

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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DIVERSIFIED SECURITIES CORP. REVOKED. The SEC today announced a decision under the Securities Exchange Act (Release 34-7489) revoking the broker-dealer registration of Diversified Securities Corporation, formerly of 572 E. Green St., Pasadena, Calif., for violations of the registration and anti-fraud provisions of the Federal securities laws in the offer and sale of common stock of Kramer-American Corp. and Merit Oil Ltd. Leon Kimel, president, and Donald A. Forsblade, vice president, were each found to be a cause of the revocation order. The firm and the two individuals failed to respond to the order authorizing the proceedings. In October 1964 they were permanently enjoined by Federal court order from further offering and selling Kramer stock in violation of the Securities Act registration requirement.

ALLRIGHT AUTO PARKS FILES FOR SECONDARY. Allright Auto Parks, Inc., 825 Esperson Bldg., Houston, filed a registration statement (File 2-23038) with the SEC on December 23 seeking registration of 9,924 outstanding shares of common stock, to be offered for public sale by the holders thereof through Equitable Securities Corporation of 322 Union St., Nashville, Tenn. The public offering price (\$18 per share maximum*) and underwriting terms are to be supplied by amendment.

The company was organized in May 1962 to combine and continue various related parking businesses operating under the name "Allright" or "Parkrite"; and it engages in such business in 40 cities located principally in the South-Southwestern states and in the Rocky Mountain and West Coast areas. In addition to indebtedness, it has outstanding 751,310 shares of common stock, 216,309 shares of Series 1 Class B stock and 216,309 shares of Series 2 Class B stock. Management officials own 256,746 common shares and 265,841 Class B shares, constituting 44.10% of the common and Class B stock (they with members of their families own some 68.23%). The shares of common stock which are the subject of this offering were part of a total of 55,000 shares acquired in November 1964 from the company in exchange for all the capital stock of Central Parking, Inc. One of the selling stockholders, J. E. Gunby, was president of Central and owned some 23% of its stock. He proposes to sell 2,566 of his holdings of 12,834 shares; and the five other selling shareholders propose to sell 7,381 of their aggregate holdings of 39,416 shares.

HAYSTACK MT. SKI AREA PROPOSES OFFERING. Haystack Mountain Ski Area, Inc., Wilmington, Vt., filed a registration statement (File 2-23039) with the SEC on December 23 seeking registration of 400 Series B Units consisting of an aggregate of \$800,000 Series B 6% cumulative subordinated income debentures due 1985 and 40,000 shares of common stock. Each unit will consist of \$2,000 principal amount of the Series B debentures and 100 shares of common stock. The units are to be offered for public sale, at \$2,100 per unit, through management officials and employees (if sales are made through dealers, they will receive a selling commission of \$100 per unit). Also included in the statement are \$330,000 Series A debentures and 33,000 common shares, recently sold to 21 individuals and firms for an aggregate consideration of \$330,000. As to these units, the prospectus states that the company may be deemed "contingently liable" under provisions of the Securities Act; the company is making a rescission offer as to said units.

The company was organized under Vermont law in September 1961 and intends to develop, construct and operate a ski resort and year-round recreational area at Haystack Mountain in Wilmington and West Cover, Vt., as well as the development and sale of certain acreage at the base of Haystack for use as sites for vacation homes. Net proceeds of the sale of the Class B Units will be applied to such purposes. The company has outstanding, in addition to mortgage notes and other indebtedness, 107,753 shares of common stock, of which management officials own 84.5%. Herbert Hart, president, Edmund E. Lahar, vice president, and Robert M. Vogel, secretary, own 28,000, 13,500 and 28,000 shares, respectively.

TELEFLEX FILES STOCK PLAN. Teleflex Incorporated, North Wales, Pa., filed a registration statement (File 2-23040) with the SEC on December 23 seeking registration of \$120,000 of participations in its Employees' Stock Purchase Plan, together with 12,000 underlying shares.

KENDALL WATERFLOOD UNIT PROPOSES OFFERING. Kendall Waterflood Unit, Inc., 503 Philtower Building, Tulsa, Okla., filed a registration statement (File 2-23041) with the SEC on December 23 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$10 per share. No underwriting is involved, the offering to be made "through specific persons, on a best efforts basis . . . at a discount or sales commission of 10% of the offering price." Owen P. Snow, Jr., president, and E. S. (Jack) Villines, vice president, both of Wichita, Ks., are to receive shares equal to 25% of the shares sold to the public in consideration for their organization of the company and making possible its purchase of assets and property to be acquired.

The company was organized under Oklahoma law in August 1964. Snow acquired an "option to purchase 490 acres of producing oil properties" in July 1964 for \$2,000; and he has assigned same to the company. The properties are located in Hughes County, Okla. The company proposes to develop and produce the acquired properties. Proceeds of the stock sale will be so applied, including \$290,000 as acquisition cost. The company now has outstanding 200 shares, issued to Snow in consideration of his assignment of the option.

OVER

REALTY COLLATERAL PROPOSES OFFERING. Realty Collateral Corp., 90 Park Ave., New York, filed a registration statement (File 2-23042) with the SEC on December 23 seeking registration of \$20,000,000 of Collateral Trust Notes, to be offered for public sale at 100% of principal amount. No underwriting is involved. The company was organized by George W. Warnecke, president, who owns all its outstanding stock. It proposes to invest the proceeds of this financing in the purchase of real property first mortgages insured under Section 203 or Section 207 of the National Housing Act of 1934.

NEW ENGLAND ELECTRIC SYSTEM SEEKS ORDER. New England Electric System, 441 Stuart St., Boston, has applied to the SEC for an order under the Holding Company Act authorizing it to sell 698,227 additional common shares to stockholders at the rate of one new share for each 20 shares held, and to offer any unsubscribed shares to its employees. The Commission has issued an order (Release 35-15168) giving interested persons until January 19, 1965 to request a hearing thereon. NEES will apply the net proceeds derived from the stock sale to construction programs of its subsidiaries, either through loans or the purchase of additional shares of their capital stocks.

MIDDLE SOUTH UTILITIES SEEKS ORDER. Middle South Utilities, Inc., a registered holding company, and its public-utility subsidiary, New Orleans Public Service Inc., have applied to the SEC for an order under the Holding Company Act authorizing the subsidiary to transfer a portion of its earned surplus to its common capital stock account and to issue to Middle South an additional 79,029.86 of its common shares. The Commission has issued an order (Release 35-15167) giving interested persons until January 21, 1965 to request a hearing thereon. According to the application, New Orleans proposes to transfer \$790,298.60 from its earned surplus account, which amounted to \$16,791,629 on October 31, 1964, to its common capital stock account.

TEXAS FUND SEEKS ORDER. Texas Fund, Inc., a Houston, Tex., open-end investment company, has applied to the SEC for an order under the Investment Company Act authorizing the issuance of its shares at net asset value for substantially all the cash and securities of The Collinge Company, Inc.; and the Commission has issued an order (Release IC-4115) giving interested persons until January 15, 1965 to request a hearing thereon. According to the application, Collinge, an Indiana corporation with four shareholders, had assets valued at \$1.6 million on November 4, 1964.

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. 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 caption of the several items of the form was included in the December 1 News Digest.

Arundel Corp (8)	Kerr-McGee Oil Industries, Inc (12,13)	Ryan Aeronautical Co Amend #1 to 8K for Oct. 1964 (8,12)
Reeves Broadcasting Corp (7,8)	Richardson-Merrell, Inc (3)	W. R. Grace & Co Amend #1 to 8K for Oct. 1964 (7,13)
The Goldfield Corp (2,13)	J. P. Stevens & Co, Inc (7,10,13)	GeneralCinema Corp Oct. 1974 (7)
Avnet, Inc (1,11,13)	Broadway Hale Stores, Inc (7,13)	Del. E. Webb Corp (2,13)
Leasona Corp (7,10)	Montana Dakota Utilities Co (1)	The Deltona Corp (7)
Curtis Publishing Co (12)	General Public Utilities Corp N.Y. (3)	Telectro Industries Corp (12)
Pacific Tins Consolidated Corp (12,13)	A.P.L. Corp (11,13)	Gulf & Western Industries, Inc (11)
Abbott Laboratories (11,13)	Blossman Hydratane Gas Inc (11,13)	Masco Corp (12,13)
Interstate Life & Accident Insurance Co Feb. 1965 (11,13)		Universal Automated Industries, Inc Aug. 1963 (12) April 1964 (12) Sept. 1964 (12)
		Skyline Homes, Inc (12)
		James Talcott, Inc (7,13)
		Crowley Milner & Co (12)
		Mohawk Airlines, Inc (7)

SECURITIES ACT REGISTRATION STATEMENTS: During the week ended December 24, 1964, 30 registration statements were filed, 20 became effective, 2 were withdrawn, and 260 were pending at the week end.

SECURITIES ACT REGISTRATIONS. Effective December 24: Agway, Inc. (File 2-22791); Control Data Corp. (File 2-22883); Foundation Life Insurance Co. (File 2-22942); McCrory Corp. (File 2-22927); Niagara Mohawk Power Corp. (File 2-22983). Effective December 28: Farmbest, Inc. (File 2-22962). Withdrawn December 24: College Fund, Inc. (File 2-22993).

* As estimated for purposes of computing the registration fee.