

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

Washington, D.C. 20549

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

(Issue No. 65-11-5)

FOR RELEASE November 5, 1965

ISRAEL FUND RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4396) extending until the date of its annual shareholders meeting in 1966 the exemption of The Israel Fund, Inc., Baltimore, Md., closed-end non-diversified investment company, from provisions of Sections 15(a) and 16(a) of the Act requiring shareholder ratification of the selection of an independent public accountant, shareholder approval of the investment advisory agreements, and the election of directors by shareholders.

PENNSYLVANIA ELECTRIC RECEIVES SUPPLEMENTAL ORDER. The SEC has issued a supplemental order under the Holding Company Act (Release 35-15341) approving the maximum price per share at which tenders will be accepted for the several series of Penelec's preferred stock. By order dated May 26, 1965, the Commission granted a proposal of Penelec to acquire, through an invitation for tenders, an aggregate of 40,000 shares of its six series of outstanding cumulative preferred stock. That order provided that the company would obtain Commission approval of the maximum price at which tenders would be accepted. The tender prices range from \$82.22 for the 3.70% Series C preferred to \$104.44 for the 4.70% Series E preferred.

ALLEGHENY POWER SEEKS ORDER. Allegheny Power System, Inc., New York holding company, and its subsidiary, Monongahela Power Company, together with two subsidiaries of Monongahela (The Marietta Electric Co. and The West Maryland Power Co), have applied to the SEC for an order under the Holding Company Act authorizing the merger of Monongahela and West Maryland into Marietta (an Ohio corporation). The Commission has issued an order (Release 35-15342) giving interested persons until December 1 to request a hearing thereon. According to the application, Marietta, the surviving corporation, will assume the name of Monongahela Power Co. It is stated that the proposed merger will facilitate further efficiencies in operations and will not result in any change in control or service performed for the public. Under the merger agreement, the surviving corporation will acquire all of the assets of Monongahela and West Maryland and assume all their liabilities. It will amend its charter (a) to increase its authorized capital stock from \$3,250,000 to \$49,500,000, divided into 190,000 cumulative preferred shares (\$100 par, issuable in series) and 610,000 common shares (\$50 par); and (b) to include in the charter of the surviving corporation substantially all of the present provisions of the Monongahela charter. It will issue to Allegheny 498,823 common shares for the presently outstanding 3,837,100 shares (\$6.50 par) of Monongahela common owned by Allegheny. All of Monongahela's outstanding cumulative preferred will be retired, in exchange for which the surviving corporation will issue the same number of identical preferred shares. All of the outstanding 7,000 capital shares of West Maryland and the 32,500 capital shares of Marietta will be retired.

CERTAIN-TEED FILES STOCK PLAN. Certain-teed Products Corporation, 120 E. Lancaster Ave., Ardmore, Pa., filed a registration statement (File 2-24191) with the SEC on November 4 seeking registration of 10,000 shares of common stock, to be offered under its Thrift Plan for Salaried Employees.

JAPAN DEVELOPMENT BANK PROPOSES OFFERING. The Japan Development Bank, 5-5, Otemachi 1-Chome, Chiyoda-ku, Tokyo, Japan, filed a registration statement (File 2-24190) with the SEC on November 4 seeking registration of \$20,000,000 of 15-year 6½% guaranteed external loan bonds (due 1980). The bonds are to be unconditionally guaranteed by Japan as to payment of principal and interest. They are to be offered for public sale through underwriters headed by The First Boston Corp., 20 Exchange Pl.; Dillon, Read & Co. Inc., 46 William St.; and Smith, Barney & Co. Inc., 20 Broad St., all of New York 10005. The public offering price and underwriting terms are to be supplied by amendment.

The Bank ("JDB") was incorporated 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 Governor, Vice-Governor and Auditors of JDB are appointed by the Prime Minister, and the activities of JDB are controlled and supervised in a number of respects by the Government, principally by the Minister of Finance. JDB's capital, which is wholly owned by the Government of Japan, amounted on March 31, 1965 to \$650 million; the statutory reserve on the same date amounted to \$155 million. Its borrowings, which amounted to \$1,683 million on March 31, 1965, are presently limited by law to three times the amount of its capital and statutory reserve, and its loan and guarantee authority to four times the amount of such capital and statutory reserve. Since its creation in 1951, JDB has made its loans primarily to a few basic industries. Of loans outstanding on September 30, 1965 totaling \$2,724 million, loans to the electric power industry, transportation industry (principally ocean shipping), mining industry (principally coal mining) and metal industry (principally iron and steel) represented 39%, 30%, 7% and 6%, respectively, of total loans. The net proceeds from the sale of the Bonds will be converted into Japanese yen and will be used by JDB to make loans in Japanese currency to companies in Japan.

VTR SUSPENSION CONTINUED. The SEC has issued an order under the Securities Exchange Act suspending exchange and over-the-counter trading in stock of VTR, Inc., for a further ten-day period, November 8-17, 1965, inclusive.

OVER

CONSULTANTS & DESIGNERS FILES FOR SECONDARY. Consultants & Designers Inc., 55 Fifth Ave., New York, filed a registration statement (File 2-24193) with the SEC on November 4 seeking registration of 100,000 outstanding shares of common stock, to be offered for public sale by the present holder thereof, Charles E. Zimmerman (president and board chairman). Shearson, Hammill & Co. Inc., 14 Wall St., New York 10005, is listed as the principal underwriter. The public offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in providing the services of technical, office, clerical and marketing personnel, and marketing display and exhibit design and construction services to clients in industry and government. It has outstanding 679,088 common shares, of which management officials own 70.39%. Zimmerman owns 53.46% (363,050 shares) of the outstanding stock and proposes to sell 100,000 shares.

CONSOLIDATED FOODS FILES FOR SECONDARY. Consolidated Foods Corporation, 135 S. LaSalle St., Chicago, Ill. 60603, filed a registration statement (File 2-24194) with the SEC on November 4 seeking registration of 171,212 outstanding shares of common stock, to be offered for public sale by the present holders thereof. The offering is to be made through Kuhn, Loeb & Co. Inc., 40 Wall St., and White, Weld & Co. Inc., 20 Broad St., both of New York 10005. The public offering price (\$43.125 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the processing and sale of food and food products. In addition to indebtedness, it has outstanding 8,574,924 common shares, of which management officials own approximately 11%. The prospectus lists 19 selling stockholders, including Joe Lowe, offering 51,754 of 207,015 shares held; Harold Price, 25,734 of 74,763; and The Louis and Harold Price Foundation, Inc., 46,526 of 186,109. The remaining sellers are offering shares ranging in amounts from 250 to 9,976. Nathan Cummings is board chairman, and William Howlett is president.

FLORIDA POWER PROPOSES OFFERING. Florida Power & Light Company, 4200 Flagler St., Miami, Fla. 33134, today filed a registration statement (File 2-24195) with the SEC seeking registration of \$40,000,000 of first mortgage bonds, due 1995. The bonds are to be offered for public sale at competitive bidding. The company will use the net proceeds from its bond sale to provide additional facilities and for other corporate purposes, including repayment of some \$12,000,000 of short-term bank loans incurred for such purposes. Its 1965-66 construction program is estimated at \$174,000,000.

NORTHERN NATURAL GAS PROPOSES DEBENTURE OFFERING. Northern Natural Gas Company, 2223 Dodge St., Omaha, Nebr. 68102, today filed a registration statement (File 2-24198) with the SEC seeking registration of \$40,000,000 of sinking fund debentures, due 1985. The debentures are to be offered for public sale through underwriters headed by Blyth & Co., Inc., 14 Wall St., New York 10005. The interest rate, public offering price and underwriting terms are to be supplied by amendment. Net proceeds of the sale of debentures will be applied to the repayment of some \$40,000,000 of short-term bank loans incurred to finance in part its 1965 construction program. The company's 1965 construction program is estimated at \$80,000,000.

O/C REGISTRATIONS REPORTED. The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "***"):

File	No. O- Registrant	Location
1871	Alcolac Chemical Corp **	Baltimore, Md.
1876	Barton Distilling Co. **	Chicago, Ill.
1874	Commercial Acceptance Corp **	Atlanta, Ga.
1852	Dalto Electronics Corp	Norwood, N. J.
1862	Danly Machine Specialties Inc**	Chicago, Ill
1863	Fire Underwriters Assn.	Los Angeles, Cal.
1866	First Mississippi Corp **	Jackson, Miss.
1854	Gulfco Investment Group, Inc.	Marksville, La.
1893	Honeggers' & Co., Inc. **	Fairbury, Ill.
1860	Idaho Investment Corp	Twin Falls, Idaho
1872	W. A. Krueger Co. **	Brookfield, Wisc.
1870	Moore Drop Forging Co. **	Springfield, Mass.
1853	North & Judd Mfg Co.	New Britain, Conn.
1868	Northeast Equities, Inc.	Boston, Mass.
1873	Palomar Mortgage Co **	San Diego, Calif.
1865	Raychem Corp **	Redwood City, Calif.
1869	L. L. Ridgway Enterprises, Inc**	Houston, Texas
1864	Scam Instrument Corp	Skokie, Ill.
1855	Scientific-Atlanta, Inc.	Doraville, Ga.
1875	Standard & Poor's Corp **	New York, N. Y.
1867	Edwin L. Wiegand Co. **	Pittsburgh, Pa.

SECURITIES ACT REGISTRATIONS. Effective November 4: C.I.T. Financial Corp., 2-24127 (Dec 14); Ginn & Co., 2-24118; Olympic Life Investment Co., 2-23707 (90 days); Key Development Corp., 2-23364 (90 days); Ritter Pfaudler Corp., 2-24182.

NOTE TO DEALERS. The last date or 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.