

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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 SEC Publications Unit cite number)

(Issue No. 71-44)

## COMMISSION ANNOUNCEMENT

FOR RELEASE March 4, 1971

**SEC COMMENTS TO NYSE ON INTRA-MEMBER RATES.** The SEC today announced that it has sent a letter dated March 2, 1971 to the New York Stock Exchange making clear that there is no justification for the fixing of intra-member minimum rates for floor brokerage and clearance on the portion of orders which will be subject to competitive non-member stock exchange commission rates. The Commission had previously called for the Exchange to implement competitive non-member rates on large, institutional-size orders in its letters of October 22, 1970 (Exchange Act Release No. 9007) and February 10, 1971 (Exchange Act Release No. 9079). (Release 34-9096)

## INVESTMENT COMPANY ACT RELEASE

**SUPERVISED SHARES RECEIVES ORDER.** The SEC has issued an order under the Investment Company Act declaring that Supervised Shares, Inc., Des Moines, has ceased to be an investment company as defined in the Act. (Release IC-6368)

## SECURITIES ACT REGISTRATIONS

**PROGRESSIVE CORP. FILES FOR OFFERING AND SECONDARY.** The Progressive Corporation, 3600 Euclid Ave., Cleveland, Ohio 44115, filed a registration statement with the SEC on February 26 seeking registration of 371,184 shares of common stock, of which 110,000 are to be offered for public sale by the company, and 250,184 (being outstanding shares) and 11,000 (issuable upon exercise of outstanding warrants) by the holders or recipients thereof. The offering is to be made through underwriters headed by White, Weld & Co., 20 Broad St., New York 10005, and McDonald & Co., 2100 Central National Bank Bldg., Cleveland 44114; the offering price (\$18 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged principally (through a subsidiary - - Progressive Casualty Insurance Company) in writing non-standard high-risk automobile insurance. It also operates a premium finance company, a life insurance company and a data processing service center. Net proceeds of its sale of additional stock will be contributed to the capital account of Progressive Casualty, increasing its statutory surplus and enabling it to increase its capacity to write additional insurance. In addition to indebtedness, the company has outstanding 1,010,900 common shares, of which Peter B. Lewis, president, owns 27%, Helen R. Bialosky 17.1%, J. H. Green, board chairman, 4.1%, Norma Green 13.0% and management officials as a group 50.1%. Lewis proposes to sell 11,000 of 280,500 shares held, Helen Bialosky 66,000 of 179,300, Norma Green 68,200 of 136,554 and 20 others the remaining shares being registered. (File 2-39504)

**GEORGIA-PACIFIC TO SELL DEBENTURES.** Georgia-Pacific Corporation, 900 S. W. Fifth Ave., Portland, Ore. 97204, filed a registration statement with the SEC on February 26 seeking registration of \$125 million of convertible subordinated debentures, due 1996, to be offered for public sale through underwriters headed by Blyth & Co., Inc., 14 Wall St., New York 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment. Also included in this statement are 68,787 outstanding shares of common stock which were issued by the company in connection with an acquisition. These shares may be offered for sale from time to time by the holder thereof (The Inveresk Paper Company Limited, London).

Georgia-Pacific is engaged in the manufacture and distribution of a wide range of forest products. Net proceeds of its debenture sale will be used to finance, in part, the 1971 capital expenditures program, to reduce commercial paper by \$45 million and for additional working capital. In addition to indebtedness and preferred stock, the company has outstanding 48,252,038 common shares. Robert B. Pamplin is chairman and chief executive officer and William H. Hunt president. (File 2-39505)

**COROMETRICS MEDICAL SYSTEMS SHARES IN REGISTRATION.** Corometrics Medical Systems, Inc., 473 Washington Ave., North Haven, Conn. 06473, filed a registration statement with the SEC on February 26 seeking registration of 30,000 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\$22 per share maximum\*).

The company is principally engaged in the development, production and sale of medical electronic instruments. It has outstanding 312,000 common shares, of which Louis P. Pellegrino, president, owns 26,000 shares. He and five other company officials propose to sell 5,000 shares each of from 26,000 to 29,000 shares held by each. (File 2-39506)

**WOODS INTERNATIONAL PROPOSES OFFERING.** Woods International, Inc. (the general partner), 4900 North Santa Fe, Oklahoma City, Okla. 73118, filed a registration statement with the SEC on February 26 seeking registration of \$4,000,000 of participation units in Woods International Drilling Program (the "Partnership") to be offered for public sale in \$5,000 units. No underwriting is involved; participating NASD members will receive a 6% selling commission. The Partnership proposes to engage in a program of rank exploratory wild-cat drilling for oil and gas on specific concessions located in Brunei and Australia. The general partner is a wholly-owned subsidiary of Woods Petroleum Corporation, in turn, a wholly-owned subsidiary of Woods Industries, Inc. Substantially all of Woods Industries is owned by Woods Corporation. Roy G. Woods is board chairman and A. D. Freshour president of the general partner. Woods, who is also board chairman of Woods Corporation, and family members own 30% of its outstanding common stock. (File 2-39507) OVER

**F. W. WOOLWORTH TO SELL DEBENTURES.** F. W. Woolworth Co., 233 Broadway, New York 10007, filed a registration statement with the SEC February 26 seeking registration of \$125 million of sinking fund debentures, due 1996, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 135 S. LaSalle St., Chicago, 60603. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged principally in operating retail stores. Net proceeds of its debenture sale will be used to reduce consolidated short-term indebtedness (which aggregated \$202,547,000 on February 19 excluding current maturities of long-term debt) incurred for various purposes, including construction and enlargement of stores, carrying of larger retail inventories and the financing of credit sales. In addition to indebtedness and preferred stock, the company has outstanding 29,250,852 common shares. Lester A. Burcham is board chairman and John S. Roberts president. (File 2-39508)

**C. I. MORTGAGE GROUP PROPOSES OFFERING.** C. I. Mortgage Group (the "Trust -- formerly City Investing Mortgage Group), One Boston Place, Boston, Mass. 02108, filed a registration statement with the SEC on February 26 seeking registration of 300,000 outstanding shares of beneficial interest. These shares may be offered for sale from time to time by the holder thereof (The Home Insurance Company) at prices current at the time of sale (\$23 per share maximum\*). Organized in May 1969 as a real estate investment trust, the Trust invests primarily in construction and development first mortgage loans. C. I. Planning Corporation (indirectly wholly-owned by City Investing Company) is investment adviser. The Trust has outstanding 3,405,000 shares of beneficial interest. (File 2-39509)

**MUNICIPAL TRUST FUND PROPOSES OFFERING.** Merrill Lynch, Pierce, Fenner & Smith Inc., 70 Pine St., Bache & Co. Inc., 100 Gold St., and Walston & Co., Inc., 77 Water St., all of New York, filed a registration statement with the SEC on February 26 seeking registration of \$31,500,000 of units (30,000 units) in Municipal Investment Trust Fund, Series 1F. The Fund was created by a Trust Agreement under which Merrill Lynch, Bache and Walston act as sponsors, United States Trust Company of New York acts as trustee and Standard & Poor's Corporation acts as evaluator. The objectives of the Fund are tax exempt income and conservation of capital through a diversified investment in revenue and general municipal bonds rated "BBB" or better by Standard & Poor's Corporation or "Baa" or better by Moody's Investors Service. (File 2-39510)

**SEILON PROPOSES EXCHANGE OFFER.** Seilon, Inc., 406 Madison Ave., Toledo, Ohio 43604, filed a registration statement with the SEC on February 26 seeking registration of 441,060 shares of 5 1/2% convertible preference stock (\$15 stated value). Each preferred share is convertible into 3 common shares. It is proposed to offer these shares in exchange for outstanding shares of First Bancorporation, at the rate of one share for each two Bancorporation shares. Seilon owns a 36.5% interest in First Bancorporation. Georgeson & Co., 100 Wall St., New York 10005, has agreed to assist in solicitation of acceptances of the exchange offer, for which it will receive a fee of \$15,000 plus some \$48,000 for expenses.

The company is engaged through a subsidiary in the manufacture and sale of specialized agricultural machinery and, through Bancorporation, in the operation of a bank. Seilon has outstanding 1,580,176 common shares, of which Edward Lamb, board chairman and chief executive officer, family members and associates own 50%. LeRoy W. Sigler is president. (File 2-39511)

**GENERAL HEALTH SERVICES FILES FOR OFFERING AND SECONDARY.** General Health Services, Inc., 3828 Hughes Ave., Culver City, Calif. 90230, filed a registration statement with the SEC on February 26 seeking registration of \$10 million of convertible subordinated debentures, due 1991, and 393,000 shares of common stock. The debentures (at 100% of principal amount) and 300,000 shares are to be offered for public sale by the company and 93,000 shares (being outstanding stock) by the holders thereof. The offering is to be made through underwriters headed by Hornblower & Weeks-Hemphill, Noyes, 8 Hanover St., New York, N. Y. 10004; the interest rate on the debentures, offering price of the stock (\$25 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company and its subsidiaries operate four general hospitals. Of the net proceeds of its offering, some \$6.5 million will be used to repay long-term debt owed to banks, incurred principally in connection with the construction of a new hospital building and a 370-bed addition to a hospital, a portion will be used in connection with the construction of a medical office building and the balance will be added to the company's working capital and will be available for acquisitions, construction of additional facilities and improvements to existing facilities and other corporate purposes. In addition to indebtedness, the company has outstanding 1,539,795 common shares, of which David M. Brotman, M.D., president and board chairman, owns 61.8% and Bruce M. Burton, vice president, 4.4%. Brotman proposes to sell 43,000 of 943,000 shares held and Burton 50,000 of 66,295. (File 2-39512)

**HOME LIFE FUND PROPOSES OFFERING.** Home Life Equity Fund, Inc., Two Hopkins Plaza, P. O. Box 1534, Baltimore, Md. 21203, filed a registration statement with the SEC on February 26 seeking registration of 1,000,000 shares of common stock, to be offered for public sale at net asset value (\$10 per share maximum\*) with no sales charge. The Fund is a diversified open-end management investment company with the principal investment objective of long-term growth of capital through appreciation of portfolio securities and the reinvestment of capital gains and income. Home Life Insurance Company is investment adviser. George Gamache is president of the Fund and secretary of Home Life. (File 2-39513)

**SUNSET FUNDING PROPOSES OFFERING.** Sunset Funding Corporation, 3200 Capitol Blvd., Olympia, Wash. 98501, filed a registration statement with the SEC on March 1 seeking registration of \$2,000,000 of Programs for Coordinating the Acquisition of Mutual Fund Shares and Insurance. The mutual fund shares are sold by Sunset Financial Services, a wholly-owned subsidiary of Sunset Life Insurance Company of America, or by independent mutual fund dealers and the insurance policies are issued by Sunset Life through its independent insurance agencies. James I. Davidson is president. (File 2-39514)

**COMFAX COMMUNICATIONS TO SELL STOCK.** Comfax Communications Industries, Inc., 470 Park Ave., South, New York 10016, filed a registration statement with the SEC on March 1 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a best efforts, all or none basis by S. J. Salomon & Co., Inc., 50 Broadway, New York 10004, which will receive a 50¢ per share selling commission plus \$25,000 for expenses. The company has agreed to issue the underwriter at no cost five-year warrants to purchase 20,000 shares, exercisable after one year at \$6.75 per share.

The company was organized in 1969 to establish a network of facilities for the long distance transmission of exact duplicates ("facsimiles") of messages and graphic representations over standard land telephone lines. Of the net proceeds of its stock sale, \$190,867 will be used to pay current and/or past due indebtedness incurred by a subsidiary in connection with the development of (two facsimile transmission systems), \$240,000 for research and development, \$260,000 for reserve to purchase ten Comfax field test units and 50 Comfax initial production units from the eventual manufacturing source; and the balance will be used by the company for general corporate purposes. The company has outstanding 466,617 common shares (with a net tangible book value deficit), of which Facsimile Communications Industries, Inc., owns 51%, Universal Marion Corporation, 12.6% and management officials as a group 63.1%. Ira Kamen is board chairman and Arnold M. Bloom president. (File 2-39517)

**FEDDERS TO SELL DEBENTURES.** Fedders Corporation, Edison, N. J., filed a registration statement with the SEC on March 1 seeking registration of \$50,000,000 of convertible subordinated debentures, due 1996, to be offered for public sale through underwriters headed by Allen & Co., Inc., 30 Broad St., New York 10004. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is principally engaged in the manufacture and sale of central air conditioning systems, window conditioners and other consumer products. Net proceeds of its debenture sale will be applied to the repayment of short-term bank borrowings which had been incurred for working capital purposes. In addition to indebtedness and preferred stock, the company has outstanding 10,636,344 common shares. Salvatore Giordano is board chairman and president. (File 2-39518)

**STOCK PLANS FILED.** The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

American Agronomics Corporation, Miami, Fla. (File 2-39515) - 69,375 shares  
Damon Corporation, Needham Heights, Mass. (File 2-39516) - 225,890 shares

#### MISCELLANEOUS

**DELISTING GRANTED.** The SEC has issued an order under the Securities Exchange Act granting an application of New Jersey Life Company to withdraw its common stock from listing and registration on the National Stock Exchange due to the limited trading activity on the Exchange. In a letter dated January 28, the Exchange disagrees with the company's conclusions with respect to the advisability of continued listing. (Release 34-9095)

**SECURITIES ACT REGISTRATIONS. Effective March 3:** Abbott Laboratories, 2-39424; Chemical New York Corp., 2-39393; Datatype Corp., 2-37428 (90 days); Fruehauf Finance Co., 2-39036 (40 days); General Electric Co., 2-39432; The Lincoln Telephone and Telegraph Co., 2-39373; Neuro-Data, Inc., 2-35660 (90 days); Rex-Noreco, Inc., 2-39276; John Nuveen & Co., 2-39237; Levi Strauss & Co., 2-39256.

**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.

---000000---