

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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OCCIDENTAL PETROLEUM MANAGEMENT FILES FOR OFFERING. Occidental Petroleum Management Company, 828 Patterson Bldg., Denver, filed a registration statement (File 2-21803) with the SEC on October 16th seeking registration of \$12,500,000 of Interests in the 1964 Occidental Petroleum Exploration Program, to be offered for public sale in \$5,000 units with a minimum commitment by each purchaser (participant) of \$15,000. Under such Program, Occidental Petroleum Corporation will be engaged to explore on behalf of the said Management Company, as Agent, for oil and gas, using funds supplied by participants. Solicitations of commitments will be solicited by directors, officers and employees of Agent, which may also employ broker-dealer firms to aid in such solicitations (for which a 3% commission will be paid). Proceeds of the sale of interests in the Program will be used by Occidental for: (1) locating and evaluating oil and gas prospects, (2) acquiring prospective oil and gas properties, (3) examining title, (4) making geological and geophysical surveys and dry-hole and bottom-hole contributions, (5) drilling, testing, completing, equipping or abandoning Exploratory Wells, (6) preserving or maintaining Property Interests during the period prior to the completion of an Exploratory Well thereon, including paying delay rentals, and (7) administering the Property Interests during said period, including payment to Occidental of its general overhead expenses to the extent they are applicable to the Program and its management fee of 10% of the Exploration Fund.

Occidental Petroleum Corporation will be a participant on the same basis as any other participant, and has agreed to subscribe to a participation equal to one-third of the commitments of all other participants. Thus, if the entire offering is subscribed, there will be a \$10,000,000 Exploration Fund contributed \$2,500,000 by Occidental and \$7,500,000 by other participants. Occidental has already deposited with Agent the sum of \$2,500,000 representing Occidental's maximum participation commitment to the Exploration Fund, but on completion of this offering, Agent will refund to Occidental any portion thereof that exceeds Occidental's 1-for-3 participation with the public participants. All of the outstanding capital stock of Agent is owned by Armand Hammer, E. C. Reid, Robert S. Rose and Paul C. Hebner, who are among the twelve officers and nine directors of Occidental. Three other directors of Agent are also officers of Occidental, and seven of the directors of Agent are stockholders of Occidental. Agent's officers and directors as a group own a total of 638,720 shares, or 12%, of the outstanding capital stock of Occidental, but no one of them owns as much as 10% thereof.

BANK LEUMI LE-ISRAEL FILES FOR OFFERING. Bank Leumi le-Israel Beeravon Moogbal (National Bank of Israel Limited), 26-28 Yehuda Halevi St., Tel-Aviv, Israel, filed a registration statement (File 2-21804) with the SEC on October 16th seeking registration of 1,793,750 Ordinary Shares and 5,147,500 "A" Ordinary Shares. The Bank proposes to offer its shareholders rights to subscribe for the additional Ordinary (voting) and "A" Ordinary (non-voting) Shares at the rate of 1 Ordinary share for each 2 Ordinary shares and 1 "A" Ordinary share for each 2 "A" Ordinary shares held on the record date. The record date, subscription price (maximum \$1.30 per share*) and underwriting terms are to be supplied by amendment. Kuhn, Loeb & Co., Inc., 30 Wall St., N. Y., heads the list of underwriters.

According to the prospectus, the Bank is the largest commercial bank and non-governmental financial institution in Israel. Net proceeds of the stock sale will be added to the funds of the Bank available for its general banking business. The Bank now has outstanding 3,587,500 Ordinary shares and 10,295,000 of "A" Ordinary shares, of which management officials own 2,944 Ordinary and 12,739 "A" Ordinary shares. Of the outstanding Ordinary shares, 85.7% are owned by record by Hevra Lerishumim shel Bank Leumi le-Israel B.M., of Tel-Aviv, as nominee for several beneficial owners, including the Bank's parent, Otzar Hityashvuth Hayehudim B.M., which is the beneficial owner of 3,023,735 (84.3%) of the outstanding Ordinary shares.

NORTH AMERICAN PLANNING CORP. FILES FOR OFFERING. North American Planning Corporation, sponsor and distributor of Investment Plans for the Accumulation of Shares of Life Insurance Stock Fund, Inc., and with offices at 200 E. 42d St., New York, filed a registration statement (File 2-21805) with the SEC on October 16th seeking registration of \$2,000,000 of Single Payment Investment Plans and \$13,000,000 of Systematic Investment Plans.

EMERSON ELECTRIC FILES STOCK PLAN. The Emerson Electric Manufacturing Company, 8100 Florissant Ave., St. Louis, filed a registration statement (File 2-21806) with the SEC on October 16th seeking registration of 50,000 shares of common stock, to be issued pursuant to the company's Employee Stock Purchase Plan.

TWO INVESTMENT FIRMS EXEMPTED. The SEC has issued orders under the Investment Company Act declaring that Trusteed New York Bank Shares (Release IC-3792) and Selected Plans (Release IC-3793), both of New York, have ceased to be investment companies.

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CONSUMERS' GAS EXEMPTED. The SEC has issued an order under the Holding Company Act (Release 35-14956) exempting The Consumers' Gas Company, Toronto, Canada, as well as its subsidiaries, from provisions of that Act on the ground that Consumers' Gas derives no material part of its income from utility operations within the United States.

QUICKIE IRON MINING ENJOINED. The SEC Denver Regional Office announced October 15th (LR-2761) the entry of a Federal court order (USDC, ND Iowa), on consent of defendants, permanently enjoining further sales of stock of Quickie Iron Mining Company in violation of the Securities Act registration and anti-fraud provisions, by the defendant corporation and Arnold J. Vander Wilt of Hospers, Iowa, and Raymond Gunter of Sheldon, Iowa.

TRANS WORLD AIRLINES FILES FOR SECONDARY. Trans World Airlines, Inc., 380 Madison Ave., New York, today filed a registration statement (File 2-21807) with the SEC seeking registration of \$80,962,000 of outstanding 6 $\frac{1}{2}$ % Subordinated Income Debentures due 1978 and Warrants for the purchase of 2,185,974 shares of common stock. These securities are owned by Hughes Tool Company. They are to be offered for public sale by Hughes Tool, through underwriters, in units consisting of \$1,000 principal amount of debentures and warrants to purchase 27 common shares. The warrants are exercisable at \$20 per share to and including June 1, 1965, and \$22 per share to and including December 1, 1973, on which latter date they expire. The public offering price of the units (maximum \$1,300 per unit*) and underwriting terms are to be supplied by amendment. Merrill Lynch, Pierce, Fenner & Smith, Inc., 70 Pine St., New York, heads the list of underwriters.

TWA is engaged in the transportation of persons, property and mail by air. In addition to 6,674,155 shares of common stock it has outstanding \$357,000,000 of notes and debentures, including \$100,000,000 of 6 $\frac{1}{2}$ % subordinated income debentures due 1978. Hughes Tool as of October 10th was beneficial owner of voting trust certificates with respect to 5,221,301 shares (78.23%) of the common stock; and it also was the beneficial owner of the \$30,000,000 outstanding 5-3/4% Convertible Subordinated Debentures due 1983 (convertible into a maximum of 1,363,636 common shares at \$22 per share), as well as \$80,962,100 of the \$100,000,000 outstanding subordinated income debentures due 1978 and related warrants to purchase 2,185,976.7 warrants, substantially all of which now to be offered under this statement. Since December 1, 1961, no interest has been paid on the subordinated income debentures and at November 1, 1963, unpaid interest thereon amounted to \$12,440,280 (and no payment will be made on December 1, 1963). According to the prospectus, interest on these debentures is payable (a) only to the extent of available income for the previous calendar year, and (b) until the Series A notes have been paid in full, only if, after such payment. Consolidated net working capital of TWA and its subsidiaries would not be less than \$10,000,000. Available income (as defined) means net income (after taxes) plus interest charges accrued on the debentures and other subordinated indebtedness deducted in computing such net income. Net income (as defined) is computed in accordance with sound accounting practice, but excludes gains or losses on the sale or abandonment of capital assets and any tax effect thereof. Unpaid interest is cumulative and, to the extent that consolidated net working capital is adequate, must be paid at the earliest interest payment date to the extent of available income for the previous year. Interest payments, if any, in 1964 may not exceed available income for the calendar year 1963.

The \$30,000,000 of convertible subordinated debentures were sold to Hughes Tool pursuant to an agreement of September 27, 1963. According to the prospectus, the company will sell an additional \$27,000,000 of Series B sinking fund notes during 1964; has arranged to finance part of the purchase price of three Boeing 707-331C cargo jet aircraft, together with certain parts and equipment, to be delivered in the second quarter of 1964 by a conditional sales contract (70% of the purchase price, or \$15,750,000, will be so financed), the contract providing for repayment in 20 equal semiannual installments beginning January 15, 1965); has arranged for a \$100,000,000 credit with a group of banks, subject to the execution of a satisfactory loan agreement, the credit to be on a revolving basis until December 1966 and thereafter on a fixed four year quarterly installment payment basis until December 1970, the date of expiration (as a part of which agreement the company will repay \$55,900,000 of serial notes).

KOSTIN CORP. DELISTED. The SEC has granted an application of the American Stock Exchange to delist the common stock of Kostin Corporation, effective at the opening of business October 21, 1963. (Release 34-7157).

SECURITIES ACT REGISTRATIONS. Effective October 16: General Foods Corp. (File 2-21747).
Effective October 17: American-Israel World's Fair Corp. (File 2-21663).
Withdrawn October 16: Cetron Electronic Corp. (File 2-21258).

*As estimated for purposes of computing the registration fee.

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