

# 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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**U. S. TIME-SHARING TO SELL DEBENTURES.** U. S. Time-Sharing, Incorporated, 2135 Wisconsin Ave., N. W., Washington, D. C. 20007, filed a registration statement (File 2-30504) with the SEC on October 18 seeking registration of \$2,500,000 of 6% convertible subordinated debentures, due 1984, to be offered for public sale at 100% of principal amount. The offering is to be made on a "best efforts, all-or-none" basis through Grimm & Davis, Inc., 54 Wall St., New York and Wachtel & Co., Inc., 1000 Vermont Ave., N. W., Washington, D. C., which will receive a 7% selling commission.

The company was organized under District of Columbia law in November 1967 for the purpose of providing remote access time-shared computer services, software packages and related technical support and data processing consulting and market research services. It commenced limited data center operations in August 1968 and offered time-sharing services beginning October 16. Of the net proceeds of its debenture sale, \$1,500,000 will be used to purchase an IBM System/360 computer and related equipment, \$500,000 for a disk storage device and control devices and \$95,000 for ten multiplexers; the balance will be added to working capital and used for general corporate purposes and, if sufficient revenues are not generated, may be required for payment of interest charges on the debentures. The company has outstanding 297,807 common shares, of which W. Porter Stone, board chairman and president, owns 20.6%, and Garrett Sanderson, Jr., secretary-treasurer, and Sven Goran Stackig, a director, 13.8% each.

**MGIC INVESTMENT PROPOSES OFFERING.** MGIC Investment Corporation, 111 East Wisconsin Ave., Milwaukee, Wisc. 53202, filed a registration statement (File 2-30505) with the SEC on October 21 seeking registration of 600,000 shares of common stock, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York 10004, and Robert W. Baird & Co., Inc., 731 N. Water St., Milwaukee, Wisc. 53201. The offering price (\$45 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company was organized at the instance of Mortgage Guaranty Insurance Corporation (MGIC) under Delaware law in May 1968 for the purpose of making an exchange offer to acquire 80% or more of MGIC's outstanding common stock. It was organized as a holding company to acquire and operate insurance companies and other businesses, it is not presently anticipated that the company will engage in operations unrelated to the insurance or financial fields. Of the net proceeds of its stock sale, the company will use \$5,062,500 to purchase from MGIC the outstanding stock of Commercial Loan Insurance Corporation ("CLIC"), \$507,335 to purchase from MGIC the outstanding stock of Mortgage Guaranty Insurance Corporation of Australia Limited and about \$3,000,000 to repay funds borrowed from MGIC to purchase the outstanding stock of New York Fire and Marine Underwriters, Inc., to cover the costs and expenses of organizing the company and to effect the exchange offer; the remainder will be added to the company's general funds, of which it is expected \$10,000,000 will be invested in CLIC and the balance in New York Fire to augment their capacity to write insurance. The company has outstanding 5,130,459 common shares, of which management officials as a group own 4.6%. Henry A. Bubb is board chairman and Max H. Karl president; all officers and directors of the company are also officers or directors of MGIC.

**MOULDINGS FILES FOR OFFERING AND SECONDARY.** Mouldings, Inc., Diamond Hill Road, P. O. Box 246, Harrisburg, Ore. 97446, filed a registration statement (File 2-30506) with the SEC on October 21 seeking registration of 500,000 shares of common stock, of which 250,000 are to be offered for public sale by the company and 250,000 (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. 94104; the offering price (\$20 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriter \$7,500 for expenses and to sell to it, for \$1,000, five-year warrants to purchase 25,000 common shares.

The company is engaged in the processing and sale of wood moulding, which it purchases from others and prefinishes to match the natural grain appearance of a great number of different species of wood; it also prefinishes moulding in a variety of colors to match and complement painted surfaces. Of the net proceeds of its sale of additional stock, \$2,500,000 will be used for the purchase of raw materials and production of finished goods inventories at the new plant at Marion, Va., \$1,500,000 for other working capital purposes, principally in connection with the Marion plant, and \$53,000 for repayment of the balance of indebtedness incurred in connection with the acquisition of a majority interest in two subsidiaries; the balance will be available for general corporate purposes. In addition to indebtedness, the company has outstanding 1,029,828 common shares, of which James T. Rash, president, owns 79.31% and Elizabeth I. Rash 19.66%. James Rash proposes to sell 150,000 shares of his holdings of 816,801 shares and Elizabeth Rash 100,000 of 202,471.

**DENNY'S RESTAURANTS FILES FOR SECONDARY.** Denny's Restaurants, Inc., 14256 East Firestone Blvd., La Mirada, Calif. 90638, filed a registration statement (File 2-30507) with the SEC on October 21 seeking registration of 325,315 outstanding shares of common stock, to be offered for public sale by the present holders at prices prevailing at the time of sale (\$40 per share maximum\*). Brokers participating in such transactions will receive commissions from the selling shareholders equal to double the minimum NYSE commissions.

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The company is engaged in the development, management and operation of 165 restaurants in Arizona, California, Nevada, New Mexico, Oregon, Texas, Utah and Washington and 2 in Mexico. Denny's restaurants serve moderately priced meals and are located on primary arterial highways or main business thoroughfares, or adjacent to motel developments. In addition to indebtedness and preferred stock, the company has outstanding 5,832,180 common shares, of which Harold Butler, board chairman and president, owns 31.9%. He proposes to sell 190,000 shares of 1,860,660 shares held and five others the remaining shares being registered.

**TRANS-WORLD FINANCIAL FILES FOR OFFERING AND SECONDARY.** Trans-World Financial Co., 9601 Wilshire Blvd., Beverly Hills, Calif. 90212, filed a registration statement (File 2-30508) with the SEC on October 21 seeking registration of 300,000 shares of common stock, of which 100,000 shares are to be offered for public sale by the company and 200,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by E. F. Hutton & Co., Inc., 61 Broadway, New York 10006; the offering price (\$22 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is a leading Southern California savings and loan holding company. Net proceeds of its sale of additional stock will be used to retire notes payable and for working capital. In addition to indebtedness, the company has outstanding 1,970,611 common shares, of which Louis J. Galen, president and board chairman, owns 46%; he proposes to sell 184,250 shares of 908,906 shares held and one other the remaining shares being registered.

**OSIAS ORGANIZATION PROPOSES OFFERING.** Osias Organization, Inc., 2455 East Sunrise Blvd., Fort Lauderdale, Fla. 33304, filed a registration statement (File 2-30509) with the SEC on October 21 seeking registration of 225,000 shares of common stock, to be offered for public sale through underwriters headed by First Alabama Securities, Inc., 400 Frank Leu Bldg., Montgomery, Ala. The offering price (\$5 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to the underwriters, for \$187.50, five-year warrants to purchase 18,750 common shares, exercisable initially (after 11 months) at \$5 per share.

The company was organized as a holding company under Florida law in August 1968 as Osias International, Inc., for the purpose of acquiring and developing unimproved tracts of land into communities of single-family residential homes. It is presently engaged in development activities in Broward County, Fla. Of the net proceeds of its stock sale, \$314,625 will be applied to exercise an option on 419.5 acres of land in North Broward County; the balance will be retained as working capital and will be available for use in the development of land and the construction of homes. The company may allocate a portion of the proceeds to the exercise of a second option to acquire some 800 acres of land located in Lee County, Fla. In addition to indebtedness, the company has outstanding 600,000 common shares, all owned by Richard A. Osias, president. Upon completion of this offering, the book value of the outstanding shares will be \$1.56 a share. Consequently, the public investor will have incurred an immediate dilution of \$3.44 from the public offering price of \$5 a share.

**EXCALIBUR HOLDINGS PROPOSES OFFERING.** Excalibur Holdings, Inc., Dallas, Texas, filed a registration statement (File 2-30511) with the SEC on October 21 seeking registration of 3,000,000 shares of common stock, to be offered for sale to persons in the motor transport business, including motor carrier corporations, their officers, directors and employees, employees of the company and the general public. No underwriting is involved.

Organized under Nevada law in September 1968, the company proposes to engage, through one or more wholly-owned insurance company subsidiaries and a wholly-owned insurance agency, in providing a full line of fire, casualty, life and miscellaneous insurance coverage to the motor carrier industry. Net proceeds of its stock sale, together with the cash on hand not needed for deferring current operating expenses of the company, will be used for the acquisition or formation of insurance companies doing business in the company's area of operations. The company also plans to form a multiple line insurance agency. If the company acquires existing casualty insurance companies under favorable terms, it may use all or part of the proceeds to increase the capitalization of such companies. The company has outstanding 460,000 common shares, of which Robert D. Hilton, president, owns 10.8%.

**ROBLIN INDUSTRIES PROPOSES OFFERING.** Roblin Industries, Inc., 290 Main St., Buffalo, N. Y. 14202, filed a registration statement (File 2-30513) with the SEC on October 21 seeking registration of \$5,000,000 of convertible subordinated debentures, due 1984, and 350,000 shares of Class A common stock, to be offered for public sale in units, each consisting of \$500 of debentures and 35 common shares. The offering is to be made through underwriters headed by Bear, Stearns & Co., 1 Wall St., New York 10005; the interest rate, offering price (\$1,050 per unit maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of high grade carbon and alloy steel bars and rods, wire baskets and shopping carts, steel forgings and castings, kitchen utensils and household hardware, aluminum storm doors and windows, industrial quality steel rods for the wire drawing industry and certain other miscellaneous products. Net proceeds of this financing will be used to retire \$7,600,000 of bank indebtedness, of which \$2,600,000 was incurred in connection with the acquisition of certain assets from The Washburn Company, \$4,000,000 in connection with the purchase of substantially all the stock of United Steel & Wire Company, \$300,000 in connection with the acquisition of the stock of Duo-Temp Corporation and \$700,000 for working capital purposes; \$400,000 will be used to purchase steel processing equipment for the company's Dunkirk, N. Y., plant, and the balance will be used for general corporate purposes, including working capital. In addition to indebtedness and preferred stock, the company has outstanding 1,024,545 Class A common shares, of which management officials as a group own 16.2%. Daniel A. Roblin, Jr., is board chairman and president.

**FLORIDA ATLANTIC AIRLINES FILES FOR OFFERING AND SECONDARY.** Florida Atlantic Airlines, Inc., 2554 North Federal Highway, Dania, Fla. 33316, filed a registration statement (File 2-30514) with the SEC on October 21 seeking registration of 240,000 shares of common stock, to be offered for public sale at \$4 per share (10,000 shares by a selling stockholder). The offering is to be made on a "best efforts" basis through Service Securities, Inc., 105 Madison Ave., New York, which will receive a 40¢ per share selling commission plus \$15,000 for expenses (to be paid by the company and the selling shareholders). The company has agreed to sell to the underwriter, for \$200, five-year warrants to purchase 20,000 common shares, exercisable after one year at \$5.50 per share; Charles Abrams & Co., Inc., will receive up to \$17,000 for its services as a finder.

Organized under Florida law in August 1967, the company provides scheduled air taxi service between Fort Lauderdale, Fla., and Bimini and Freeport in the Bahama Islands. Of the net proceeds of its sale of additional stock, \$128,000 will be used to discharge outstanding indebtedness, \$173,000 to discharge advances made by its parent, Leasing Consultants, Inc. ("LCI") and \$107,000 to discharge a debt due David Miller, secretary-treasurer of the company; the balance will be added to working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 800,000 common shares (with a 12¢ per share book value), all owned by LCI. Charles Abrams & Co. proposes to sell 10,000 common shares (issuable on conversion of a \$25,000 note). Martin Miller is board chairman and Kenneth G. Burnstine president. Upon completion of this offering, LCI will own 76.9% of the outstanding common shares, representing an investment of \$163,965, or approximately 20¢ per share, while the public investors will own 23.1%, for which they will have paid \$960,000, or \$4 per share.

**DANIEL STARCH & STAFF PROPOSES OFFERING.** Daniel Starch & Staff, Inc., 566 East Boston Post Road, Mamaroneck, N. Y. 10543, filed a registration statement (File 2-30515) with the SEC on October 21 seeking registration of 150,000 shares of common stock, to be offered for public sale through underwriters headed by Russ & Co., Inc., 1600 Alamo National Bldg., San Antonio, Tex. 78205, and Graham Loving & Co., 111 Broadway, New York 10006. The offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment.

Organized under New York law in April 1968, the company acquired from Daniel Starch and Howard A. Stone all of the assets and assumed all of the liabilities of Daniel Starch and Staff, a partnership formed in 1945. The company is a research organization engaged in the business of furnishing, to any business engaged in advertising and marketing its goods or services, insights into the interest people show in advertising in virtually all media. Of the net proceeds of its stock sale, \$714,000 will be applied to the retirement of the company's short-term bank loans originally incurred to finance in part its acquisition of the assets of the partnership and to provide additional working capital, and \$350,000 will be used to expand the services offered (including hiring additional personnel) and to meet the expenses resulting therefrom, 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 312,000 common shares (with a \$1.38 per share book value), of which Oscar B. Lubow, president, owns 66.6%, Rosser Reeves, chairman, 16%, and S. Marcus Finkle, a director, 14.2%. Upon completion of this offering, the present shareholders will own 64.8% of the outstanding common stock (312,000 shares) and the underwriters 20,000 shares, representing an aggregate investment of \$564,000, or \$1.70 per share, while the purchasers of the shares being registered will own 31%, for which they will have paid \$1,500,000\*.

**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:

J. R. Wood & Sons, Inc., New York 10017 (File 2-30471) - 20,000 shares  
 Bobbie Brooks, Cleveland, Ohio 44114 (File 2-30501) - 50,000 shares and (File 2-30502) - 273,795 shares  
 Overseas National Airways, Inc., Jamaica, N. Y. 11430 (File 2-30512) - 227,150 shares  
 Daniel Starch & Staff, Inc., Mamaroneck, N. Y. 10543 (File 2-30516) - 125,000 shares  
 Modine Manufacturing Company, Racine, Wisc. 53401 (File 2-30520) - 114,972 shares  
 Scientific Resources Corporation, Philadelphia, Pa. 19126 (File 2-30522) - 12,240 preferred and  
 519,354 common shares  
 Florida Gas Company, Winter Park, Fla. 32789 (File 2-30524) - 63,500 shares

**THREE RECEIVE FINES.** The SEC New York Regional Office announced October 20 (LR-4139) that Carl J. Simon, Robert H. Kaiser and Melvin S. Fishman, accountants, received fines of \$7,000, \$5,000 and \$5,000 respectively, following their conviction of conspiring to prepare and disseminate a false and misleading annual report to stockholders of Continental Vending Machine Corp. and to file with the SEC a false Form 10-K report of that company (for the year ended 9/30/62).

**TRADING BANS CONTINUED.** The SEC has ordered the suspension of exchange and/or over-the-counter trading in the securities of Continental Vending Machine Corporation and Westec Corporation for the further ten-day period October 24 to November 2, 1968, inclusive.

**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 October 7 News Digest.

Alpha Ind Inc Jul 68(11)	1-5560-2
Downe Communications Inc May 68 (2,7,9,12,13)	2-28104-2
LTV Aerospace Corp Apr 68(11)	1-5219-2
Aug 68 (7)	1-5219-2
Babcock Electronics Corp Amd #1 to 8K for Jul 68(1,2, 11,13)	0-1740-2
Medical Invmt Corp Amd #1 to 8K for Jul 68(13)	0-1467-2
Norton Simon Inc Amd #1 to 8K for Sept 68(13)	1-5687-2
Guardsman Chemical Coatings Inc Amd #1 to 8K for Jan 67(7,12)	1-4704-2

**PROCTOR & GAMBLE PROPOSES EXCHANGE.** The Clorox Company, 301 East Sixth St., Cincinnati, Ohio 45202, filed a registration statement (File 2-30530) with the SEC on October 22 seeking registration of 6,800,000 shares of common stock. The Proctor & Gamble Company proposes to offer these shares in exchange for shares of common stock of Proctor and Gamble; the ratio of exchange is to be supplied by amendment. The exchange offer is being made as part of a plan of divestiture of Clorox pursuant to an order of the Federal Trade Commission. In May 1968, as the first step of such plan, Proctor & Gamble sold 1,200,000 of the 8,000,000 outstanding shares of Clorox common owned by it in a public offering through underwriters. To complete the divestiture, all the remaining 6,800,000 shares of Clorox stock owned by Proctor & Gamble, representing an 85% interest in Clorox, are being offered to Proctor & Gamble's shareholders. Proctor & Gamble has outstanding 42,424,501 common shares.

**NVF - SHARON STEEL EXCHANGE FILED.** NVF Company, Maryland and Beech St., Wilmington, Del. 19899, filed a reg. statement (File 2-30533) with the SEC on October 23 seeking registration of \$118,290,620 of 5% subordinated debentures, due 1994, and warrants for the purchase of 2,534,799 shares of common stock. Subject to the approval of its stockholders, NVF proposes to offer common stockholders of Sharon Steel Corporation the opportunity to exchange their Sharon shares for NVF debentures and warrants; Sharon stockholders accepting this offer will receive, for each share of Sharon common tendered, \$70 principal amount of the debentures and 1.5 common stock purchase warrants to purchase 1.5 shares of NVF common at \$33 per share. According to the prospectus, NVF owns 5,000 of the 1,656,479 outstanding shares of Sharon common; and through this exchange offer NVF wishes to increase its holdings by purchasing as many shares as may be tendered and, although not a condition of this offer, NVF's intention is to achieve at least majority ownership of Sharon.

**SECURITIES ACT REGISTRATIONS.** Effective October 21: Gibraltar Financial Corp. of Calif., 2-30065 (40 days). Effective October 22: Alabama Power Co., 2-30405 (Dec 9); Base Ten Systems, Inc., 2-29956 (90 days); Chuck Barris Productions, Inc., 2-29918 (90 days); Digital Products Corp., 2-29309 (90 days); The Elder-Beerman Stores Corp., 2-30016 (90 days); Greenman Bros. Inc., 2-29619 (40 days); International Aluminum Corp., 2-29759 (Jan 20); Lightolier Inc., 2-29940 (Jan 20); Monterey Nursing Inns, Inc., 2-29768 (Jan 20); Palm Beach Co., 2-30196 (40 days); Transcontinental Gas Pipe Line Corp., 2-30326 (Dec 2); Western Gear Corp., 2-29931 (90 days); Wilson Sporting Goods Co., 2-30132 (40 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.

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