inc., 2-29645; Ling Fund, Inc., 2-28681; National Car Rental System, Inc., 2-29416 (40 days); Tabulating and Data Processing Corp., 2-29443 (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.