

# 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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SEC

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**CENTRAL AND S.W. CORP. RECEIVES ORDER.** The SEC has issued a supplemental order under the Holding Company Act (Release 35-16155) granting a request of Central and South West Corporation, Wilmington, Del., for an extension through 1969 of the period within which it may issue and sell commercial paper notes, and increasing the amount thereof from \$12,000,000 to \$25,000,000. Also approved was an increase in the amount of advances by Central to three subsidiaries, from an aggregate of \$21 to \$35 million note borrowings outstanding at any one time.

**NEW JERSEY P & L TO SELL BONDS.** New Jersey Power & Light Company, Morristown, N. J., has applied to the SEC for authorization under the Holding Company Act to issue and sell \$8,000,000 of bonds at competitive bidding; and the Commission has issued an order (Release 35-16156) giving interested persons until October 4 to request a hearing thereon. As previously reported (SEC News Digest of Sept. 3), the company will use the proceeds of its bond sale to finance its business, including construction expenditures and the payment of bank loans for construction purposes.

**IDS RECEIVES ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5490) granting an application of Investors Diversified Services, Inc., of Minneapolis, for modification of the terms and conditions of prior Commission orders relating to loans and advances by IDS to persons engaged in the offer and sale of securities for which IDS is the principal underwriter.

**AMERICAN-HAWAIIAN STEAMSHIP WITHDRAWS PROPOSAL.** American-Hawaiian Steamship Company, New York investment company, has withdrawn its exemption application under the Investment Company Act with respect to the proposal of it and two other stockholders of McLean Industries, Inc., to sell a total of 500,000 shares of the latter's Class A common stock pursuant to a proposed secondary offering. The application was withdrawn by reason of a postponement of the secondary offering. (Release IC-5491)

**TWO TENDER OFFERS FILED.** Alleghany Corporation, 350 Park Ave., New York 10022, filed a Schedule 13D with the SEC on September 5 with respect to its tender offer for the stock of Jones Motor Company, Inc. Alleghany will pay \$21 per share for all shares of Jones Motor Company common stock tendered provided that at least 314,617 shares, 51% of the shares outstanding, are tendered. Certain principal stockholders have agreed to tender a total of 204,615 shares, approximately 33% of the outstanding shares. It is contemplated that upon completion of the tender offer, Jones Motor Company will sell its assets to Alleghany and liquidate. The business of Jones Motor Company would then be conducted by Alleghany.

The offer will expire September 26, 1968, unless extended.

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Pioneer Astro Industries, Inc., 7401 West Lawrence Ave., Chicago, Ill. 60656, filed a Schedule 13D with respect to its tender offer for the common stock of The Bastian-Blessing Company. Pioneer will purchase 200,000 shares (approximately 25% of the total outstanding shares), if that many are tendered, at a price of \$35 per share. Pioneer also reserves the right to purchase additional shares, if tendered. Pioneer seeks to acquire working control over Bastian-Blessing which may lead to an eventual merger between the two companies.

The offer will expire November 4, 1968.

**DANIELSON, VOSS, DIAL INDICTED.** The SEC Denver Regional Office announced September 6 (LR-4106) the return of a Federal court indictment in Denver, charging James C. Danielson, F. James Voss and Glen Dial, Jr., all of Denver, and Robert F. Danielson of Minneapolis, with criminal contempt for alleged violation of an October 1967 court order enjoining their sale of stock of Woodward Oil, Inc.

**VERNON COLLINS FILES PLEA.** The SEC Seattle Regional Office announced September 6 (LR-4107) that the U. S. District Court, Boise, Idaho, accepted a plea of guilty entered by Vernon Collins of Boise on a charge of fraud in the sale of securities, imposed a \$1,500 fine, and suspended the sentence and placed Collins on probation for five years on condition that he not engage in securities transactions during the probationary period.

**TRIMATRIX TO SELL STOCK.** Trimatrix, Inc., Two Penn Plaza, New York, filed a registration statement (File 2-30060) with the SEC on September 5 seeking registration of 500,000 shares of common stock, to be offered for public sale at \$5 per share. The shares are to be offered "for sale on a first-come, first-served basis to any and all dealer members" of the NASD for resale to their clients; they will receive a 50¢ per share commission on shares sold.

The company was organized in May 1968 under New York law and is seeking to develop a marketable credit card verification device; it is said to be in the development stage "and will be for an indefinite period of time." Net proceeds of its stock sale will be used largely for working capital (\$1,486,000), research projects (\$250,000) and operating expenses for 1 year, including rents and salaries (\$200,000). The company now has outstanding 1,500,000 common shares. All such shares were originally issued to Michael Hellerman, president and promoter, in consideration of the assignment by him to the company of patent rights to the

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credit card device (certain such shares were reassigned or sold by Hellerman). According to the prospectus, Hellerman advanced \$9,500 in cash to the company and advanced expenditures of \$20,000 in behalf of the company. Purchasers of the shares being registered will acquire a 25% interest in the company at a cost of \$2,500,000, while Hellerman and other present stockholders will own the remaining 75% for a contribution to the company valued by it at \$100,000.

**W. T. GRANT CO. FILES FOR SECONDARY.** W. T. Grant Company, 1441 Broadway, New York 10018, filed a registration statement (File 2-30061) with the SEC on September 5 seeking registration of 297,600 outstanding common shares, to be offered for public sale by the present holder thereof through underwriters headed by Lehman Brothers, 1 William St., New York 10004. The offering price (\$41.125 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the sale of various lines of popular priced merchandise through numerous stores widely distributed throughout the United States. In addition to indebtedness and preferred stock, it has outstanding 13,226,581 common shares. The 297,600 shares being registered are owned by Bankers Trust Company and William T. Grant as trustees under a trust created by Grant under which he has retained the income for his lifetime; they constitute all of the trust holdings of company stock. Grant owns directly an additional 1,195,348 shares (9.04%).

**PROGRAMMING TECHNIQUES TO SELL STOCK.** Programming Techniques, Inc., 179 Front St., Owego, N. Y. 13827, filed a registration statement (File 2-30062) with the SEC on September 5 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$8.50 per share. The offering is to be made through underwriters headed by Rafkind & Co., Inc., 5 Hanover Square, New York, which will receive an 85¢ per share commission plus \$20,000 for expenses. In June, as partial consideration of loans by the Rafkin and another firm, the company sold them (or their principals) 30,000 shares at 10¢ per share; and the company has agreed to issue the Rafkind firm five-year warrants to purchase 15,000 shares, exercisable initially (but after one year) at \$9.10 per share.

The company is engaged in furnishing computer services to users of computer equipment, including systems design, computer program development, rendering services in the area of numerical control, supplying personnel on temporary basis, and rendering consulting services. Of the net proceeds of its stock sale, \$147,000 will be used to repay the loans above referred to, \$115,000 to open and pay staffing and start-up costs of additional offices, \$170,000 to finance an effort to sell services to the Federal government, and \$115,000 to develop industry marketing programs and standardized computer programs; the balance will be used for working capital and other purposes. The company now has outstanding 302,000 common shares, of which management officials as a group own 58%. Assuming the successful completion of this offering (and the exercise by the underwriters of an over-allotment option on 10,000 shares), the present stockholders of the company will own 302,000 shares or approximately 76% of the common stock for which they will have paid \$212,000 and the public will own 110,000 shares, or approximately 24% of the common stock, for which they will have paid \$935,000.

**JOHN ROBERTS INC. TO SELL STOCK.** John Roberts, Incorporated, 7500 South Interregional Highway, Austin, Texas 78767, filed a registration statement (File 2-30063) with the SEC on September 6 seeking registration of 150,000 shares of common stock, to be offered for public sale through underwriters headed by Eppler, Guerin & Turner, Inc., 3900 1st National Bank Bldg., Dallas, Texas. The offering price (\$12.50 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has sold to the Eppler firm, for \$75, five-year warrants to purchase 7,500 common shares.

The company manufactures and markets university, college and high school class and school rings (as well as other academic recognition jewelry). Of the net proceeds of its stock sale, \$1,115,000 will be used to retire bank debt; the balance will be added to working capital and used for general corporate purposes, including reduction of notes or accounts payable. In addition to indebtedness and preferred stock, the company has outstanding 14,360 common shares and 361,610 Class A common shares. Robert G. Waugh is board chairman and John T. Waugh president. They and other management officials own 80.1% of the outstanding Class A common.

**GIBRALTAR FINANCIAL FILES FOR SECONDARY.** Gibraltar Financial Corporation of California, 9111 Wilshire Blvd., Beverly Hills, Calif. 90213, filed a registration statement (File 2-30065) with the SEC on September 6 seeking registration of 400,000 outstanding shares of capital stock. The shares are to be offered for public sale by the holders thereof, through underwriters headed by White, Weld & Co., 20 Broad St., New York 10005, and Dean Witter & Co., Inc., 45 Montgomery St., San Francisco, Calif. 94106; the offering price (\$40 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is a savings and loan holding company (it owns the outstanding guarantee stock of Gibraltar Savings and Loan Association); and it also acts as an insurance agent. The company proposes (subject to stockholder approval) to acquire all of the guarantee stock of Pioneer Savings and Loan Association and to merge that company with Gibraltar Savings; in connection therewith, the company will issue 527,502 shares of its stock to Western Pioneer Company, which owns Pioneer Savings. In addition to indebtedness, the company has outstanding 1,551,563 shares of stock, of which Sydney R. and Rose Barlow, of Beverly Hills, own 577,273 shares, or 37% and management officials as a group 42%. The Barlows propose to sell 400,000 of their holdings. Herbert J. Young is president and board chairman and Sydney R. Barlow is vice chairman of the company.

**COLLINS FOODS TO SELL STOCK.** Collins Foods International, Inc., 6107 South Sepulveda Blvd., Culver City, Calif. 90230, filed a registration statement (File 2-30066) with the SEC on September 6 seeking registration of 300,000 shares of common stock. The stock is to be offered for public sale through underwriters headed by Bateman Eichler, Hill Richards Inc.; the offering price (\$18 per share maximum\*) and underwriting terms are to be supplied by amendment. Also included in the statement are an additional 15,000 shares reserved for issuance upon exercise of options to be granted to certain franchisees.

Organized on August 13, 1968, the company owns and operates 33 retail take-out food stores in Southern California which prepare and sell "Colonel Sanders' Recipe Kentucky Fried Chicken" under franchise from Kentucky Fried Chicken Corp.; through its subsidiary Sizzler Family Steak Houses, it has granted franchises in 21 states for 153 restaurants serving steak dinners and complementary food items. Of the net proceeds of its stock sale, the company will apply about \$500,000 to the reduction of short term bank loans and \$1,900,000 to the opening of about 20 additional Kentucky Fried Chicken stores and 10 Sizzler restaurants. James A. Collins, president and board chairman, owns 62% of the outstanding stock. The company now has outstanding 1,200,000 common shares, issued in exchange for all the outstanding stock of 40 corporations having an aggregate book value at July 31 of \$1,645,603 or about \$1.37 per share.

**PVC CONTAINER TO SELL STOCK.** PVC Container Corporation, 405 Lexington Ave., New York 10017, filed a registration statement (File 2-30067) with the SEC on September 6 seeking registration of 300,000 shares of capital stock and 300,000 warrants to purchase a like number of shares. It is proposed to offer these securities in units, each consisting of one share and one warrant, and at \$1 per unit. The offering is to be made on an "all or nothing best efforts basis" by M. H. Meyerson & Co., Inc., of 15 Exchange Place, Jersey City, N. J., which will receive an 8¢ per share selling commission plus \$9,500 for expenses. Upon completion of the sale, the company will sell the underwriter, for \$60, five-year warrants to purchase 60,000 shares at \$1 per share.

The company was organized in July to engage in the manufacture and sale of polyvinyl chloride containers; operations have not commenced, the management is presently ordering equipment and seeking appropriate plant facilities. Of the net proceeds of its stock sale, \$50,000 is to be applied to the purchase of additional equipment, \$10,000 for leasehold improvements relating to the installation of equipment, \$10,000 for molds, dies, models and samples, and the balance for working capital and other purposes. In addition to indebtedness, the company has outstanding 660,000 shares (with a 9¢ per share book value); and an additional 100,000 shares are reserved for issuance under an employees' stock option plan (in addition to the 60,000 the subject of the underwriter's warrants). Of the outstanding shares, Andre M. Lippens, president, owns 22.7% and management officials as a group 46.8%. Purchasers of the 300,000 shares being registered will acquire a 31% interest in the company at a cost of \$300,000, and founders and private investors will own 69% for which they paid \$60,460.

**DATAPAX COMPUTER SYSTEMS TO SELL STOCK.** Datapax Computer Systems Corporation, Pan Am Building, 200 Park Ave., New York, filed a registration statement (File 2-30068) with the SEC on September 6 seeking registration of 350,000 shares of common stock. The shares are to be offered for public sale on a "best efforts, 60% all or none" basis by A. T. Brod & Co., 200 Park Ave., New York 10017; the offering price (\$5 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the underwriter for a nominal amount, five-year warrants for the purchase of 73,500 shares, and to pay it \$10,500 for expenses. The company also has agreed to pay Charles Abrams & Co. up to \$49,000 as a finder's fee on the completion of this offering; and the two principal stockholders have agreed to sell 25,000 shares to the Abrams firm at \$3 per share.

Organized in March, the company is engaged in the business of purchasing and leasing new and used magnetic disk packs for use with electronic data processing equipment. Net proceeds of its stock sale will be applied in large part to the purchase of disk packs. The company has outstanding 950,000 common shares. Albert L. Sokol, president and board chairman, owns 48.4% and Stanley M. Weckler, executive vice president 43.8% of the outstanding shares.

**HUFFMAN MFG. FILES FOR OFFERING AND SECONDARY.** The Huffman Manufacturing Company, 7701 Byers Road, Miamisburg, Ohio, filed a registration statement (File 2-30069) with the SEC on September 6 seeking registration of 180,000 shares of common stock. Of this stock, 125,000 shares are to be offered for public sale by the company and 55,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by White, Weld & Co., Inc., 20 Broad St., New York 10005, and Prescott, Merrill, Turben & Co., 900 National City Bank Bldg., Cleveland, Ohio 44114; the offering price (\$35 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is a manufacturer of all principal types of children's and adults' bicycles, and a line of outdoor power equipment for care of lawns and gardens; it also is a producer of gasoline containers used by retail consumers, and of small service equipment used in garages and service stations. Of the net proceeds of its sale of additional stock and of insurance company loans of \$2,800,000, the company will use about \$3,000,000 to acquire production equipment for new and expanded plant facilities as well as to modernize certain presently existing production facilities and equipment, and about \$1,000,000 to purchase tools and dies primarily to reduce the amount of fabrication presently subcontracted out for many of the company's products. The balance of the proceeds will be used to reduce short term borrowings and for other general corporate purposes. In addition to indebtedness and preferred stock, the company has outstanding 604,747 shares of common and 711,325 shares of Class B common. Horace M. Huffman, Jr. is board chairman and Frederick C. Smith president and chief executive officer. Management officials owns 20.72% of the outstanding common and 54.59% of the outstanding Class B common. The prospectus lists fifteen selling stockholders. Huffman and his wife propose to sell all their holdings of 3,495 shares, trustees for their children 9,416 of 20,160, Robert R. Huffman, a director, 8,001 of 34,801, and the estate of Horace M. Huffman, 21,933 of 57,933; the balance of the shares being registered will be sold by nine other selling stockholders.

**EQUITABLE LIFE FUND FILES FOR OFFERING.** The Equitable Life Assurance Society of the United States, 1283 Avenue of the Americas, New York 10019, filed a registration statement (File 2-30070) with the SEC on September 6 seeking registration of \$5,000,000 of Variable Tax-Deferred Annuity Contracts and Supplementary Agreements to provide annuities and related units of interest in its Separate Account A. The contracts will be issued by Equitable Life to provide fixed and variable retirement benefits under pension and profit-sharing plans and annuity purchase plans.

**NUCLEAR PROCESSING TO SELL STOCK.** Nuclear Processing Corporation, 455 E. 4th South, Salt Lake City, Utah 84111, filed a registration statement (File 2-30074) with the SEC on September 6 seeking registration of 120,000 shares of common stock and warrants to purchase an additional 36,000 shares. These securities are to be offered for public sale in units, each consisting of 10 shares and 3 warrants. The offering is to be made at \$50 per unit by underwriters headed by A. D. Gilhart & Co., Inc., 295 Madison Ave., New York, which will receive a \$5 per unit commission plus \$5,000 for expenses. The company has agreed to sell the Gilhart firm, for \$150, warrants to purchase 15,000 shares. These warrants as well as those included in the units are exercisable at \$6 per share at any time prior to December 31, 1974, except that the warrants to the underwriter may not be exercised or assigned for one year.

The company was organized in 1963 for the purpose of acquiring, promoting and licensing a process involving underground nuclear fusion detonations for the production of oil from oil shale, and also for the purpose of acquiring mineral interests in property for the proposed production of shale oil. The prospectus indicates that there is "no existing facility for the production of oil from oil shale in commercial quantities, and no assurance that such a facility will be constructed in the foreseeable future." Net proceeds of the company's stock sale will be used as follows: \$108,000 for operating expenses for a three-year period (including \$21,000 per annum salary to the company's president), \$145,000 for the payment of land rentals and acquisition costs and related expenses, \$150,000 for further research and development in connection with nuclear in situ technology and for the prosecution of presently pending domestic and foreign patent applications; and the balance for general corporate purposes. The company has outstanding 375,075 common shares (with a 10¢ per share book value), of which Rod P. Dixon, president, owns 39% and management officials as a group 52.4%. Of the outstanding stock, 155,870 shares were issued for \$130,777 in cash and 251,000 for the acquisition of the rights to the company's detonation process and the related U. S. patent.

**STOCK PLANS FILED.** The following have filed Form S-8 registration statements seeking registration of securities to be issued under and pursuant to employee stock purchase, option and related plans:  
 Occidental Petroleum Corporation, Los Angeles, Calif. 90024 (File 2-30064) - 110,720 preferred shares  
 First National City Corp., New York 10022 (File 2-30071) - 1,200,000 common shares reserved for issuance under its 1968 Stock Option Plan  
 First National City Corp., New York 10022 (File 2-30072) - 400,000 common shares reserved for issuance under its Stock Purchase Plan  
 First National City Corp., New York 10022 (File 2-30073) - \$6,000,000 of interests in an Employees' Profit-Sharing Plan

**UNLISTED TRADING GRANTED.** The SEC has issued an order under the Securities Exchange Act (Release 34-8406) granting an application of the Pittsburgh Stock Exchange for unlisted trading privileges in the common stock of Wean United, Inc. .

**CORRECTION RE. MGM. TV SYSTEMS.** In the September 3 News Digest, in reporting the stock offering proposal of Management Television Systems, Inc., of Canton, Ohio, it was erroneously reported that, in addition to the company offering, Marvin Foster, president, Robert F. White, vice president, and various partners of J. C. Bradford & Co. propose to sell 10,000 shares each and twelve others the remaining shares being registered. The prospectus states, instead, that from the formation of the company on July 20, 1967, through September 30, 1967, the company sold these shares to the named persons and others.

**RECENT FORM 8-K FILINGS.** The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (please give News Digest "Issue No." in ordering). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the September 3 News Digest.

Southeastern Public Service Co	Jul 68(2,7,11,13)	1-4351-2	Jervis Corp
			Amd #1 to 8K for Jul 68(12,13) 1-5073-2
Russeks Inc	Jul 68(12,13)	1-1682-2	Winslow Tele-Tronics Inc
			Amd #1 to 8K for Jul 68(2,7,12,13) 0-2483-2
Piedmont Aviation Inc	Jul 68(2,3,12)	0-1483-2	

**SECURITIES ACT REGISTRATION STATEMENTS.** During the week ended August 31, 1968, 56 registration statements were filed, 57 became effective, 1 was withdrawn, and 869 were pending at the week-end.

**SECURITIES ACT REGISTRATIONS.** Effective September 9: Channing Financial Corp., 2-29463; Fuqua Industries Inc., 2-29686 (40 days); Government Employees Financial Corp., 2-29266 (40 days); Lane Bryant, Inc., 2-28957; National Distillers and Chemical Corp., 2-29964; NUS Corp., 2-28670 (90 days); Tenneco Inc., 2-29887 (Oct 21).

**NOTE TO DEALERS.** 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.