

SECURITIES AND EXCHANGE COMMISSION

NEWS DIGEST

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



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ATLAS FINANCE FILES FOR STOCK OFFERING. Atlas Finance Company, Inc., 262 Spring St., N. W., Atlanta, Ga., filed a registration statement (File 2-21605) with the SEC on July 29 seeking registration of 37,500 shares of 6% cumulative convertible preferred stock (\$20 par), to be offered for public sale through underwriters headed by The Marshall Company, 111 East Wisconsin Ave., Milwaukee, and McCormick & Co., 135 S. LaSalle St., Chicago. The public offering price (maximum \$20 per share*) and underwriting terms are to be supplied by amendment.

The company, directly and through wholly-owned subsidiaries, is engaged primarily in direct lending to consumers on a secured and unsecured basis, purchasing from dealers of installment sales contracts relating to durable personal property, and wholesale financing of inventories of dealers from whom the company purchases installment sales contracts. Other subsidiaries are engaged in various insurance operations, largely in connection with the company's financing activities. All of the net proceeds from the preferred stock sale will be added to working capital and initially used to reduce short term debt. The additional working capital may subsequently be used for the purchase of receivables in the ordinary course of the company's financing activities, and may be advanced to or invested in subsidiaries for such purposes or any other purposes as relate to their respective businesses. In addition to various indebtedness and preferred stock, the company has outstanding 171,027 shares of common stock, of which Robert R. Snodgrass, board chairman and president, and Louis Regenstein, Jr., secretary, own 15.7% and 13.7%, respectively, and management officials as a group 39.3%.

NORDON CORP. FILES FOR SECONDARY. Nordon Corporation Limited, 5455 Wilshire Blvd., Los Angeles, filed a registration statement (File 2-21606) with the SEC on July 29 seeking registration of 60,085 outstanding shares of capital stock, to be offered for public sale by the holders thereof through underwriters headed by Gregory-Massari, Inc., 9465 Wilshire Blvd., Beverly Hills, Calif. The public offering price (maximum \$3.25 per share*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the business of acquiring and developing oil and gas properties and drilling for, producing and selling crude oil and natural gas. According to the prospectus, the company has experienced losses during many of its years of existence and has lost money during each of the last five years from its continuing operations (including a loss of \$39,513 for the four months ended April 30, 1963). As of that date, the company had a retained earnings deficit of \$215,691. In addition, at that date, the company's consolidated current assets amounted to \$211,692 and its consolidated current liabilities \$259,017, and its consolidated cash account was \$107,316. These amounts reflect the results of a recent rights offering which resulted in the sale of 114,000 common shares and net proceeds of \$232,578 before expenses. Some 139,126 shares not sold pursuant to the rights offering were subsequently publicly sold at \$2.40 per share. In addition to certain indebtedness, the company has outstanding 1,338,358 shares of capital stock, of which Harry C. Long (board chairman and president) owns 18.3% and management officials as a group 20.1%. The prospectus lists 15 selling stockholders who propose to sell all of their holdings (with one exception), including Rudolf M. Martin (15,000 shares) and Walter E. Jorgensen (11,500 shares).

HANDLEMAN FILES FOR SECONDARY. Handleman Company, 670 East Woodbridge, Detroit, filed a registration statement (File 2-21607) with the SEC on July 29 seeking registration of 330,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by E. F. Hutton & Co., Inc., One Chase Manhattan Plaza, New York, and Baker, Simonds & Co., Inc., 151 West Congress St., Detroit. The public offering price (maximum \$13 per share*) and underwriting terms are to be supplied by amendment.

The company is an independent wholesale merchandiser of phonograph records and is also a wholesale merchandiser engaged in the sale of drugs, pharmaceuticals, vitamins, health and beauty aids and sundries. In addition to certain indebtedness, it has outstanding 501,480 common and 501,480 Class B common shares, of which Joseph Handleman, president, Paul Handleman, executive vice president, David Handleman, secretary-treasurer, Moe Handleman, vice president, and Sue Handleman Wade own 23.9%, 17.08%, 15.52%, 19.77% and 4.52%, respectively, of the common and Class B combined (and, together with their immediate families, own all of the company's outstanding stock). Joseph Handleman proposes to sell 116,000 common shares, the three other Handlemans 66,000 shares each, and Sue Wade 16,000 shares. After the stock sale, said stockholders will own an aggregate of 47.89% of the company's outstanding stock.

OLD FLORIDA RUM FILES FOR RIGHTS OFFERING. Old Florida Rum Company, 1035 N.W. 21st Terrace, Miami, filed a registration statement (File 2-21608) with the SEC on July 29 seeking registration of 338,755 shares of common stock and warrants to purchase an additional 338,755 common shares, to be offered for subscription by common stockholders in units consisting of one share and one warrant, and at the rate of one unit for each two shares held. Unsubscribed units are to be offered for public sale through underwriters headed by Pierce, Fubner, Murphey, Inc., 222 W. Adams St., Jacksonville, and Consolidated Securities Corp., 920 Bldg., Pompano Beach, both of Florida. The record date, offering price of the units (maximum \$4 per unit*), exercise price and expiration date of the warrants as well as the underwriting terms are to be supplied by amendment. The statement also includes 20,000 common shares issued to Consolidated Securities Corp. for services rendered in connection with this offering.

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Organized in February 1962, the company produces and markets alcoholic beverages, principally but not exclusively rum, distilled from Florida agricultural products. The \$600,000 estimated net proceeds from the sale of units will be added to working capital and used for general corporate purposes, including retirement of a \$100,000 8% first mortgage note and \$137,323 of sundry indebtedness, \$75,000 for advertising and promotional expenses, \$100,000 to finance inventories, and \$50,000 to purchase equipment to increase the bottling capacity of the company's plant. In addition to certain indebtedness, the company has outstanding 677,510 shares of common stock, of which management officials as a group own 17%. Antonio Zubilla is president. According to the prospectus, the company may have incurred a contingent liability under the Securities Act with respect to a portion or all of certain sales of common stock made since organization, and in the event that it is determined that the company has incurred liabilities in connection with such sales, a portion of the proceeds from this offering may be used for the purpose of paying such liabilities.

CONSOLIDATED NATURAL GAS RECEIVES FURTHER ORDER. The SEC has issued a further order under the Holding Company Act (Release 35-14919) extending for 12 months (until September 1964) authority previously granted to Consolidated Natural Gas Company, New York registered holding company, to organize and conduct the business of Con-Gas Service Company as a subsidiary service company in the Consolidated holding-company system.

ISRAFUND FILES FOR STOCK OFFERING. Israfund-The Israel Fund, Inc., 17 East 71st St., New York, filed a registration statement (File 2-21609) with the SEC on July 29 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$10 per share (payable in cash or certain State of Israel bonds). The offering will be made on a best efforts basis by Israel Securities Corp., of the 71st St. address, which will receive a 65¢ per share selling commission. Organized in 1961 (under the name Israel Mutual Fund, Inc.), the Fund has not yet commenced operations or issued any stock. It was organized to provide a vehicle to afford investors an opportunity to participate in the growth of the Israel economy by owning common stock of a company which expects to invest principally in securities of Israel enterprises. According to the prospectus, Ampal-American Israel Corporation has subscribed to 9,700 common shares of the Fund for \$97,000 and Israel Development Corporation 300 shares for \$3,000. Ralph Wechsler is board chairman of the Fund and Abraham Dickenstein is president. Dickenstein is also president of the underwriter and of Ampal-American (whose parent, Bank Hapoalim B.M., also owns the underwriter).

MARK & CO. ENJOINED. The SEC Atlanta Regional Office announced July 24 (LR-2696) the entry of a Federal court order (USDC, SD, Fla.) permanently enjoining R. B. Marx & Co., Inc., of Miami, from further violation of the Commission's net capital rule and from disposing of the firm's assets. The court appointed O. B. Cline, Jr., as receiver for the firm. The defendant consented to entry of the order.

COMPLAINT CITES CHARLES M. SIMMONS, OTHERS. The SEC Seattle Regional Office announced July 24 (LR-2697) the filing of court action (USDC, Oregon) seeking to enjoin Charles M. Simmons, Charles M. Simmons II, William F. Gressinger, Richard L. Longenecker, Francis A. Butterworth, Douglas C. Shepherd, Human Relations Research Foundation, a Washington corporation, Simmons Institute, Inc., a California corporation, Simmons Institute of Human Relations, a Washington corporation, Educational Corporation of America, Transamerica Property Corporation, La Pine Acres, Inc., University Village, Oregon, Inc., all Oregon corporations, and Universal Mortgage Company, a California corporation, from further violations of the Securities Act registration and anti-fraud provisions in the offer and sale of common stock, promissory notes, interests in a limited partnership described as Master Mind Development Co., interests in a limited partnership known as M and M Property Company, interests in a trust, investment contracts relating to the purchase, development, subdivision, and resale of real estate in southern California, eastern Oregon and in the vicinity of La Pin Oregon, investment contracts relating to a proposed senior citizens' residence development near Wilsonville, Oregon, and promissory notes and evidences of indebtedness of Human Relations Research Foundation. The complaint seeks appointment of a receiver of the corporate defendants.

COMPLAINT CITES TWO NEVADA FIRMS. The SEC San Francisco Regional Office announced July 24 (LR-2698) the filing of court action (USDC, Las Vegas) seeking to enjoin Visutronics Corporation of America and M. E. Parobek & Associates, Inc., both Nevada companies, and Michael E. Parobek and Homer E. Burton, president and secretary, respectively, of Visutronics, and Frank Lord and Morris Earle, securities salesmen, all of Las Vegas, from further violations of the Securities Act registration and anti-fraud provisions in the offer and sale of securities of Visutronics.

SECURITIES ACT REGISTRATIONS. Effective July 30: Cooper Tire & Rubber Co. (File 2-21503); Independent Telephone Corp. (File 2-21559); Southern Bell Telephone and Telegraph Co. (File 2-21568).

*As estimated for purposes of computing the registration fee.

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