

# 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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## GENERAL TIME CORP. PROPOSES DEBENTURE OFFERING

General Time Corporation, 355 Lexington Ave., New York, filed a registration statement (File 2-15332) with the SEC on July 8, 1959 seeking registration of \$6,260,700 of Convertible Subordinated Debentures due 1979. The debentures are to be offered for subscription by common stockholders at the rate of \$100 of debentures for each 8 shares of stock held. The interest rate, record date, subscription price and underwriting terms are to be supplied by amendment. Kidder, Peabody & Co. is listed as the principal underwriter.

Net proceeds of the sale of debentures will be added to the general funds of the company. The company expects that the major portion thereof will be required over the next several years to finance the production and marketing of its electronic "Transacter" system developed by its subsidiary, Stromberg Time Corporation. The Transacter is said to be a new automatic data-gathering system which serves as a rapid communication link between sources of original entry at multiple transmission points and a central data-processing office. Production of Transacter systems to be leased to customers and the development of a sales, service and maintenance organization to provide continuous service to customers is said to require large expenditures before substantial rental income is realized. The balance of the proceeds will provide additional working capital which may be necessary to carry increased receivables and inventory resulting from expanding sales of the company's other products.

## GABRIEL CO. PROPOSES DEBENTURE OFFERING

The Gabriel Company, 1148 Euclid Ave., Cleveland, filed a registration statement (File 2-15333) with the SEC on July 8, 1959, seeking registration of \$2,500,000 of Subordinated Sinking Fund Debentures due June 30, 1974 (with warrants for the purchase of 20 common shares for each \$1,000 of debentures). The Debentures (with warrants) are to be offered for public sale at 100% of principal amount of the debentures through an underwriting group headed by Carl M. Loeb, Rhoades & Co. and Prescott, Shepard & Co., Inc. The interest rate and underwriting terms are to be supplied by amendment.

The company's principal business is the manufacture and sale of shock absorbers for trucks, buses and passenger cars, metal couplings for the rubber industry and antenna and accessory equipment for the electronics, aircraft and missile industries. It plans to use the net proceeds of the sale of the debentures and added funds from working capital for its capital investment program. About \$1,250,000 is to be expended on completely new facilities, including land, building and equipment for the Gabriel Electronics Division at Millis, Mass. Another \$590,000 is to be used to erect buildings and acquire equipment for a solid propellant plant for its subsidiary, Rocket Power, Inc., which plans to engage in the manufacture and sale of solid rocket fuels and in research in those and related fields; about \$365,000 to acquire additional machine shop equipment for the Bohanan Division which manufactures force ejection systems and other devices for the missile and aircraft industry; and \$300,000 for added research and product development equipment and for new and more efficient production equipment. Another subsidiary, Talco Engineering Company, expects to use about \$200,000 for additional machine shop equipment.

## CONTROLS CO. OF AMERICA FILES FOR OFFERING AND SECONDARY

Controls Company of America, 9555 West Soreng Ave., Schiller Park, Ill., filed a registration statement (File 2-15334) with the SEC on July 8, 1959, seeking registration of 191,703 shares of common

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stock. Of this stock, 50,000 shares are to be offered for sale for the account of the company, while the balance, representing outstanding stock will be offered for sale by the present holders thereof. Merrill Lynch, Pierce, Fenner & Smith, Inc., and Lee Higginson Corporation are listed as the principal underwriters. The public offering price and underwriting terms are to be supplied by amendment.

The company manufactures various controls and control systems, fractional horsepower electric motors, and other parts for home laundry equipment, heating equipment, air conditioning systems and other component parts. It now has outstanding 714,722 common shares (along with certain indebtedness). A 50% stock dividend was declared June 10, 1959, payable to stockholders of record July 24, 1959. Of the net proceeds of the company's sale of additional stock, \$750,000 will be used to defray the cost of (i) acquiring a plant in St. Thomas, Ontario for the production of fractional horsepower motors and laminated solenoids; (ii) construction of an addition to a plant in Folcroft, Pa., for the manufacture of miniature electrical components, and (iii) the acquisition of property and equipment for the production in Arizona of silicon rectifiers and other semi-conductor products. About \$170,000 will be used to retire existing mortgage notes, and \$250,000 will be allocated to investment in and advances to Controls A. G., a Swiss subsidiary, to finance proposed manufacturing operations abroad, principally in South America. The remainder of the proceeds will be added to working capital and may be applied, in part, to the payment of bank loans.

After giving effect to the 50% stock distribution, the company's officers and directors as a group, including board chairman Roy W. Johnson) will own 279,477 common shares, or 26.07%. Johnson will own 71,193 shares of record and beneficially and 92,700 beneficially but not of record, or 15.29%; and his wife will own an additional 133,951 shares, or 12.49%. The prospectus lists nine selling stockholders. The largest blocks are being sold by R & V Johnson, Inc., which is owned by Johnson and his wife (54,500 shares); Johnson (10,000); Mrs. Johnson (35,500); Armin M. Elbert, a director (12,000); Stanley A. Johnson, vice president (10,000); and Louis Putze, president (12,000).

#### SOUTHERN NITROGEN FILES FOR SECONDARY

Southern Nitrogen Company, Inc., Box 246, Savannah, Ga., filed a registration statement (File 2-15335) with the SEC on July 8, 1959, seeking registration of 136,400 outstanding shares of common stock, to be offered for public sale by the holders thereof through an underwriting group headed by Harriman Ripley & Co., Inc. The public offering price and underwriting terms are to be supplied by amendment.

The company produces anhydrous ammonia, nitrogen fertilizer solutions, urea, and prilled ammonium nitrate. It has outstanding 1,250,000 common shares (along with certain indebtedness). The prospectus lists 37 selling stockholders, including certain universities, colleges and other institutions, who now hold an aggregate of 936,400 shares. The largest blocks of stock are being offered for sale by The First Boston Corporation, 25,000 shares; John R. Riley, president, 21,000; Malcolm Smith, board chairman, 17,000; and George V. Taylor, vice president, 10,000.

#### CORAL RIDGE PROPERTIES FILES FINANCING PROPOSAL

Coral Ridge Properties, Inc., 716 North Federal Highway, Fort Lauderdale, Fla., filed a registration statement (File 2-15336) with the SEC on July 8, 1959, seeking registration of 450,000 shares of 60¢ Cumulative Convertible Preferred Stock (no par) and 450,000 shares of Class A common stock (no par). The securities are to be offered for public sale in units of one share of preferred and one share of common, through an underwriting group headed by Cruttenden, Podesta & Co. and J. R. Williston & Beane. The public offering price of the units, and underwriting terms, are to be supplied by amendment. The underwriting agreement provides for the payment of \$45,000 to Jerry Thomas & Co., Inc., one of the underwriters, for advice and financial services in connection with the financing, and of \$44,000 toward the expenses of the underwriters. The company also has agreed to sell the underwriters 10,000 shares of 6% Cumulative Preference Stock, \$1 par, at \$1 per share. The no par preferred being offered for public sale is convertible into Class A common on a one for two basis, upon payment of \$3.33 per share of Class A common. The \$1 par preference stock to be sold to the underwriters is convertible into Class A common on a one for fifteen basis, upon payment of \$3.33 per share of Class A common.

Coral Ridge was organized in 1951. It recently has been merged with eleven other corporations; and upon such merger the company also acquired two additional companies as subsidiaries. All the

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stock of the fourteen companies was owned under common ownership by the present stockholders of Coral Ridge. The constituent corporations were a large part of a group of corporations known collectively as Coral Ridge Properties, almost all of the stock of which was owned by James S. Hunt, president, Jack P. Hunt, vice president, James S. Hunt, Jr., vice president, and Stephen A. Calder, secretary (all are directors); and they have carried on a real estate and land development and sales program in Florida, primarily in the Fort Lauderdale area. All of the company's properties were, prior to the merger, separately owned by the constituent companies; and the former stockholders have received 4,200,000 shares of Class A common and 300,000 shares of Class B common by reason of such merger.

Of the net proceeds of this financing, \$2,000,000 will be applied to the prepayment of the mortgage in the amount of \$16,748,979 as of April 30, 1959, to Arthur T. Galt and Ida Cook Galt, to which properties of the company are subject, of which \$14,595,508 is deemed allocable to properties owned by the company. The balance of the proceeds will be added to the general funds of the company and be available, together with other funds, for use for land development of the properties, working capital and possible acquisition of other properties. The \$2,000,000 prepayment on the Galt mortgage will result in the cancellation of an additional \$1,360,000 of such mortgage, thereby reducing it by a total of \$3,360,000 to a remaining balance of \$13,388,979, of which \$11,235,508 will be applicable to properties of the company. The company is planning to continue during 1959-1960 the development of the Coral Ridge acreage at an estimated annual expenditure of \$1,800,000.

#### ADRS FOR SIEMENS & HALSKE FILED

Morgan Guaranty Trust Company of New York filed a registration statement (File 2-15338) with the SEC on July 8, 1959, seeking registration of American Depositary Receipts for 50,000 Bearer Shares of Siemens & Halske Aktiengesellschaft, a German corporation.

#### SKELLY OIL THRIFT PLAN FILED

Skelly Oil Company, Tulsa, Okla., filed a registration statement (File 2-15339) with the SEC on July 8, 1959, seeking registration of \$1,000,000 of Participations in the Thrift Plan for Employees of Skelly Oil Company, together with 16,129 shares of Skelly Oil common stock which may be purchased under the plan.

#### RAD-O-LITE PROPOSES STOCK OFFERING

Rad-O-Lite, Inc., 1202 Myrtle St., Erie, Pa., filed a registration statement (File 2-15337) with the SEC on July 8, 1959, seeking registration of 300,000 shares of common stock. The company proposes to offer the stock for public sale at \$1.50 per share. The offering is to be made on a best efforts basis by John G. Cravin & Co. of New York, for which a selling commission of \$.25½ per share is to be paid. In addition, the company has agreed to sell the underwriter up to 30,000 common shares at \$1.50 per share at the rate of one share for each ten shares sold to the public, and to reimburse it for expenses in the amount of \$12,000.

Organized in 1957, the company is engaged in the business of designing, manufacturing, installing and leasing electronic building protection systems and developing a remote control electronic traffic light control system. Of the net proceeds of this financing, it proposes to use \$80,000 for installation of a traffic light control system in Erie, conditioned upon City authorization; \$100,000 for the manufacture of inventory; \$60,000 for advertising, promotion and selling; and \$113,000 for working capital, which will be used in part for the payment of accrued wages to officers and a former director in the amount of \$4,840; to repay a \$12,180 bank loan used for installation of new units; and \$12,219 for trade accounts payable.

The company now has outstanding 596,000 shares of common stock of which 428,000 shares (71.81%) are owned by officers and directors as a group. John C. Lasher, president, and Joseph M. Lasher, his brother, own 120,000 shares each.