

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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**GOLCONDA MINING HEARING POSTPONED.** The SEC has issued an order under the Investment Company Act (Release IC-4330) postponing the hearing on an application by Golconda Mining Corporation, Wallace, Idaho, for an order declaring that it is not an investment company within the meaning of the Act. The hearing previously scheduled for August 24, has been rescheduled for September 23 at 9:30 a.m. in the Commission's Seattle Regional Office.

**TAX EXEMPT INCOME FUND RECEIVES ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-4331) granting an application of Tax Exempt Income Fund, Series 1, New York, for an exemption order with respect to the minimum net capital requirements of Section 14(a) of the Act. According to the application, the company proposes to make a public offering of 5,000 units of undivided interests in its portfolio of municipal bonds.

**COLUMBIA GAS SEEKS ORDER.** The Columbia Gas System, Inc., New York registered holding company, has applied to the SEC for an order under the Holding Company Act authorizing it to sell at competitive bidding 40,000,000 of debentures, due 1990; and the Commission has issued an order (Release 35-15295) giving interested persons until September 20 to request a hearing thereon. As reported in the SEC News Digest of August 16, the company will use the net proceeds from its debenture sale for general corporate purposes, including completion of the system's 1965 construction program (estimated to cost \$115,000,000).

**AMBASSADOR OIL STOCK DELISTED.** The SEC has issued an order under the Securities Exchange Act (Release 34-7681) granting applications of the American Stock Exchange and Pacific Coast Stock Exchange to strike from listing and registration the common stock of Ambassador Oil Corporation, effective at the opening of business on August 23 and 31, respectively. Substantially all of the company's assets have been sold to a subsidiary of Panhandle Eastern Pipe Line Company, and an initial liquidating distribution of \$5.50 per share was declared payable on or after August 16, 1965.

**OLD COLONY SECURITIES, TERRY ENJOINED.** The SEC today announced (LR-3299) the entry of a Federal court order (USDC, NJ), by default, permanently enjoining Old Colony Securities Ltd. and Bruce E. Terry from further violations of the registration and anti-fraud provisions of the Federal securities laws in the sale of securities of Norart Minerals Ltd.

**COMMONWEALTH RESOURCES, OTHERS ENJOINED.** The SEC Denver Regional Office announced August 17 (LR-3300) the entry of a Federal court order (USDC, Salt Lake City) permanently enjoining Commonwealth Resources Corporation, a Utah corporation, M. E. Baird, Joseph N. Revill, Bonnie W. Anderson, all of Salt Lake City, Utah, and Bonnie W. Anderson, trustee of the Anderson Development Trust, from further violations of the registration and anti-fraud provisions of the Federal securities laws in the sale of common stock of Commonwealth Resources Corporation, Geologic Enterprises, Inc., Paradox Enterprises, Ltd., Rare Gas Resources, Inc., Utah Helium Development, Inc., Certified Realty Investment Co., Inc., Petro-Minerals Fertilizer Co., Paradox Refining Co., Apex Pipeline Transmission, Inc., and Paradox Gas Chemical Co., Inc.

**GRAYBAR ELECTRIC FILES STOCK PLAN.** Graybar Electric Company, Inc., 420 Lexington Ave., New York 10017, filed a registration statement (File 2-23941) with the SEC on August 18 seeking registration of 225,000 shares of common stock, to be offered pursuant to the company's Stock Purchase Plan, dated October 1, 1965. Such stock is to be deposited under a voting trust agreement, and the trustees filed a registration statement (File 2-23942) seeking registration of voting trust certificates for such shares. John Reine, president of the company, is one of the trustees.

**SPECTOR INDUSTRIES FILES EXCHANGE PROPOSAL.** Spector Industries, Inc., 205 W. Wacker Dr., Chicago, Ill., filed a registration statement (File 2-23943) with the SEC on August 19 seeking registration of 1,069,642 shares of common stock, to be offered on a share-for-share basis in exchange for all of the outstanding Class A common stock of Spector Freight System, Inc. As of July 31, 1965, Spector Freight had 1,057,962 outstanding Class A common shares and 11,680 Class A shares reserved for issuance upon exercise of outstanding employee stock options or upon the exercise of outstanding warrants. The exchange offer is conditioned upon the acceptance thereof by holders of at least 80% of Spector Freight's outstanding Class A common and upon notification by the American and Pacific Coast Stock Exchanges that the company's shares will meet the requirements for listing on such Exchanges.

The company was organized under Delaware law in June of 1964 for the purpose of acquiring all, or substantially all, of the outstanding shares of Spector Freight, which is engaged in the motor freight carrier business. The company also proposes to engage in a program to diversify its business through the acquisition or development of a non-carrier business. In addition to indebtedness, it has outstanding 1,000 common shares, acquired by Spector Freight for \$1,000. Such shares are to be cancelled when the exchange offer is declared effective. Simon Fisher is board chairman and W. Stanhaus is president of the company.

OVER

**ALCOLAC CHEMICAL FILES FOR OFFERING AND SECONDARY.** Alcolac Chemical Corporation, 3440 Fairfield Rd., Baltimore, Md. 21226, filed a registration statement (File 2-23944) with the SEC on August 19 seeking registration of \$1,200,000 of convertible subordinated debentures (due 1985) and 80,000 outstanding shares of common stock. The securities are to be offered for public sale through underwriters headed by L. M. Rosenthal & Co., Inc., 5 Hanover Sq., New York 10004. The interest rate on the debentures, public offering prices (\$8.50 per common share maximum\*), and underwriting terms are to be supplied by amendment. The registration statement also includes 28,589 common shares which are issuable on exercise of options, and 62,132 common shares which were issued upon exercise of options.

The principal business of the company is the manufacture of specialty chemical products for sale as industrial chemicals. Of the net proceeds from its debenture sale, the company expects to use between \$500,000 and \$600,000 for expansion and improvement of its manufacturing and warehousing facilities in Baltimore, Md.; approximately \$100,000 to develop the overseas markets for its products; \$100,000 for market development of new products; \$200,000 to pay short-term indebtedness; and the balance for working capital. In addition to indebtedness, the company has outstanding 372,902 common and 620,376 Class B common shares, of which management officials own 53.25% and 85.32%, respectively. The prospectus lists ten selling stockholders, including Vsevolod Blinoff (president), offering 45,238 of total holdings of 596,192 shares; and John Geraci, 16,450 of 18,462. (The shares to be offered by Blinoff are to be acquired through conversion of Class B common into common stock.) The remaining selling stockholders are offering shares ranging in amounts from 500 to 6,000.

**THE MERRY MARRIAGE CO. PROPOSES OFFERING.** The Merry Marriage Company, 27 W. 53rd St., New York, filed a registration statement (File 2-23946) with the SEC on August 18 seeking registration of \$500,000 of limited partnership interests, to be offered for public sale in \$10,000 units. The offering is to be made through Theatre Guild Productions, Inc., the general partner.

The partnership is to be formed under New York law for the purpose of producing the dramatico-musical play presently entitled "What Makes Marriage Merry (Without Really Lying)". The play is based upon the novel "Buried Alive" by Arnold Bennett. The book is to be written by Keith Waterhouse and Willis Hall, music composed by Jule Styne and lyrics by E. Y. Harburg. The plot concerns the life and exile of Priam Farll, England's greatest painter, and the ensuing complications when he assumes the identity of his butler. Peter Wood will direct the musical. Armina Marshall, Philip Langner and Joel W. Schenker are principal stockholders of the general partner.

**BEELINE FASHIONS FILES FOR SECONDARY.** Beeline Fashions, Inc., 375 Meyer Rd., Bensenville, Ill. 60106, filed a registration statement (File 2-23947) with the SEC on August 19 seeking registration of 200,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof (10,000 shares are to be offered initially to company employees). The offering is to be made through underwriters headed by A. G. Becker & Co. Inc., 120 S. LaSalle St., Chicago, Ill. 60603. The offering price (\$27 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company sells women's apparel via the "party-plan" method. In addition to indebtedness, it has outstanding 1,231,650 common shares, of which management officials own 89.14%. The prospectus lists ten selling stockholders, including H. Edison Birginal (president), offering 104,000 of 759,060 shares held; and Beatrice F. Birginal (vice president), 25,000 of 88,650. The remaining sellers are offering stock ranging in amounts from 3,000 to 20,000 shares.

**BELOCK INSTRUMENT TRADING BAN CONTINUED.** The SEC has issued an order suspending exchange and over-the-counter trading in securities of Belock Instrument Corporation for a further ten-day period, August 21-30, 1965, inclusive.

**PUEBLO SUPERMARKETS FILES FOR SECONDARY.** Pueblo Supermarkets, Inc., P. O. Box 1919, Hato Rey, Puerto Rico, filed a registration statement (File 2-23948) with the SEC on August 19 seeking registration of 125,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof. Merrill Lynch, Pierce, Fenner & Smith Inc., 70 Pine St., New York 10005, is listed as the principal underwriter. The public offering price (\$18 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the operation of supermarkets, primarily in Puerto Rico. In addition to indebtedness, it has outstanding 1,666,195 common shares, of which management officials own 56.70%. The prospectus lists nine selling stockholders, including Harold Toppel (board chairman), offering 24,968 of 239,694 shares held; Jodean P. Cash, offering his entire stock holdings of 35,948 shares; and Frank and Mary E. Irwin, offering their entire holdings of 15,086 shares. The remaining selling stockholders are offering shares ranging in amounts from 706 to 10,868. George Toppel is president.

**SECURITIES ACT REGISTRATIONS.** Effective August 18: Godfrey Co., 2-23827 (40 days). Effective August 19: Marion Laboratories, Inc., 2-23862 (Nov 18); McGraw-Edison Co., 2-23645; Telephone Service Co. of Ohio, 2-23830 (Nov 15); United Educators Life Insurance Co. of Florida, 2-23620 (90 days); Walston Aviation, Inc., 2-23506 (Sept 29); Goodbody & Co. Sponsor of Tax Exempt Income Fund, Series I, 2-23842. Withdrawn August 18: Haven Industries, Inc., 2-20673.

**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.