

SECURITIES AND EXCHANGE COMMISSION

NEWS DIGEST

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



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REDCOR FILES FOR OFFERING AND SECONDARY. Redcor Corporation, 7800 Deering Ave., Canoga Park, Calif. 91304, filed a registration statement (File 2-24054) with the SEC on September 27 seeking registration of 157,170 shares of common stock. Of this stock, 75,000 shares are to be offered for public sale by the company and 82,170 shares (being outstanding stock) by the present holders thereof. J. Barth & Co., 404 Montgomery St., San Francisco, Calif. 94104, is listed as the principal underwriter. The public offering price (\$11.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company designs, develops and manufactures electronic products for high-speed gathering and processing of data for use in digital computers. Of the net proceeds from its sale of additional stock, \$45,000 will be used to repay a real estate purchase obligation and the balance will be used to repay short-term indebtedness and added to working capital. In addition to indebtedness, the company has outstanding 204,150 common shares. The prospectus lists seven selling stockholders, including Richard A. Wilson (director), offering 30,000 of 41,040 shares held; Stanley C. Mentzer (director), 20,000 of 23,700; Stewart C. Brown, 8,870 of 16,870; and Amos S. and Elizabeth A. Wilson, their entire holdings of 10,000 shares. The remaining sellers are offering shares ranging in amounts from 2,000 to 6,000. Upon completion of the proposed stock sale, holdings of management officials will be reduced from 49.5% to 18.3% of the company's then outstanding stock. Thomas L. Taggart is president.

E & B CARPET MILLS FILES FINANCING PROPOSAL. E & B Carpet Mills, Inc., 8888 Governors Row, Dallas, Tex. 75247, filed a registration statement (File 2-24055) with the SEC on September 27 seeking registration of \$1,500,000 of 5-1/2% convertible subordinated debentures (due 1980) and 195,000 shares of common stock. The securities are to be offered for public sale in units consisting of \$100 principal amount of debentures and 13 common shares, through underwriters headed by Eppler, Guerin & Turner, Inc., First National Bank Bldg., Dallas, Tex. 75202. Of the stock being registered, 95,000 shares (being outstanding stock) are to be offered by the present holders thereof. The public offering price (\$256 per unit maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to the representative underwriter, for \$100, non-transferable warrants to purchase 10,000 common shares. Also being registered are 38,000 common shares to be offered pursuant to the company's Employees' Qualified Stock Option Plan.

The company's business activities consist principally of the manufacture and sale of tufted carpet. Net proceeds to the company from this financing (together with \$1,200,000 from a proposed loan) will be used to retire some \$1,174,000 of indebtedness and to increase inventories and to carry increased receivables to the extent required in connection with an anticipated increase in sales. In addition to indebtedness, the company has outstanding 169,625 common and 210,805 Class A common shares, of which management officials own 78% and 100%, respectively. The prospectus lists nine selling stockholders, including A. C. Black (president), J. E. Evans (executive vice president), F. B. McCarty (board chairman), and three other company officials, each offering his entire holdings of 14,735 common shares. The remaining sellers are offering shares ranging in amounts from 1,000 to 4,590.

THERMAL HYDRAULICS FILES PROPOSAL. Thermal Hydraulics, Inc., 417 W. 40th Ave., Denver, Colo., filed a registration statement (File 2-24056) with the SEC on September 27 seeking registration of 125,000 shares of common stock, to be offered for public sale at \$3.50 per share on a best-efforts basis through Sandberg & Co., Inc., 13685 Braun Rd., Golden, Colo. 80401. The underwriter is to receive a \$.35-per-share selling commission. According to the prospectus, Orville L. Sandberg (company director) recently formed the underwriter for the purpose of making this offering.

The company is also registering 172,663 common shares. Of this stock, 152,200 shares are to be offered to holders of the company's outstanding promissory notes in the aggregate principal amount of \$152,200, for conversion thereof at the price of \$1 per share. The holders of such notes have agreed to convert the notes within 60 days from the effective date of the registration statement. The remaining 20,463 shares are to be offered to holders of the company's outstanding convertible debenture bonds in the aggregate principal amount of \$61,390, convertible into common shares at the conversion price of \$3 per share.

Organized under Colorado law in 1960, the company is engaged in developing, manufacturing and distributing a patented electrothermal actuator (devices employing thermally expansible material to hydraulically displace an actuating shaft) and products incorporating the actuator. Net proceeds from its stock sale will be used in the conduct of its business (including payment of certain operating and promotional expenses as well as the purchase of tooling and equipment), for payment of \$24,000 of promissory notes, and working capital. In addition to indebtedness, the company has outstanding 413,261 common shares, of which management officials own 46.54%. The company issued the following shares at its inception in consideration of services rendered: 100,001 shares to John F. Sherwood (president); 50,000 shares to Stanley Richards (vice president); and 2,500 shares to Noble H. Malcolm. In 1963 the company sold 75,000 shares to Morco Oil Corp. at \$3 per share and in 1964 it sold an aggregate of 56,200 shares to certain individuals (including company officials) at \$1 per share.

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PALMS OF PASADENA HOSPITAL PROPOSES RIGHTS OFFERING. Palms of Pasadena Hospital Corporation, 1501 Pasadena Ave. S., St. Petersburg, Fla., filed a registration statement (File 2-24058) with the SEC on September 27 seeking registration of 150,000 shares of common stock, to be offered for subscription by common stockholders at the rate of one new share for each share held. Any unsubscribed shares are to be offered for public sale on a "best efforts" basis through Hensberry & Co., 219 4th St. N., St. Petersburg, Fla. The record date, offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized under Florida law in 1962 under the name of The Palm Retirement Nursing Corp., the company operates an 80-bed medical-surgical hospital in St. Petersburg. Of the net proceeds from its stock sale, \$1,100,000 will be used to construct and equip an addition to the hospital and to remodel the existing building. The balance will be added to working capital. In addition to indebtedness, the company has outstanding 104,700 common shares, of which management officials own 51.03% (including 15.85% owned by Bernard L. Samson, secretary). Dr. James B. Tobias is president.

K S M PRODUCTS PROPOSES OFFERING. K S M Products, Inc., 301 New Albany Rd., Moorestown, N. J. 08057, filed a registration statement (File 2-24060) with the SEC on September 27 seeking registration of 125,000 shares of common stock. The stock is to be offered for public sale through underwriters headed by Stroud & Co., Inc., 123 S. Broad St., Philadelphia, Pa. The public offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment.

The company manufactures and distributes stud welding equipment and materials used by metal fabricators. Of the net proceeds from its stock sale, approximately \$350,000 will be used to repay an outstanding bank loan; approximately \$310,000 to purchase land and make building improvements at the company's plants in England and Canada; and the balance to purchase machinery and equipment. In addition to indebtedness, the company has outstanding 302,000 common shares, of which management officials own 79.7%. Frank K. Kelemen is president.

GREAT COMMONWEALTH LIFE PROPOSES OFFERING. Great Commonwealth Life Insurance Company, 1309 Main St., Dallas, Tex., filed a registration statement (File 2-24061) with the SEC on September 27 seeking registration of 122,000 shares of common stock, to be offered for public sale through underwriters headed by J. C. Bradford & Co., Inc., 414 Union St., Nashville, Tenn. The public offering price (\$30 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the life insurance business. Net proceeds from its stock sale will be added to capital and surplus and used in the conduct of its insurance operations. The company has outstanding 1,278,000 common shares, of which management officials own 47% (including 41% owned by Arnold L. Reed, president and board chairman).

GREY ADVERTISING FILES STOCK PLAN. Grey Advertising Inc., 777 Third Ave., New York 10017, filed a registration statement (File 2-24063) with the SEC on September 28 seeking registration of 100,000 shares of common stock (together with options covering such shares) to be offered pursuant to its Executive Growth Plan.

TENNA CORP. FILES FOR OFFERING AND SECONDARY. Tenna Corporation, 19201 Cranwood Parkway, Cleveland, Ohio 44128, filed a registration statement (File 2-24066) with the SEC on September 28 seeking registration of \$1,500,000 of 5-3/4% sinking fund convertible subordinated debentures (due 1980) and 160,000 shares of common stock. Of such securities, the debentures and 50,000 common shares are to be offered for public sale by the company and the remaining 110,000 shares (being outstanding stock) by the present holders thereof. W. C. Langley & Co., 115 Broadway, New York 10006, and Hartzmark & Co., Inc., East Ohio Bldg., Cleveland, Ohio 44114 are listed as the principal underwriters. The public offering price of the debentures and stock (\$14 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture of automobile radio antennas and other products. Of the net proceeds from this financing, approximately \$737,500 will be used to repay two bank loans and approximately \$200,000 will be used to construct and equip a new automobile radio tuner manufacturing plant in Puerto Rico. The balance will be added to working capital. In addition to indebtedness, the company has outstanding 110,000 common and 430,911 Class A common shares. The prospectus lists three selling stockholders, as follows: Sidney Ludwig (board chairman), offering 90,906 common shares; Morton R. Mendes (president), 9547; and Harvey A. Ludwig (vice president), 9,547. Management officials own all the outstanding Class A common stock.

PUBLISHERS CO. FILES FINANCING PROPOSAL. Publishers Company, Inc., 1250 Connecticut Ave., N.W., Washington, D. C. 20036, filed a registration statement (File 2-24068) with the SEC on September 28 seeking registration of \$1,000,000 of 7% junior subordinated convertible debentures (due 1977) and 250,000 shares of common stock. The securities are to be offered for public sale in units consisting of a \$250 debenture and common stock (the number of shares to be supplied by amendment), and at \$500 per unit. Paul C. Kimball & Co., 209 S. LaSalle St., Chicago, Ill. 60604, is listed as the principal underwriter. The underwriting terms are also to be supplied by amendment.

The company's principal business is printing and publishing. Net proceeds from this financing will be used for general working capital, \$1,000,000 of which will be used initially to reduce short-term bank borrowing. In addition to indebtedness and preferred stock, the company has outstanding 750 Class B and 431,452 common shares, of which management officials own 58.1% and 8.9%, respectively. Edgar A. Merkle is board chairman and Charles W. Lockyer is president.

GREAT ATLANTIC LIFE PROPOSES OFFERING. Great Atlantic Life Insurance Company, 8373 Northeast Second Ave., Miami, Fla., filed a registration statement (File 2-24070) with the SEC on September 28 seeking registration of 100,000 shares of common stock. The stock is to be offered for public sale on a "best efforts" basis, at \$16.50 per share, through Shoemaker & Co., Inc., of the Miami address, which will receive a \$1.65-per-share selling commission.

The company is engaged in the business of writing life and accident and health insurance. Of the net proceeds from its stock sale, some \$100,000 will be used to finance a proposed expansion of the agency force training program, and an additional \$25,000 may be used to finance a proposed sale-by-mail campaign. The balance of the proceeds will be added to capital and surplus and used in the conduct of the company's insurance business. In addition to indebtedness, the company has outstanding 175,536 common shares, of which management officials own .04% and The National Investors Life Insurance Co. owns 93%. Jess P. Odom is board chairman and Charles W. Blaylock is president.

ALPHANUMERIC PROPOSES OFFERING. Alphanumeric Incorporated, 550 Old Country Road, Hicksville, N. Y. 11801, filed a registration statement (File 2-24071) with the SEC on September 28 seeking registration of 70,000 shares of common stock. The stock is to be offered for sale through company employees "to selected persons" at \$7.50 per share; shares may be offered through NASD members, who will receive an 8% selling commission.

The company is principally engaged in the development of a high-speed computer oriented photocomposition system and service centers for its use. Development of that system is not yet complete and there is no assurance of its successful operation. Net proceeds of the stock sale will be used for the purchase of parts, test equipment, labor, overhead and working capital. The company intends to lease a commercially available general purpose computer which will be a necessary element of its photocomposer system, and the estimates as to the use of proceeds do not include the cost of that computer. The company now has outstanding 82,860 shares of common stock, of which management officials own 39.3%. Some 46,000 shares were issued to officials for an average of 57¢ per share, partly in exchange for services. Current book value of outstanding shares is \$2.04 per share. Milton Schwartz is president.

ZIONS UTAH FILES FOR SECONDARY. Zions Utah Bancorporation, 359 South Main St., Salt Lake City, Utah, filed a registration statement (File 2-24072) with the SEC on September 28 seeking registration of 200,000 outstanding shares of common stock. The shares are to be offered for public sale by the holders thereof, through underwriters headed by R. W. Pressprich & Co., 80 Pine St., New York, N.Y. 10005; and the offering price (\$15 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is a "diversified financial holding company" which, through subsidiaries, is engaged primarily in the commercial banking business and also in consumer finance, savings and loan, equipment leasing, and certain other financial businesses. It owns 50.12% of the stock of Zions First National Bank, of Salt Lake City, which is the company's main asset and income producing interest. The stock offering is contingent upon the acquisition of all the assets (and assumption of liabilities) of Lockhart Corporation by a wholly-owned subsidiary of the company in exchange for company stock. Lockhart, through subsidiaries, conducts "the largest industrial loan business in the State of Utah and operates several other financial businesses. Lockhart also owns 98.13% of a savings and loan association" -- the Zions Savings & Loan Association. The company's subsidiary will acquire all the assets of Lockhart (including 63,024 shares of company common) and assume all its liabilities, in exchange for 389,835 shares of company common. The acquisition is subject to certain prior approvals by the SEC and the Federal Reserve Board. In addition to indebtedness, the company now has outstanding 1,008,583 common shares.

According to the prospectus, management officials now own some 31.6% of the company's outstanding stock; Keystone Insurance and Investment Co. 35.8%; Flint Distributing Co., 25.6%; Roy W. Simmons, president, 19.4%; and the Estate of Leland B. Flint, 13.18%. Management officials propose to sell 55,641 shares; Keystone Insurance 16,315; and Flint Distributing 100,000.

NIPPON ELECTRIC PROPOSES RIGHTS OFFERING. Nippon Electric Company, Limited, Tokyo, Japan, filed a registration statement (File 2-24073) with the SEC on September 28 seeking registration of 25,000,000 shares of common stock. The shares are part of a subscription offering of 150,000,000 shares to shareholders in Japan and elsewhere. Shareholders of record September 30th (Tokyo Time) are entitled to subscribe at an estimated subscription price of 14¢ per share for additional shares, at the rate of six new shares for each ten shares then registered in their names in the company's record books. Holders of American Depositary Shares (each representing 25 underlying common shares) evidenced by American Depositary Receipts will have the right to subscribe to common shares underlying the American Depositary Shares -- the subscription price upon exercise of ADR Rights is \$3.47 per American Depositary Share (25 underlying common shares).

The company is a leading Japanese manufacturer of telecommunications and electronic equipment. Of the net proceeds of its stock sale, \$13,889,000 will be used to repay long-term bank borrowing and the remainder will be applied to the financing of capital expenditures. In addition to indebtedness, the company has outstanding 250,000 common shares, of which some 36% is owned by companies in the Sumitomo Group. Toshihide Watanabe is board chairman and Koji Kobayashi president.

JEFFERSON CORP. FILES FOR OFFERING AND SECONDARY. Jefferson Corporation, 1100 First Federal Bldg., Indianapolis, Ind., filed a registration statement (File 2-24074) with the SEC on September 28 seeking registration of 115,000 shares of capital stock. Of this stock, 28,120 shares are to be offered for public sale by the company and 86,880 shares (being outstanding stock) by the present holders thereof. City Securities Corporation, Circle Tower Bldg., Indianapolis, is the underwriter. The public offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

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The company (formerly Ready Mixed Concrete Corp.) operates a ready-mixed concrete business, owns three wholly-owned subsidiaries operating in the ready-mixed concrete and related fields and holds a substantial block of stock in a life insurance company (Jefferson National Life Insurance Company). Its principal asset is its stock interest (30%) in the Insurance Company. Net proceeds of the company's sale of additional stock will be used to discharge in large part two bank loans aggregating \$569,000 to two subsidiaries which replaced interim borrowings for the acquisition of certain assets by the subsidiaries. The company now has outstanding 552,000 shares of stock. Robert H. McKinney is president and E. Kirk McKinney, Jr., is vice president and treasurer of the company; and they serve as vice president and president, respectively, of the Insurance Company. The principal stockholder of the company is the McKinney Trust; the beneficiaries are Mrs. Irene M. McKinney and her two sons, Robert and Kirk. The prospectus lists fifteen selling stockholders, including C. W. Cole, Jr., vice president (selling 28,896 of 72,960 shares held), Leonard B. Marshall, a director (12,768 of 32,000), V. G. Mosbauch (12,096 of 34,560) and another McKinney trust (10,000 of 59,120).

DISTRICT WHOLESALE DRUG FILES FOR OFFERING AND SECONDARY. District Wholesale Drug Corporation of Washington, 52-60 "O" St., N.W., Washington, D. C. 20001, filed a registration statement (File 2-24075) with the SEC on September 28th seeking registration of 150,000 shares of Class A common stock. Of this stock, 20,000 shares are to be offered for public sale by the company and 130,000 shares (being outstanding stock) by the holders thereof. Auchincloss, Parker & Redpath, of 2 Broadway, New York 4, N.Y., is listed as the principal underwriter. The public offering price (\$8 per share maximum*) and underwriting terms are to be supplied by amendment. Also included in the statement are 10,000 Class A shares, issuable at \$4 per share upon exercise of a warrant acquired by the Auchincloss firm for \$500 in connection with a 1961 underwriting of company securities.

The principal business of the company is that of serving retail drug stores in Washington, Maryland and Virginia. Net proceeds of its sale of additional stock will be used to expand its business operation "in the promotion of Ca-ma-sil, its antacid product, its convalescent aid program, its hospital supply activities and its new Hadensa hemorrhoidal products." In addition to indebtedness and preferred stock, the company has outstanding 334,314 Class A common shares and 185,475 Class B common shares; management officials own 73.69% of the combined shares. Samuel Lichtenstein, board chairman, is record holder of 50.52% of the combined shares, representing stock owned by the Lichtenstein family and held by Mr. Lichtenstein under a voting trust. David E. Estrin, president, owns 12.56% of the combined shares. The prospectus lists 18 selling stockholders, including Lichtenstein (selling 12,009 of 16,179 Class A shares held) and Estrin (selling 29,883 of 32,650 Class A shares held). Carolyn Lichtenstein is selling all of her Class A holdings (13,991 shares); Philip Levin, Secretary, 13,000 of 23,399 Class A shares held; and Marianne Walters all of her Class A holdings (10,470 shares).

BELOCK INSTRUMENT TRADING BAN CONTINUED. The SEC today issued an order under the Securities Exchange Act suspending exchange and over-the-counter trading in securities of Belock Instrument Corporation for a further ten-day period, September 30-October 9, 1965, inclusive.

SECURITIES ACT REGISTRATIONS. Effective September 28: Arcoa Inc., 2-23771; Arvin Industries, Inc., 2-23971 (Nov 8); Barnes-Hind Pharmaceuticals, Inc., 2-23993 (Dec 27); Commercial Credit Co., 2-23005 (Nov 8). Effective September 29: Desert Development Corp., 2-23814 (90 days); New Park Mining Co., 2-23665 (40 days).

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.

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