

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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DELTA CORP. PROPOSES OFFERING. Delta Corporation, 766 First National Bldg., Oklahoma City, Okla. 73102, filed a registration statement (File 2-23365) with the SEC on March 29 seeking registration of 200 units in the Delta Drilling Program 1965, a limited partnership. The units are to be offered for public sale, at \$5,000 per unit, on a best-efforts basis by the company and through Delta Funds, Inc., a wholly-owned subsidiary. The company will pay Delta Funds a \$350-per-unit selling commission. The company, underwriter, management officials and members of their families have indicated that they intend to subscribe for program units in a minimum total amount of \$150,000 or 15% of gross subscribed amounts.

Organized under Delaware law in 1962, the company will act as General Partner and manager of the program. The purpose of the program is to lease, drill and develop oil and gas properties. Clare W. Headington is president of the company.

MT. VERNON SURETY FILES FOR OFFERING. Mt. Vernon Surety Corporation, 415 E. Paces Ferry Rd., N. E., Atlanta, Ga., filed a registration statement (File 2-23375) with the SEC on March 30 seeking registration of 90,000 shares of common stock. The stock is to be offered for public sale at \$7 per share through company officials and NASD members. Underwriting terms are to be supplied by amendment.

Organized under South Carolina law in 1956 under the name of Gibraltar Fire & Casualty Insurance Co., the company's name was changed to its present title in March 1965. It was engaged in the business of writing miscellaneous property and casualty insurance from 1956 to 1962, at which time it virtually ceased active operations. On December 7, 1964, A. J. Wohlreich sold all of the outstanding capital stock of the company to National Insurance Services, Inc., all of whose capital stock is owned by Stanley E. Kreimer, Harry L. Walsh, Lester S. Hardwick and J. Peek Garlington, Jr. Under the new ownership, the company proposes to engage in the business of writing performance bonds and other surety bonds. The purchase price of the company's outstanding stock (25,625 Class B common shares) was \$15,000 to Wohlreich and a contribution of \$130,000 in cash to the capital of the company. Net proceeds from the company's sale of stock will be used to meet the capital requirements for writing surety insurance. Kreimer is president of the company.

SOUTHWEST TITLE INS. PROPOSES OFFERING. Southwest Title Insurance Co., 308 United Fidelity Bldg., Dallas, filed a registration statement (File 2-23376) with the SEC on March 30 seeking registration of 150,000 shares of capital stock. The shares are to be offered for public sale through underwriters headed by Rauscher, Pierce & Co., Inc., 1200 Mercantile Dallas Bldg., Dallas, Tex. 75201. The public offering price (\$6.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in insuring title to interests in real estate in Texas and Louisiana. Net proceeds from its stock sale will be used to expand the company's business. In addition to indebtedness, the company has outstanding 250,000 capital shares, of which management officials own 42.2%. Robert P. Stewart, Jr., is president.

RIVIERE REALTY TRUST PROPOSES OFFERING. Riviere Realty Trust, 1832 M St., N. W., Washington, D. C., 20036, filed a registration statement (File 2-23377) with the SEC on March 30 seeking registration of 9,000 shares of beneficial interest. Of these shares, 5,000 are to be offered for public sale, at \$1,050 per share, on a best-efforts basis through Riviere, Marsh & Berens, of the Washington address, which will receive a selling commission of \$99.75 per share. The prospectus indicates that the offering may be temporarily suspended from time to time so that proceeds from the sale of shares may be coordinated with the investment of such proceeds. The offering is expected to extend over a two-year period. The remaining 4,000 shares are to be offered in exchange for interests in real property at the exchange price of \$1,050 per share.

Organized under District of Columbia law in 1963, the Trust is a real estate investment trust with the purpose of providing investors "with an opportunity to own, through transferable shares, an interest in diversified real estate investments." Included among its investments are 60% ownership interests in two adjoining office buildings in Bethesda, Md.; 100% long-term leasehold interest in the Marlow Heights (Md.) Bowling Lanes; and a 100% ownership interest in a 231-unit garden apartment development in Washington, D. C. Of the net proceeds from the Trust's sale of shares, \$125,000 will be used to repay a loan and the balance will be invested in accordance with the Trust's policies. J. D. Riviere & Co., Inc., provides investment advisory services to the Trust. Richard A. Bishop is one of the trustees. In addition to indebtedness, the Trust has outstanding 2,002 shares of beneficial interest.

AMERICAN FAMILY LIFE ASSURANCE FILES FOR OFFERING. American Family Life Assurance Company of Columbus, 1135-41 13th St., Columbus, Ga., filed a registration statement (File 2-23379) with the SEC on March 30 seeking registration of 200,000 shares of common stock. The shares are to be offered for public sale through underwriters headed by S. D. Fuller & Co., 26 Broadway, New York, and The Robinson-Humphrey Co. Inc., Rhodes-Haverty Bldg., Atlanta. The public offering price (\$9 per share maximum*) and underwriting terms are to be supplied by amendment.

The company (formerly American Family Life Insurance Co.) is engaged principally in the business of providing personal accident and health insurance to individuals and groups. Net proceeds from its stock sale will be used to expand its business. The company has outstanding 677,890 common shares, of which management officials own 8.5%. John B. Amos is board chairman and president.

OVER

DRAVO FILES EXCHANGE OFFER. Dravo Corporation, Dravo Bldg., Pittsburgh 15222, filed a registration statement (File 2-23372) with the SEC on March 30 seeking registration of 49,996 shares of \$2.00 cumulative convertible preferred stock. The shares are to be offered in exchange for common stock of Gibbs & Hill, Inc., at the rate of 1.963 company shares for each outstanding shares of Gibbs & Hill common. The prospectus indicates that the company may require as a condition of the exchange that the holders of not less than 95% of Gibbs & Hill stock accept the exchange offer.

The company is engaged principally in the construction field. Its business also consists of river transportation, production of aggregates and materials and manufacturing vessels for river, harbor and coastal operations. Gibbs & Hill provides consultation, design and construction supervisory services on projects for public utilities, industry and governmental agencies, as well as for railroads. In addition to indebtedness and preferred stock, the company has outstanding 1,018,499 common shares, of which management officials own 6.8%. Carl B. Jansen is board chairman and Robert Dickey III is president.

HORACE MANN LIFE INS. PROPOSES RIGHTS OFFERING. Horace Mann Life Insurance Company, 216 E. Monroe St., Springfield, Ill., filed a registration statement (File 2-23367) with the SEC on March 29 seeking registration of 183,686 shares of common stock. The shares are to be offered for subscription by stockholders, at \$13.63 per share and at the rate of one new share for each four shares held. The record date is to be supplied by amendment. The company is offering to officials and employees of the company and of its principal shareholder, Horace Mann Mutual Insurance Company, and to certain state education associations, the right to subscribe to any shares that are not purchased by the exercise of subscription warrants. Any shares that are not so purchased will be offered for public sale at the subscription price through Horace Mann Investors, Inc. Horace Mann Mutual Insurance and its Employees' Pension Plan own, respectively, 224,519 and 31,325 shares of the company's common stock and have advised the company that they intend to subscribe for an aggregate of 63,938 new shares. The underwriting agreement with Horace Mann Investors provides that a commission of 63¢ per share will be paid with respect to the remaining 119,748 shares.

The company is engaged in writing ordinary and group life insurance, annuities and group and individual accident and health insurance. Net proceeds from its stock sale will be used in the conduct of its insurance business. The company has outstanding 734,745 common shares, of which management officials own 24.63%. Wayne Stoneking is president.

FIRST WISCONSIN BANKSHARES FILES STOCK PLAN. First Wisconsin Bankshares Corporation, 735 N. Water St., Milwaukee, Wisc. 53202, filed a registration statement (File 2-23368) with the SEC on March 29 seeking registration of 30,000 shares of common stock, to be offered pursuant to the company's 1964 Employee Qualified Stock Option Plan.

AMERICAN VITRIFIED PRODUCTS PROPOSES RIGHTS OFFERING. American Vitrified Products Company, 700 National City Bank Bldg., Cleveland, Ohio 44114, filed a registration statement (File 2-23374) with the SEC on March 30 seeking registration of 158,275 shares of common stock. The stock is to be offered for subscription by stockholders, at \$7 per share and at the rate of one new share for each two shares held. The record date is to be supplied by amendment. General Waterworks Corporation, the owner of 68% of the company's outstanding stock, has agreed to purchase all of the shares offered to other stockholders that are not purchased through exercise of their subscription rights.

The company's business consists of the manufacture and sale of vitrified clay sewer pipe, flue lining, wall coping and other clay and cement products. Of the net proceeds from its stock sale, \$1,000,000 will be applied to reduce outstanding short-term bank notes and the balance will be added to working capital. In addition to indebtedness, the company has outstanding 316,550 common shares. John M. Seabrook is board chairman and Jack L. Brown is president.

GRANT ADVERTISING INTERNATIONAL FILES FOR SECONDARY. Grant Advertising International, Inc., 919 N. Michigan Ave., Chicago, filed a registration statement (File 2-23378) with the SEC on March 30 seeking registration of 202,000 outstanding shares of common stock. The present holder thereof, Grant Advertising, Inc., proposes to offer such shares for public sale through underwriters headed by Burton J. Vincent & Co., 105 S. La Salle St., Chicago, Ill. 60603. The public offering price (\$8 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized under Delaware law in 1964, the company operates advertising agencies in 15 countries outside the United States. It acquired control of such operations in January 1965 from Grant Advertising, Will C. Grant (company chairman and president), and three other company officials in exchange for a total of 450,637 common shares valued at \$3,154,460. Grant Advertising purchased an additional 143 common shares for an aggregate of \$1,001 and, upon completion of the proposed stock sale, will own 231,357 company shares. The company has outstanding 450,780 common shares, of which management officials own 3.9%.

GLAMORGAN PIPE & FOUNDRY PROPOSES RIGHTS OFFERING. Glamorgan Pipe & Foundry Company, Adams St., Lynchburg, Va., filed a registration statement (File 2-23380) with the SEC on March 30 seeking registration of 60,000 shares of common stock. The shares are to be offered for subscription by stockholders at the rate of one new share for each five common shares held. The subscription price (\$20 per share maximum*) and record date are to be supplied by amendment. The prospectus indicates that Compagnie de Pont-a-Mousson and trustees for the benefit of N. V. Handels-Industrie-Transport Maatschappij (who, together, own approximately 59% of the company's outstanding common stock) have indicated that they will exercise all subscription rights to which they are entitled. In addition, Compagnie de Pont-a-Mousson has offered to purchase any other unsubscribed shares.

The company's principal business is the manufacture and sale of cast iron pipe and fittings. Of the net proceeds from its sale of additional stock, approximately \$816,000 will be used to repay loans incurred in February 1965 to finance the purchase of 8,160 shares (51%) of Weiskittel Pipe & Foundry Co., Inc., and the balance will be added to the company's working capital. Under the terms of agreement whereby the company acquired the Weiskittel shares, it is obligated to lend Weiskittel up to \$300,000 (or to arrange credit therefor), and such working capital may be used for that purpose. In addition to indebtedness, the company has outstanding 300,000 common shares, of which management officials own 4%. Hubert H. Cousin is board chairman and W. Wilbur Winfree is president.

AUDITRON RADIO OFFERING SUSPENDED. The SEC has issued an order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a proposed stock offering by Auditron Radio Corporation, 1209 Arch Street, Philadelphia. The order provides an opportunity for hearing, upon request, on the question whether the suspension should be vacated or made permanent.

Regulation A provides a conditional exemption from registration for public offerings of securities not exceeding \$300,000 in amount. In a notification filed by Auditron on March 19, 1964, it proposed the public offering of 74,000 common shares at \$4 per share pursuant to such an exemption. The Commission's suspension order asserts that it has reasonable cause to believe that the company's offering circular is false and misleading with respect to various material facts and that the offering of its stock pursuant to such circular would violate the anti-fraud provisions of the Act. Among other things, the Commission's order challenges statements in Auditron's offering circular concerning the absence of a competing single frequency FM receiver on the market similar to the one proposed to be manufactured by Auditron and concerning the original development of such a receiver by Auditron, as well as the failure to make proper disclosure of the limited market and profit potential for Auditron's products. Moreover, the Commission's order asserts that Auditron failed to disclose that Audiophonics Corporation, a New York corporation organized in January 1964, is its predecessor; that Audiophonics sustained a \$30,000 loss for the fiscal period January 20, 1964, to December 31, 1964, while engaged in selling the same FM receiver which Auditron intends to sell (and, later, to manufacture); that Auditron's principal product, the single frequency FM receiver, was developed in part by an independent Indiana manufacturer which during 1964 and 1965 made and sold said receiver to FM radio broadcasting stations in competition with Audiophonics, and which was the sole manufacturer of the single frequency FM receiver distributed by Audiophonics and now proposed to be manufactured and sold by Auditron; and that between \$30,000 to \$90,000 of the proceeds of Auditron's stock sale will be used to promote its products and that the manufacture thereof in volume is dependent upon the success of such promotion.

MASER-OPTICS HEARING SCHEDULED. Pursuant to a request of Maser-Optics, Inc., of Boston, the Commission has scheduled a hearing for April 20, 1965, in its Boston Regional Office to take evidence on the question whether to vacate, or make permanent, the February 4th order of the Commission temporarily suspending a Regulation A exemption from registration with respect to a public offering of Maser-Optics common stock pursuant to a notification filed in April 1964. The suspension order was based upon alleged noncompliance with the terms and conditions of Regulation A.

FIBERCRAFT PRODUCTS GRANTED HEARING. At the request of Fibercraft Products Corporation, of North Miami, Fla., the Commission has scheduled a hearing for April 29, 1965, in its Miami Branch Office, to take evidence on the question whether to vacate, or make permanent, the March 11, 1965, order of the Commission temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a proposed public offering of Fibercraft Products shares pursuant to a notification filed in November 1964. The suspension order alleged noncompliance with certain terms and conditions of Regulation A.

SUNSHINE SECURITIES REVOCATION PROPOSED. SEC Hearing Examiner Samuel Binder has filed an Initial Decision in administrative proceedings under the Securities Exchange Act involving the New York broker-dealer firm of Sunshine Securities, Inc. The Examiner found that the firm violated provisions of that Act and rules of the Commission thereunder by reason of its failure to file a report of financial condition for the year 1963; and he concluded that the firm's registration should be revoked. The decision may be appealed to the Commission.

INVESTMENT COMPANIES RECEIVE ORDERS. The SEC has issued orders under the Investment Company Act declaring that the Townsend Management Company (Release IC-4206) and Garden State Small Business Investment Company (Release IC-4207) have ceased to be investment companies. Modern America Mortgage Corp. (Release IC-4209) was declared to have ceased to be an investment company within the meaning of the Act by reason of the exclusion contained in Section 3(c)(6) of the Act.

BROOKLYN UNION GAS FILES STOCK PLAN. The Brooklyn Union Gas Company, 195 Montague St., Brooklyn, N. Y., 11201, filed a registration statement (File 2-23363) with the SEC on March 29 seeking registration of 15,000 shares of common stock, to be offered under its Employee Common Stock Purchase Plan.

DOW CHEMICAL FILES STOCK PLAN. The Dow Chemical Company, Midland, Mich. 48640, filed a registration statement (File 2-23369) with the SEC on March 29 seeking registration of 175,000 shares of common stock, to be offered pursuant to its 1965-66 Employees' Stock Purchase Plan.

UNITED STATES STEEL FILES STOCK PLAN. United States Steel Corporation, 71 Broadway, New York 10006, filed a registration statement (File 2-23381) with the SEC on March 30 seeking registration of \$85,000,000 of interest in its Savings Fund Plan for Salaried Employees, together with shares of common stock that may be acquired pursuant thereto.

QUALITY IMPORTERS FILES FOR SECONDARY. Quality Importers, Inc., 55 Fifth Ave., New York 10003, filed a registration statement (File 2-23370) with the SEC on March 30 seeking registration of 30,000 outstanding shares of common stock. Henry C. Kaplan, board chairman and president, proposes to transfer such shares from time to time during the period ending April 30, 1966, to various persons as gifts. Recipients may include friends and business associates of Kaplan, and others in a trade or business relationship with the company. The prospectus indicates that the recipients may elect to sell such shares from time to time on the American Stock Exchange.

The company is the importer and distributor of "Ambassador" Scotch whiskies and "Old Bushmills" Irish whiskey in the United States and the Caribbean area. It has outstanding 587,112 common shares, of which management officials and their wives own 387,817 shares (including 356,167 shares owned by Kaplan).

PEC ISRAEL ECONOMIC FILES FOR RIGHTS OFFERING. PEC Israel Economic Corporation, 500 Fifth Ave., New York 10036, filed a registration statement (File 2-23382) with the SEC on March 30 seeking registration of 130,000 shares of common stock. The shares are to be offered for subscription by stockholders at the rate of one new share for each eight shares held on April 2, 1965. Goldman, Sachs & Co., as Dealer Manager, has agreed to use its best efforts to form and manage a group of dealers to solicit subscriptions. The subscription price (\$17 per share maximum*) and soliciting fees are to be supplied by amendment.

The company is engaged in making investments in the State of Israel, in such activities as industrial enterprises, construction and real estate development, transport and marketing, finance and insurance and citriculture. Of the net proceeds from its stock sale, \$1,300,000 will be applied to the repayment of short-term bank borrowings incurred to finance investments, and the balance will be applied to the company's 1965 investment program and for general corporate purposes. The company intends to invest in 1965 approximately \$1,200,000 in industrial enterprises, \$700,000 in construction and real estate development, and \$1,600,000 in transport and marketing enterprises. In addition to indebtedness, the company has outstanding 786,507 common shares and 1,506 shares of B stock. Management officials own approximately 3% of the company's outstanding stock and Palestine Endowment Funds, Inc., owns all of the outstanding shares of B stock. Joseph Meyerhoff is board chairman and John Furman is president.

CAROL PELLET RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15216) exempting Carol Pellet Company, Cleveland, Ohio, and its subsidiaries from all provisions of said Act, on the basis that Carol Pellet is not primarily a public-utility company and derives no material part of its income, directly or indirectly, from subsidiaries whose principal business within the United States is that of a public-utility company.

NEW JERSEY P&L SEEKS ORDER. New Jersey Power & Light Company, an electric utility subsidiary of General Public Utilities Corporation, has applied to SEC for an order under the Holding Company Act authorizing it to sell to banks from time to time but not later than June 30, 1966, promissory notes aggregating \$7,500,000; and the Commission has issued an order (Release 35-15217) giving interested persons until April 26 to request a hearing thereon. The application indicates that the proceeds from the note sale will be applied to New Jersey's 1965 construction program (estimated at \$8,649,000) or used to repay other short-term borrowings incurred for such purpose.

ISRAEL AMERICAN DIVERSIFIED FUND RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-4208) authorizing the Chase Manhattan Bank, custodian of Israel American Diversified Fund, Inc., to enter into a sub-custodian agreement with Israel Discount Bank Ltd. for the deposit of certain of Israel American's securities and other assets in the Israel Discount Bank.

INCORPORATED INCOME AND PUTNAM INCOME FUNDS RECEIVE ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4210) authorizing The Putnam Income Fund to sell to Incorporated Income Fund substantially all of its assets in exchange for stock of the latter having an aggregate net asset value equal to the value of the acquired assets of Putnam.

SECURITIES ACT REGISTRATIONS. Effective March 30: Caterpillar Tractor Co. (File Nos. 2-23208 and 23211); Ekco Products Co. (File 2-23080).
Effective March 31: The General Tire & Rubber Co. (File 2-23281); W. R. Grace & Co. (File 2-22953); Geo. D. Roper Corp. (File 2-23217).

*As estimated for purposes of computing the registration fee.

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