

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



Washington 25, D.C.

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

(In ordering full text of Releases from Publications Unit, cite number)

(Issue No. 63-1-10)

FOR RELEASE January 15, 1963

SOUTHWEST FOREST INDUSTRIES PROPOSES RIGHTS OFFERING. Southwest Forest Industries, Inc., 444 First National Bank Bldg., Phoenix, Ariz., filed a registration statement (File 2-21008) with the SEC on January 11 seeking registration of 638,237 shares of common stock. It is proposed to offer such stock for subscription by common stockholders at the rate of three shares for each five shares held. The record date and subscription price (maximum \$7 per share*) are to be supplied by amendment. According to the prospectus, certain stockholders (including certain management officials) have agreed to subscribe for the entire 638,237 shares to the extent such shares are not issued pursuant to subscription by other stockholders. The statement also includes 79,250 common shares sold in December 1962 to The Rust Engineering Company and Kitchell-Phillips Contractors, Inc., in satisfaction of part of the payment (\$951,000) under a contract between the company and Rust providing for the construction of a paper mill.

The company manufactures and sells lumber and wood products and converts, processes and distributes paper products. In addition it operates corrugated paper board and container plants and a grocery bag and paper mill. The net proceeds from the stock sale will be added to general funds for working capital and other corporate purposes, including payment of \$650,000 balance of the \$800,000 purchase price for all of the outstanding stock of Premier Container Corporation. In addition to certain indebtedness, the company has outstanding 1,142,978 shares of common stock, of which Calud B. Hamill, a director, and J. B. Edens, president (together with two members of his family) own 12.98% and 11.93%, respectively. Management officials as a group own 29.58%. In addition, Miner & Company holds of record 17.04%, including 7.1% owned beneficially by R. Howard Webster, a director (the balance is beneficially owned by members of his family and associates).

JAPAN DEVELOPMENT BANK PROPOSES BOND OFFERING. The Japan Development Bank, Tokyo, Japan, filed a registration statement (File 2-21009) with the SEC on January 14 seeking registration of \$17,500,000 of 6% guaranteed external loan bonds due 1978, to be offered for public sale through underwriters headed by The First Boston Corporation, 20 Exchange Place, New York, and two other firms. The public offering price and underwriting terms are to be supplied by amendment.

The Bank was organized in 1951 as a Japanese Government financial institution to supply long-term funds to Japanese industry for the promotion of economic reconstruction and industrial development, supplementing and encouraging the credit operations of private financial institutions. The Bank's capital is wholly owned by the Government of Japan, and its activities are controlled and supervised in a number of respects by the Government, principally by the Minister of Finance. The net proceeds from the bond sale will be converted into Japanese yen and will be used by the Bank to make loans in Japanese currency to leading private electric power companies in Japan. According to the prospectus, the companies receiving such loans will agree to use the proceeds thereof for the construction of thermal electric power facilities in various parts of Japan. The Bank is managed by a Governor (Risaburo Ohta) who, together with a vice-governor and two auditors, is appointed by the Prime Minister for four-year terms.

TALLY REGISTER SHARES IN REGISTRATION. Tally Register Corporation, 1310 Mercer St., Seattle, Wash., filed a registration statement (File 2-21010) with the SEC on January 14 seeking registration of 22,897 shares of common stock. Such shares are issuable at \$13 per share to holders of outstanding warrants which were attached to 22,897 shares offered and sold by the company to shareholders (and then to the general public) in September 1961. The warrants are exercisable from December 1962 to November 1966. No underwriting is involved. The company is engaged in the design and manufacture of paper tape equipment for use in connection with scientific and business data processing and the automatic control of office and manufacturing equipment.

TWO PLEAD GUILTY IN FIRST DISCOUNT CASE. The SEC New York Regional Office announced January 10 (LR-2480) that Leo Sinsheimer, of New York City, and Arthur Katz, of White Plains, New York, president and treasurer, respectively, of the First Discount Corporation (now bankrupt), pleaded guilty (USDC, SDNY) to 36 counts charging them with transporting and conspiring to transport securities which were converted and obtained by fraud.

NATIONAL AUTOSONIC DEVELOPERS ENJOINED. The SEC Seattle Regional Office announced January 11 (LR-2481) the entry of a Federal court order (USDC, WD, Wash.) permanently enjoining Samuel Vincent Cravens, of Vancouver, British Columbia, and National Autosonic Developers, Ltd., a British Columbia company, from violations of the Securities Act registration requirements in the offer and sale of personal notes of Cravens and capital shares of National Autosonic Developers. The defendants consented to entry of the injunction.

INDICTMENT RETURNED IN AMPHIBIOUS BOATS CASE. The SEC Chicago and Fort Worth Regional Offices announced January 11 (LR-2482) the return of a 32-count indictment (USDC, ED, Mo.) charging Hayden Leason, Harvey Leason, Leason & Co., Inc. (Chicago), William B. Robinson, William B. Robinson & Company (Corsicana, Texas), and Bala Williams, Jr. and Bala Williams & Company (Wichita Falls, Texas) with violations of the Securities Act anti-fraud and registration provisions and the Exchange Act anti-manipulation provisions in the offer and sale of stock of Amphibious Boats, Inc. (formerly of Dallas, Irving and Denton, Texas).

OVER

PUBLIC SERVICE OF OKLAHOMA BOND SALE APPROVED. The SEC has issued an order under the Holding Company Act (Release 35-14788) authorizing Public Service Company of Oklahoma, Tulsa subsidiary of Central and South West Corporation, a registered holding company, to sell at competitive bidding \$10,000,000 of first mortgage bonds due 1993 (series I). The net proceeds from the bond sale, together with other funds, will be used to redeem in March 1963 (at 103.37% plus accrued interest) \$9,860,000 of 5% first mortgage bonds due 1990 (series H).

MAYFLOWER-ILLINOIS FILES FOR STOCK OFFERING. Mayflower-Illinois, Inc., 141 West Jackson Blvd., Chicago, filed a registration statement (File 2-21011) with the SEC on January 14 seeking registration of 700,000 shares of common stock. Of such stock, 300,000 shares are to be offered at \$1 per share primarily to licensed insurance agents, brokers and agencies in Illinois (250,000 to agents and brokers who enter into production contracts to place certain amounts of insurance with Mayflower Life Insurance Company of Illinois, the company's wholly-owned subsidiary, and the balance to those who do not enter into such contracts). Of the balance, 360,000 shares underly options, exercisable at \$1 per share, to be granted to agents and brokers in proportion to their sales of life insurance, and 40,000 shares are to be reserved for issuance by the company pursuant to a restricted stock option plan. No underwriting is involved.

The company was organized under Illinois law in June 1962 and is the parent of Mayflower Life, which intends to commence business in February 1963 selling a broad line of specially designed life insurance policies and riders. Most of the \$650,000 estimated net proceeds from the stock sale will be used to purchase additional shares of the insurance company, at \$10 per share, enabling the insurance company to expand operations. The company has outstanding 900,000 shares of common stock, of which National Insurance Capital Corporation, a Chicago company, owns 89% (stockholders of National Insurance owning the remaining 11%). Such shares were acquired at 50¢ per share. Nathaniel H. Seefurth is board chairman and Marvin P. Loeb is president. Management officials as a group own 37% of the outstanding stock of National Insurance.

BENDIX FILES STOCK PLAN. The Bendix Corporation, Fisher Building, Detroit, filed a registration statement (File 2-21013) with the SEC on January 14 seeking registration of 140,499 shares of common stock, to be offered pursuant to its Stock Option Plan.

BELL TELEPHONE OF PA. PROPOSES DEBENTURE OFFERING. The Bell Telephone Company of Pennsylvania, 1835 Arch Street, Philadelphia, today filed a registration statement (File 2-21014) with the SEC seeking registration of \$50,000,000 of debentures due 2003, to be offered for public sale at competitive bidding. The net proceeds from the debenture sale will be used to repay \$41,000,000 of outstanding advances from American Telephone and Telegraph Company, its parent, obtained for general corporate purposes, including extensions, additions and improvements to its plant. The balance will be used toward reimbursement of the company's treasury for similar expenditures, and the new treasury funds will then be used for general corporate purposes. Construction expenditures were \$94,000,000 for the first nine months of 1962, are estimated at \$124,000,000 for the full year 1962 and expected to be less for 1963.

SECURITIES ACT REGISTRATIONS. Effective January 14: Alloys Unlimited, Inc. (File 2-20922). Effective January 15: Career Academy, Inc. (File 2-20553); The City of Montreal (File 2-20963); United States Plywood Corp. (File 2-20956); Public Service Co. of Oklahoma (File 2-20996). Withdrawn January 14: Brinkmann Instruments, Inc. (File 2-20045); Clark Semiconductor Corp. (File 2-20666); Control Dyne, Inc. (File 2-19186); First Diversified Real Estate Association (File 2-18117); Investco, Inc. (File 2-16934); The Investment Securities Co. (File 2-19958); Kaufman and Broad Building Co. (File 2-20869).

*As estimated for purposes of computing the registration fee.

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