

# 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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FOR RELEASE August 4, 1961

**LONG ISLAND SECURITIES CO. REGISTRATION REVOKED.** The SEC has issued an order under the Securities Exchange Act of 1934 revoking the broker-dealer registration of Long Island Securities Co., Inc., of 50 Webb Avenue, Hempstead, N. Y.; and it found Rachael Kissel and Jack Kissel each to be a cause of the revocation order. In ordering the revocation, the Commission sustained findings of its Hearing Examiner (1) that the respondent company and Rachael Kissel, aided and abetted by her husband Jack Kissel, made false and misleading statements in the respondent's registration application and failed to correct them in subsequent amendments, by stating that no person not named therein controlled respondent's business and failing to disclose that in fact respondent was controlled by Jack Kissel, who had been the president and sole stockholder of K. Medann & Co., Inc. and had been found to be the cause of the revocation of Medann's broker-dealer registration in September 1959, and by giving a false address for respondent's place of business, all in violation of Section 15(b) of the Act; and (2) that the respondent, aided and abetted by the Kissels, violated the record-keeping requirements of Section 17(a) of the Act.

**ADELINO J. VAZQUEZ REGISTRATION CANCELLED.** The Commission also has issued an order cancelling the broker-dealer registration of Adelino J. Vazquez, 77 Ferry Street, Newark, N. J. The action was taken in proceedings to determine whether Vazquez's registration should be revoked for failure to file an annual financial report. Such failure, which violated the reporting requirement, was conceded. However, in view of the fact that Vazquez has never effected any securities transactions as a broker-dealer and is not engaged and does not intend in the future to engage in the securities business, the Commission concluded that his registration might appropriately be cancelled and the revocation proceedings discontinued.

**HARRY JAMES VAN BUSKIRK REGISTRATION APPLICATION DENIED.** In addition, the Commission has denied an application for broker-dealer registration filed by Harry James Van Buskirk, doing business as Associated Loan Counsellors, 64 East Lake St., Chicago. In a stipulation and consent to denial of his application, Van Buskirk conceded certain facts; and the Commission's denial order was based upon an overstatement of his assets and his net worth in statements of financial condition filed as supplements to the application, in violation of Section 15(b) of the Act.

**MAGNA PLANNING REGISTRATION CANCELLED.** The Commission has ordered cancellation of the broker-dealer registration of Magna Planning Corporation, of New York. Magna is no longer engaged in business as a broker-dealer. On June 7, 1961, it and its president, Seymour Diesenhouse, were permanently enjoined by decree of the Supreme Court of New York, New York County, from engaging in securities transactions within that State.

**DUPONT, HOMSEY & CO. REGISTRATION CANCELLED.** The Commission also has cancelled the broker-dealer registration of duPont, Homsey & Company, of 31 Milk Street, Boston, which ceased doing business as a broker-dealer in September 1960. Registrant and Anton E. Homsey, a general partner, were permanently enjoined by a Federal court order of September 26, 1960, from further violations of certain provisions of the Securities Exchange Act of 1934; and the court also appointed a receiver for both registrant and Homsey personally. In December 1960, Homsey was convicted of violations of Sections 8(c), 8(d) and 10(b) of the said Act and Rule 10b-5 thereunder.

**M. J. BOGAN JR. CO. HEARING SCHEDULED.** The SEC has scheduled a hearing for September 11, 1961, in its New York Regional Office in proceedings under the Securities Exchange Act of 1934 authorized under date of July 7, 1961 (Release 34-6589) to determine whether M. J. Bogan, Jr., doing business as M. J. Bogan, Jr. & Co., Bristol, W. Va., made fraudulent representations in the offer and sale of stock of F & F Finance Co. Inc. and, if so, whether its broker-dealer registration should be revoked.

**UNLISTED TRADING SOUGHT.** The SEC has issued an order (Release 34-6413) giving interested persons until August 17th to request a hearing upon an application of the Boston Stock Exchange for unlisted trading privileges in the common stocks of Foxboro Company, General Mills, Inc., Ronson Corporation and Spiegel, Inc.

**UNLISTED TRADING GRANTED.** The SEC has issued an order (Release 34-6413) granting an application for unlisted trading privileges in Chadbourn Gotham, Inc., stock filed by the Philadelphia-Baltimore Stock Exchange and applications for such privileges in the common stock of New York Central Railroad Company (Del.) filed by the Cincinnati, Philadelphia-Baltimore, Pittsburgh, Boston, Pacific Coast and Detroit Stock Exchanges.

**DELISTINGS APPROVED.** The SEC has issued orders (Release 34-6413) granting applications filed by the Pacific Coast Stock Exchange to delist the common stocks of Barnhart-Morrow Consolidated, Brock & Company and United Cuban Oil Inc. and the capital stock of Mindanao Mother Lode Mines, Inc., effective at the close of the trading session on August 17, 1961.

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**CANADIAN RESTRICTED RELEASE.** The SEC has added Dominion Granite and Marble Limited to its Canadian Restricted List, bringing to 255 the number of Canadian companies whose securities recently have been or currently are being distributed in the United States in violation of the registration requirement of the Securities Act of 1933, thus depriving investors of the financial and other information essential to an informed and realistic evaluation of the worth of the securities which registration would provide. (Release 33-4402).

**ARISTA TRUCK RENTING FILES FOR STOCK OFFERING.** Arista Truck Renting Corp., 285 Bond Street, Brooklyn, N. Y., filed a registration statement (File 2-18630) with the SEC on August 2d seeking registration of 100,000 shares of common stock, to be offered for public sale (without underwriting) at \$5 per share. The registration statement also includes 25,000 shares sold to its financial adviser, Carter, Berlind, Potoma & Weill in July 1961 at 1¢ per share.

The company and its wholly owned subsidiary, Demco Garage Corp. are engaged in the business of renting and leasing trucks, without drivers, primarily in the metropolitan area of New York City. Of the net proceeds from the stock sale, \$100,000 will be used to repay current bank loans, \$35,000 for the purchase and installation of overhead cranes and other equipment to facilitate operations in the maintenance shop, \$200,000 to begin operations from a base in Nassau County; and the balance for working capital and other general corporate purposes.

In addition to certain indebtedness, the company has outstanding 160,000 shares of common stock, of which Irving Weinberg, president, Barry Weinberg, vice president, and Michael Weinberg, secretary-treasurer, own 42.2%, 21.1% and 21.1%, respectively.

**HALLMARK INSURANCE FILES FOR STOCK OFFERING.** Hallmark Insurance Company, Inc., 636 South Park Street, Madison, Wisc., filed a registration statement (File 2-18631) with the SEC on August 3rd seeking registration of 225,000 shares of common stock, to be offered for public sale at \$3 per share by Braun, Monroe and Co. and Harley, Haydon & Co., Inc. The underwriters are committed to purchase 100,000 of such shares and have a 180-day option to purchase up to 125,000 additional shares. They will receive a commission of \$.3375 on the first block and \$.375 on the latter. The underwriters also will each receive a 5-year warrant to purchase 5,000 common shares, exercisable initially at \$3 per share.

The company was organized under Wisconsin law in February 1961. It proposes to commence business as an insurance company after being licensed by the Department of Insurance of the State of Wisconsin. To be so licensed, the company must have a total capital and surplus of at least \$250,000 for the first statutory line of insurance it proposes to sell, and an additional \$125,000 for each other line for which it requests a license. The prospectus states that the net proceeds from the stock sale will exceed the amount required for licensing for one line of insurance, and if an additional 50,000 shares are sold, the company will make application to sell two lines, and for three lines if 100,000 shares are sold. P. Kendall Bruce is listed as president and Lester C. Six, executive vice president. Each has purchased 200 shares at \$3 per share, and each will receive options on an additional 5,000 shares.

**ANDREW JERGENS FILES FOR SECONDARY.** The Andrew Jergens Company, 2535 Spring Grove Avenue, Cincinnati, Ohio, filed a registration statement (File 2-18632) with the SEC on August 3rd seeking registration of 250,002 outstanding shares of common stock, to be offered for public sale by the holders thereof on an all or none basis through underwriters headed by Hornblower & Weeks. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the development, manufacture and sale of a general line of medium priced toiletries, cosmetics and toilet soaps (principally Woodbury Soap), including various types of hand and body lotions (principally Jergens Lotion), hand and skin creams and other products. In addition to preferred stock, the company has outstanding 1,516,536 shares of common stock (after giving effect to an 18-for-1 stock split on August 1, 1961), of which Andrew Jergens, president, owns 385,902 shares and proposes to sell 86,328 shares. As trustee under a trust for Mina Jergens Roberts and others, he holds 302,814 shares and proposes to sell 55,008 shares; Julia J. Joslin owns 85,662 shares and proposes to sell 15,570 shares; as trustee under certain trusts she holds 218,880 shares and proposes to sell 39,762 shares; and Aimee Somermeier and others as trustees for certain trusts hold 107,100 shares and propose to sell 53,334 shares.

**GLICKMAN FILES FOR STOCK OFFERING.** Glickman Corporation, 501 Fifth Avenue, New York, filed a registration statement (File 2-18633) with the SEC on August 3rd seeking registration of 600,000 shares of Class A common stock, to be offered for public sale through underwriters headed by Bache & Co. and Hirsch & Co. The public offering price and underwriting terms are to be supplied by amendment.

Organized in 1960, the company is engaged in owning income producing properties or interests therein and in other phases of real estate business. According to the prospectus, the company's objective is to maintain a portfolio of properties diversified as to geographic location, type of structure and use, type of ownership, and type of holding. Of the net proceeds from the stock sale \$1,000,000 will be required in connection with a transaction whereby the company and Universal American Corp. will acquire a 51% and 49% interest, respectively, in Uniglick Corp., \$600,000 in connection with the acquisition of the site on East 75th Street and Lexington Ave., N.Y.; \$5,000,000 in connection with the acquisition of the Hotel St. Regis in N. Y.; and the balance for corporate purposes. Uniglick is a newly formed company which, pursuant to an agreement between Glickman Corp. and Universal, recently purchased for investment \$2,000,000 of 6% debentures of Universal, which purchase was financed in part by a \$750,000 loan by Glickman Corp. to Uniglick. The option to convert \$850,000 of the debentures was exercised, Uniglick thereby acquiring 141,667 shares of Universal common; and it also acquired option to purchase 52,500 additional shares of Universal common at \$6 per share. In July 1961 a Glickman Corp. subsidiary contracted to purchase the 35 story office building, 63 Wall Street, at the purchase price, including land, building and equipment, of \$12,850,000.

In addition to certain indebtedness, the company has outstanding 4,238,000 Class A and 660,000 Class B common shares. Louis J. Glickman, board chairman and president, owns 68.18% of the Class B stock, and management officials as a group own 4.2% and 75.6%, respectively, of the two issues. Holders of the Class B shares are entitled to elect two-thirds of the board.

**ARMOUR PROPOSES DEBENTURE RIGHTS OFFERING.** Armour and Company, 401 North Wabash Ave., Chicago, filed a registration statement (File 2-18634) with the SEC on August 3rd seeking registration of \$32,500,000 of convertible subordinated debentures due 1983. It is proposed to offer such debentures for subscription by common stockholders at the rate of \$100 of debentures for each 10 shares held. Wertheim & Co. and two other firms head the list of underwriters. The interest rate, record date, subscription price and underwriting terms are to be supplied by amendment.

The company operates packing plants for the slaughter of livestock and the processing of meats and animal products and their by-products; and it also manufactures, processes, purchases and sells other food products including, among others, poultry and dairy products. The company also operates in the fields of agricultural chemicals, household soap and fatty chemicals. The net proceeds from the debenture sale will be added to general funds and will be available for use in connection with the company's expansion program and as additional working capital. There are presently under construction two plants which, it is said, will triple the company's capacity to produce concentrated phosphates and nitrogen materials for use in Armour fertilizers. Such buildings, expected to be in operation in mid-1962, are located in Polk County, Florida and Muscle Shoals area near Cherokee, Alabama and will cost an aggregate of \$49,000,000. The company also anticipates new facilities costing about \$15,000,000 for, among other things, fabricating ready-to-cook meats for the hotel, restaurant and institutional trade.

In addition to various indebtedness, the company has outstanding 5,186,530 shares of common stock, of which management officials as a group own 3.72%. William Wood Prince is listed as board chairman and Edward W. Wilson as president.

**CONTINENTAL REAL ESTATE INVESTMENT FILES FOR OFFERING.** Continental Real Estate Investment Trust, 530 St. Paul Place, Baltimore, Md., filed a registration statement (File 2-18635) with the SEC on August 3rd seeking registration of 300,000 shares of beneficial interest, to be offered for public sale at \$10 per share. The offering will be made on a best efforts basis through underwriters headed by R. Baruch & Co., Inc., which will receive a 90¢ per share selling commission and 1½% of gross sales proceeds for expenses. The principal underwriter has purchased 700 shares at \$8.50 per share and has received a five-year option to purchase 12,500 shares at the same price.

The Trust was organized under Maryland law in June 1961 for the general purpose of investing in office buildings, apartment houses, shopping centers, medical centers and other income producing real estate, and investing in mortgages secured by commercial, and other income producing real estate. The \$2,650,000 estimated net proceeds from the sale of shares will be added to general funds to be used for the purchase of such income producing real estate or mortgages, and for the payment of the operating expenses of the Trust. The Trust has employed The Earle Lipchin Co., a Maryland company, as exclusive agent for the management of the real estate interests owned by the Trust, as real estate investment adviser and as agent for acquisition and disposition of real estate interests.

The Trust has outstanding 2,300 shares of beneficial interest (previously purchased by the trustees at \$8.50 per share), of which Earle Lipchin, president, Baruch Rabinowitz, a vice president, Paul Walter, secretary, and William Blum, Jr., treasurer, own 1,000, 700, 300 and 300 shares, respectively. Lipchin is president and majority shareholder of The Earle Lipchin Co. The trustees and members of the advisory board of the Trust have five-year options to purchase 41,250 shares at \$8.50 per share.

**FOUR SQUARE FUND FILES FOR STOCK OFFERING.** Foursquare Fund, Inc., 27 State Street, Boston, today filed a registration statement (File 2-18637) with the SEC seeking registration of 500,000 shares of common stock. The Fund was organized under Massachusetts law in June 1961 and is a diversified open-end investment company of the management type. Foursquare Corporation is listed as the Fund's investment manager and general distributor and Franklin Management Corporation as its Investment Adviser. Raymond L. Myrer is listed as president of the Fund and of Foursquare Corporation and B. Earle Appleton as a director of the Fund and president of Franklin Management. Myrer owns 80% of the voting stock of Foursquare Corporation and Robert D. Patterson, the Fund's treasurer, 10%. Henry E. Klingman, a Fund director, is president of Franklin Management and owns all of its voting securities.

**FRED C. ADAMS EMPLOYMENT CLEARED.** The SEC has issued an order (Release 34-6610) granting an NASD application for continuance in membership of F. L. Putnam and Company, Inc., while employing Frederick C. Adams. Adams had been expelled by the NASD from membership in July 1942 for unfair pricing practices. He continued to be registered with the Commission as a broker-dealer until September 1960, when such registration was voluntarily withdrawn. As an employee of Putnam and Company, Adams would act only as a supervised salesman in a manner consistent with procedures established by that firm and embodied in salesmen's employment contracts. Among other things these rules provide that, before quoting a specific price to a customer, a salesman must consult the Trading Department which establishes the price at which an offering may be made to a customer. An officer of the corporation manages this department and that officer, or his assistant, must give prior approval to the details of all principal or dealer transactions with customers.

**CHASE FUND OF BOSTON RECEIVES ORDER.** The SEC has issued an exemption order under the Investment Company Act (Release IC-3303) permitting the Chase Fund of Boston, Boston, Mass., to offer certain Fund shares at net asset value where such shares represent investments of distributions from income paid under a proposed Systematic Withdrawal Plan.

**NEW ENGLAND POWER SERVICE RECEIVES ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-14491) authorizing certain modifications in the servicing arrangements between New England Power Service Company, subsidiary service company of New England Electric System, and the operating subsidiaries of NEES (for details, see Release 35-14471).

**TEXN PETROLEUM, OTHERS ENJOINED.** The SEC Fort Worth Regional Office announced August 2d (LR-2076) the entry of a Federal court order (USDC, Houston) permanently enjoining TexN Petroleum Corporation (formerly Glenn McCarthy, Inc.), Glenn H. McCarthy, William M. Parker, W. C. Sentell and John E. Thomas from continued failure to file annual and other periodic reports required by TexN Petroleum by Section 15(d) of the Securities Exchange Act of 1934.

**D.J. HINKLEY & CO. ENJOINED.** The SEC Denver Regional Office announced July 31st (LR-2077) the entry of a Federal court order (USDC, Denver), preliminarily enjoining further violations of the Securities Act registration and anti-fraud provisions by Donald J. Hinkley and Co. Inc. and Donald J. Hinkley in the offer and sale of common stock of Dominion Granite & Marble Co. Ltd.

**PLEAS ENTERED BY TWO TALENFELDS.** On August 1st, after pleading guilty and "nolo" to four indictments which were returned in March 1961 (USDC, Pittsburgh), Murray A. Talenfeld and Burton H. Talenfeld were each sentenced to one year in prison and fined \$10,000, and were placed on five years' probation upon release from custody, a condition of which is that they pay costs of the prosecution and the fines forthwith. The indictments charged the two Talenfelds, Edward Talenfeld and Earl Beise with defrauding two banks as well as manipulation of market price of Cornucopia Gold Mines stock (LR-2078).

**SIX INDICTED IN SALE OF IMPERIAL PETROLEUM STOCK.** In an indictment returned August 2d (USDC, Miami), Chester Gray, Amos Purcell, Alfred Schiff, C. Joseph Tritt, Stanley Brown and A. Henry Fricke, Jr., were charged with conspiring to violate the Securities Act anti-fraud provisions and the mail fraud statute in the offer and sale of stock of Imperial Petroleum Company (LR-2079).

**SEC COMPLAINT NAMES NATIONAL SECURITIES OF PHOENIX.** The SEC San Francisco Regional Office announced August 2d (LR-2080) the filing of Federal court action (USDC, Ariz.) seeking to enjoin violations of the Securities Act anti-fraud provisions by National Securities, Inc., in the offer and sale of that company's stock and debentures to securities holders of National Life and Casualty Insurance Company and Arizona Public Finance Company. Also named as defendants were Robert H. Wallace, Robert C. Bohannon, Jr., Joseph C. Shorrock, George B. Sharp, and Paul Totel, officials of National Securities.

**L. L. COOK FILES FOR OFFERING AND SECONDARY.** The L. L. Cook Company, 1830 North 16th Street, Milwaukee, Wisc., today filed a registration statement (File 2-18636) with the SEC seeking registration of 49,736 shares of common stock, of which 9,600 are to be offered for public sale by the company and 40,136, being outstanding stock, by the holders thereof. The offering will be made on an all or none basis through underwriters headed by The Milwaukee Company. The public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the processing and printing of black and white and color photographic film, the wholesale distribution of photographic supplies and equipment, and the wholesale distribution of color post cards and the manufacture of black and white photographic post cards. The net proceeds from the company's sale of additional stock will be added to general funds and will be available, together with other funds, for the purchase of equipment for processing Kodachrome film, for acquisitions of other photo finishing firms, or for both such purposes.

The company has outstanding 100,503 shares of common stock (after giving effect to a 30-for-1 stock split in July 1961), of which Lloyd L. Cook, president, owns 46,282 shares (46%) and proposes to sell 18,502 shares. The prospectus lists 13 other selling stockholders who propose to sell amounts ranging from 600 to 3,952 shares.

**SECURITIES ACT REGISTRATIONS.** Effective August 4: Jackson-Commerce Realty Company (File 2-18313); National Western Fund, Inc. (File 2-17531); Ram Tool Corporation (File 2-18279); Service Photo Industries, Inc. (File 2-18196); Taylor International Corporation (File 2-16773); United American Life Insurance Company (File 2-17903). Withdrawn August 4: National Theatres & Television, Inc. (File 2-17768).

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