

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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**MARSH GROWTH FUND TO BE DE-REGISTERED.** The SEC has issued an order under the Investment Company Act (Release IC-4662) giving interested persons until August 24 to request a hearing on its motion to declare, by order, that Marsh Growth Fund, Washington, D. C., has ceased to be an investment company. The Commission has been informed that the company has no assets, has not sold any securities or conducted any business, and does not intend to offer any shares or conduct any business.

**GOODRICH INTERNATIONAL RECEIVES ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-4664) modifying its previous order which granted a conditional exemption of B. F. Goodrich International Finance Co., New York subsidiary of The B. F. Goodrich Company, from the Investment Company Act. The amended order provides that, pending the development of final investment plans, and from time to time thereafter in connection with changes in long-term investments, the assets of the subsidiary may be invested on a temporary basis outside the United States or in time deposits in banks abroad.

**UNION FUND RECEIVES EXEMPTION ORDER.** The SEC has issued an exemption order under the Investment Company Act (Release IC-4665) authorizing Union Fund, Inc., Little Rock, Ark., registered, open-end non-diversified management investment company, to acquire all of the assets of Arkansas Fund, Inc., in exchange for common stock of Union Fund, so as to provide the latter with the initial net worth of \$100,000 required by the Act. According to the application, the two companies are affiliated by virtue of the fact that the promoters of applicant own all of the outstanding stock of Arkansas Fund. In addition, Jackson T. Stephens, one of said promoters, is affiliated with the applicant's investment adviser and principal underwriter.

**UNITED REPUBLIC LIFE INVESTMENT PROPOSES OFFERING.** United Republic Life Investment Company, 1617 N. Front St., Harrisburg, Pa., filed a registration statement (File 2-25343) with the SEC on July 29 seeking registration of 600,000 shares of Class A stock and warrants to purchase 1,200,000 Class A shares. The stock and warrants are to be offered for public sale in units consisting of 10 shares and warrants to purchase 20 shares, and at \$100 per unit. The warrants are exercisable at \$10 per share until March 31, 1969, and thereafter until June 30, 1970, at \$15 per share. The offering is to be made through company officials and certain licensed or registered salesmen. A 14% commission will be paid on the sale of the stock.

Organized under Pennsylvania law in 1965, the company caused the formation of United Republic Life Insurance Co. in March 1966, a wholly-owned Pennsylvania stock life insurance company. Net proceeds of this financing will be used in the conduct of the subsidiary's insurance business and may be used to acquire other subsidiaries, such as savings and loan associations, banks, and small loan companies. The company has outstanding 98,400 Class A and 200,000 Class B shares, of which management officials own 10,000 and 200,000 shares, respectively. R. Joseph Gard (president and board chairman) and Merle F. Dixon (vice president), together with other organizers, purchased the Class A shares at \$10 per share; Gard and Dixon each purchased 100,000 Class B shares at \$0.10 per share.

**KORVETTE FILES FOR SECONDARY.** E. J. Korvette, Inc., 1180 Avenue of the Americas, New York 10036, filed a registration statement (File 2-25345) with the SEC on July 29 seeking registration of 370,199 outstanding shares of common stock and 37,020 outstanding shares of 4% preferred stock (\$10 par). The present holders thereof may offer the stock for public sale on the New York Stock Exchange from time to time at prices current at the time of sale (\$14 per common - \$6.1875 per preferred share\*).

Korvette is engaged in the business of operating department stores and food supermarkets. According to the prospectus, Korvette stockholders will vote at a meeting to be held on August 25 on the proposed merger of Spartans Industries, Inc., into Korvette, which will change its name to Spartans Industries, Inc. Spartans produces apparel and hosiery, and operates department and drug stores. In addition to indebtedness, Korvette has outstanding 200,175 preferred and 5,140,818 common shares. Management officials and members of their families own approximately 28% of the common (including 20% owned by Eugene Ferkauf and his wife). Charles C. Bassine is board chairman of Korvette and Murray Sussman is president; Ferkauf is chairman of the executive committee. The prospectus lists 22 selling stockholders, including Hilliard J. Coan, who is offering 115,485 common shares, and, as custodian for three minors, Coan is offering a total of 1,386 common shares; Edith J. Wetchler, 151,871 common; Natalie D. Haberman, 14,599 common and 10,000 preferred; and Paula Diamond, 22,672 common and 5,360 preferred. The selling stockholders are offering their entire holdings in the company.

**EBERSTADT FUND PROPOSES OFFERING.** The Eberstadt Fund, Inc., 65 Broadway, New York 10006, filed a registration statement (File 2-25364) with the SEC on August 3 seeking registration of 5,000,000 shares of capital stock. The stock is to be offered for public sale at net asset value plus a maximum selling commission of 8 1/2% (\$10.93 per share maximum\*). F. Eberstadt & Co., Managers & Distributors, Inc., will act as the fund's distributor and investment adviser.

Organized under Maryland law in 1966, the fund is a diversified, open-end mutual investment company whose investment objective is "to seek to obtain the maximum growth of capital and income consistent with quality investments." The fund has outstanding 30,000 capital shares, of which management officials own 25,025 shares. F. Eberstadt is board chairman of the fund and is senior partner of F. Eberstadt & Co., which owns the investment-advisory firm. Francis S. Williams is vice chairman and Robert C. Porter is president of the fund; Williams and Porter are also board chairman and president, respectively, of the investment adviser.

OVER

**SPACE CORP. FILES FOR SECONDARY.** Space Corp., 3466 Fairdale Ave., Garland, Tex. 75040, filed a registration statement (File 2-25365) with the SEC on August 3 seeking registration of 171,935 outstanding shares of common stock. The present holders thereof propose to offer the stock for public sale through underwriters headed by Dempsey-Tegeler & Co., Inc., 1000 Locust St., St. Louis, Mo. 63101, and Sanders & Co., Inc., 830 Republic National Bank Bldg., Dallas, Tex. 75201. The public offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment. The company will sell to the principal underwriters five-year warrants to purchase 8,000 shares each.

The company's principal business consists of designing and manufacturing ground support and testing equipment for jet aircraft, rockets, missiles and spacecraft, primarily for Federal agencies. In addition to indebtedness, it has outstanding 325,329 common shares, after giving effect to the proposed conversion or redemption of \$515,300 of 6% convertible subordinated debentures (due 1967). Management officials own 69.9% of such outstanding stock. The prospectus states that there are 80 selling stockholders, including D. Harold Byrd (board chairman), who is offering 81,467 of 162,467 shares held, and William A. Roth (president), 12,311 of 24,622. The remaining sellers are offering shares ranging in amounts from less than 1,000 to 6,987.

**DUKE POWER PROPOSES OFFERING.** Duke Power Company, 422 S. Church St., Charlotte, N. C. 28201, filed a registration statement (File 2-25367) with the SEC on August 3 seeking registration of 350,000 shares of cumulative preferred stock, Series D (\$100 par). The stock is to be offered for public sale through underwriters headed by Morgan Stanley & Co., 2 Wall St., and The First Boston Corp., 20 Exchange Pl., both of New York 10005. The dividend rate, public offering price (\$100 per share maximum\*) and underwriting terms are to be supplied by amendment.

An electric utility, the company will use the net proceeds of its stock sale in connection with its construction program (estimated at \$300,000,000 for 1966-1968). In addition to indebtedness and preferred stock, it has outstanding 23,005,556 common shares, of which The Duke Endowment owns 56.7%. Doris Duke owns 1,150,000 shares of the common stock. W. B. McGuire is president.

**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's "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 August 1 News Digest.

Alco Standard Corp Jun66 (2,7,13)	0-107-2	Bush Terminal Co Jul 66 (7,12,13)	1-3047-2
Citadel Life Insur Co of NY		Eastern Can Co Inc Jul 66 (11)	1-4460-2
Mar 66 (11)	2-21214-2	Giant Food Inc Jul 66 (3,13)	1-4434-2
Trinity Inds Inc (Formerly Trinity		H C Bohack Co Inc Jun 66 (9,13)	0-1318-2
Steel Co Inc) Jun 66 (11)	0-1616-2	Eastern Mass St Ry Co Jun 66 (6)	1-1563-2
Brown-Forman Distillers Corp		Condec Corp Jun 66 (2,4,13)	1-3899-2
Jul 66 (11)	1-123-2	Eastman Kodak Co Jun 66 (11)	1-87-2
Kilembe Copper Cobalt Ltd		First Hartford Realty Corp	
Apr 66 (11,13)	1-4268-2	Jul 66 (11,13)	0-1942-2
Mich Gas Utilities Co		Iowa Southern Utilities Co	
Jul 66 (12,13)	1-4919-2	Jun 66 (7)	0-849-2
Sprague Elec Co Jun 66 (7)	0-654-2	LTV Electrosystems Inc May 66 (7)	1-5237-2
Tintair Inc (Formerly Bymart-Tintair		Giant Yellowknife Mines Ltd	
Inc) Jun 66 (9,11,13)	2-8823-2	Apr 66 (11,13)	1-4350-2
United States Casualty Co		Applied Technology Inc	
Jun 66 (12)	2-2590-2	Jun 66 (2,12)	2-21829-2
Apr 66 (11,13)	2-2590-2	Cin Milling Machine Co	
Bell Intercontinental Corp		Jul 66 (11)	1-3306-2
Jun 66 (12,13)	1-4354-2		

**SECURITIES ACT REGISTRATIONS. Effective August 3:** Belding Heminway Co., Inc., 2-25055; Household Finance Corp., 2-25302 (Sep 12); International Telephone and Telegraph Corp., 2-25188 (Sep 13); K-S Funds, Inc., 2-25228; Rover Shoe Co., 2-25090 (90 days); Space Ordnance Systems, Inc., 2-25134 (90 days); Technical, Inc., 2-25166; Walworth Co., 2-25225 (40 days); Wyle Laboratories, 2-25122.

**Withdrawn August 2:** General Automotive Parts Corp., 2-25138.

**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.