

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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FOR RELEASE February 17, 1970

SUN ELECTRIC FILES FOR SECONDARY. Sun Electric Corporation, 6323 Avondale Ave., Chicago, Ill. 60631, filed a registration statement (File 2-36283) with the SEC on February 12 seeking registration of 100,000 outstanding shares of common stock, to be offered for public sale through underwriters headed by The Chicago Corporation, 208 S. LaSalle St., Chicago, Ill. 60604. The offering price (\$29.25 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the engineering, development, design, manufacture and sale of electronic, electrical and hydraulic test equipment, precision electronic and electrical instruments and various other electro-mechanical devices. In addition to indebtedness, it has outstanding 1,252,750 common shares, of which O. L. Rhoades, board chairman, owns 31.84% and management officials as a group 40.38%. Harry M. Coffman (former executive vice president) proposes to sell 92,500 shares of 93,550 shares held and Coffman and his wife as joint tenants the remaining 7,500 shares being registered. Russell K. Malik is president.

PANALOGIC TO SELL STOCK. Panalogic, Inc., 167 Clay Road, Rochester, N. Y. 14623, filed a registration statement (File 2-36284) with the SEC on February 12 seeking registration of 250,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a "best efforts" basis through company officials who will receive no commission and NASD members who will receive a 60c per share selling commission.

Organized in October 1967 as Analogic, Inc., the company is engaged in the design and development of a number of products in the analog-to-digital, digital-to-analog and digital-to-digital converter field. Of the net proceeds of its stock sale, \$525,000 will be used to continue its product and computer program development work, \$135,000 for marketing expenses and \$150,000 for administrative expenses; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 554,950 common shares (with a \$.176 per share net tangible book value), of which Kenneth G. Blemel, president, and J. Patrick Welsh, executive vice president, own 19.8% each and management officials as a group 78.7%. Purchasers of the shares being registered will sustain an immediate dilution of \$3.577 in per share book value from the offering price.

HON INDUSTRIES FILES FOR OFFERING AND SECONDARY. Hon Industries Inc., 301 Oak St., Muscatine, Iowa 52761, filed a registration statement (File 2-36285) with the SEC on February 13 seeking registration of 130,000 shares of common stock, of which 100,000 are to be offered for public sale by the company and 30,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Dain, Kalman & Quail, Inc., 100 Dain Tower, Minneapolis, Minn. 55402; the offering price (\$32 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is principally engaged in the manufacture of metal office furniture marketed nationwide to office furniture wholesalers and dealers. A portion of the net proceeds of its sale of additional stock will be applied toward the cost of a new chair plant, remodeling of a recently-acquired Muscatine building for office use and expansion of its Cedartown, Ga., facilities (at an aggregate cost of up to \$3,000,000); the balance, if any, together with \$2,000,000 to be borrowed in 1971 and funds generated from operations, will be available for normal replacements and additions to machinery and equipment and for working capital purposes. In addition to indebtedness and preferred stock, the company has outstanding 1,625,516 common shares, of which C. Maxwell Stanley, board chairman, owns 12.90% and The Stanley Foundation 12.69%; they propose to sell 15,000 shares each of 209,852 and 206,222 shares held, respectively. Stanley M. Howe is president.

INVESTMENT RESOURCES FILES FOR OFFERING. Investment Resources, Inc., 10836 S. Western Ave., Chicago, Ill. 60643, filed a registration statement (File 2-36288) with the SEC on February 13 seeking registration of 250,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made through underwriters headed by Roman Securities, Inc., 2701 E. Sunrise Blvd., Fort Lauderdale, Fla., which will receive a commission of 60c per share plus \$6,500 for expenses. Roman Securities also will be entitled to purchase, for \$250, five-year warrants for the purchase of 25,000 shares, exercisable after one year at \$7.20 per share.

The company was organized in November 1969 by William Frenz, president, James Hayes, vice president, John L. Bartolomeo, board chairman, and Peter B. Atwood. They had previously acquired about 24.5 acres of land (Chateau Blanc) in Oak Lawn, Ill., at a cost of \$1,131,500; a down payment of \$500,000 for this purchase was provided through first mortgage loans by two federal savings and loan associations, the sellers subordinating their interest to the first mortgage. The company is in the process of constructing seven 12 apartment complexes on a portion of the Chateau Blanc parcel and proposes to construct seven more such complexes of similar design adjacent thereto; of these, three units have been sold at an aggregate sale price of \$711,000. The first seven units are expected to be completed in March and construction on the second group of seven units is expected to commence in March. The company through its predecessor individuals, constructed two 36 apartment complexes (Colonial Oaks) on approximately 2 acres of land also located in Oak Lawn approximately 2 miles from Chateau Blanc. These apartments are presently fully rented. The cost of construction of these apartments, including land is estimated at \$1,375,000. The company presently

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owes \$850,840 on a construction loan. Net proceeds of the company's stock sale will be used for the payment of bank loans and other indebtedness (including the first instalments under land purchase contracts), for the payment of construction and architectural fees, and for working capital. In addition to indebtedness, the company has outstanding 250,000 common shares (with a 16¢ per share book value), of which the four officers own 62,500 each. Purchasers of the shares being registered will acquire a 50% stock interest in the company for their investment of \$1,250,000 (they will sustain an immediate dilution of \$3.30 in per share book value from the offering price); present stockholders will then own the remaining 50% interest (with a current book value of \$40,000).

ALUMINUM OF CANADA PROPOSES DEBENTURE OFFERING. Aluminum Company of Canada, Limited, 1 Place Ville Marie, Montreal, Quebec, Canada, filed a registration statement (File 2-36289) with the SEC on February 13 seeking registration of \$100,000,000 of sinking fund debentures, due 1995, to be offered for public sale through underwriters headed by The First Boston Corp., 20 Exchange Pl., and Morgan Stanley & Co., 2 Wall St., both of New York. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is the second largest aluminum producer in the Free World. Some \$50 million (Canadian) of the net proceeds of its debenture sale will be applied to the repayment of bank borrowings, \$20 million will be utilized for the completion of a continuous casting-rolling plant at Arvida, Quebec and an insulated wire plant in Ontario, and the balance will be used for general corporate purposes. All of the company's voting stock is owned by Alcan Aluminum Limited, also a Canadian corporation. Paul H. Leman is president.

EQUITY RESOURCES FILES OFFERING PROPOSAL. Equity Resources Limited Partnership 1970, 1900 Avenue of the Stars, Los Angeles, Calif. 90067, filed a registration statement (File 2-36290) with the SEC on February 13 seeking registration of \$3,000,000 of limited partnership interests, to be offered for public sale at \$5,000 per unit. The units are to be offered and sold through Equity Funding Securities Corporation on a best efforts basis; it will receive a 6% selling commission from the general partner, Equity Resources Corporation. The proceeds of the financing will be used for the evaluation, selection, acquisition, exploration and development of oil and gas properties, under the management of the general partner. Its president is Dov Amir.

LOUIS ROTH CO. FILES FOR OFFERING AND SECONDARY. Louis Roth & Company, 1140 S. Flower St., Los Angeles, Calif. 90015, filed a registration statement (File 2-36291) with the SEC on February 13 seeking registration of 405,000 shares of common stock, of which 125,000 are to be offered for public sale by the company and 280,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Dean Witter & Co., Inc., 45 Montgomery St., San Francisco; the offering price (\$25 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and subsidiaries design, manufacture and sell, at wholesale, a number of lines of higher priced men's suits, sport jackets, slacks, topcoats and overcoats; it also imports and markets coats manufactured to its specifications by Burberrys Limited, London. The net proceeds of the company's sale of additional stock will be added to working capital and used for general corporate purposes, including the reduction of short-term bank borrowings. In addition to indebtedness, the company has outstanding 1,148,109 common shares, of which management officials and family members own 91.6%. The estate of Louis Roth proposes to sell 140,000 of 317,395 shares held, the Estate of Fannie Roth 60,000 of 157,393, the Roth Family Foundation 50,000 of 60,002, and Harry Roth, president, 30,000 of 427,301.

RULES RE ACCESS TO PUBLIC RECORDS REVISED. The SEC today announced an amendment to its rules concerning the procedure to be followed in requesting copies of public records and concerning the fees established by agreements between the Commission and private contractors for the reproduction of public records (Release 33-5047). The fee schedule will not be printed in the Code of Federal Regulations but the current schedule will be available upon request.

DELEGATION RULES MODIFIED. The SEC has amended its rules delegating ^{certain} functions to staff officials, to provide for delegation to the Division of Corporate Regulation of authority to certify to the Secretary of the Treasury, pursuant to Sections 851(e) of the Internal Revenue Code of 1954, that applicant investment companies registered under the Investment Company Act of 1940 were, during a stated year, principally engaged in furnishing capital to certain development corporations described in that section (Release IC-5979).

AMERICAN BRANDS RECEIVES ORDER. The SEC has issued an order under the Trust Indenture Act of 1939, on application of American Brands, Inc., declaring that Morgan Guaranty Trust Company of New York is not disqualified from serving as trustee under a trust indenture dated as of November 15, 1969, pursuant to which its wholly-owned subsidiary, American Brands Overseas, N.V., a Netherlands Antilles corporation, has issued and sold \$18,700,000 of 8% guaranteed debentures due 1981. Morgan Guaranty now serves as trustee under (1) a 1952 indenture securing \$10,358,000 of outstanding 25 year 3 $\frac{3}{4}$ % debentures due 1977, issued by American Brands and (2) a 1968 indenture securing \$49,849,000 of 5 $\frac{1}{4}$ % convertible guaranteed debentures, due 1988, issued by another subsidiary, American Tobacco International Corporation.

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

International Harvester Company, Chicago, Ill. 60611 (File 2-36297) - 350,000 shares
International Rectifier Corporation, Los Angeles, Calif. 90069 (File 2-36302) - 50,000 shares

GENERAL TELEPHONE (SE) TO SELL BONDS. General Telephone Company of the Southeast, 3632 Roxboro Road, Durham, N. Car. 27704, filed a registration statement (File 2-36292) with the SEC on February 13 seeking registration of \$14,000,000 of first mortgage bonds, Series P, due 2000, to be offered for public sale through underwriters headed by Paine, Webber, Jackson & Curtis, 140 Broadway, New York, N. Y., and two other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment.

A telephone utility, the company will apply the net proceeds of its bond sale together with the proceeds of the sale of 120,000 common shares in April to its parent, General Telephone & Electronics Corporation, at the price of \$25 per share, toward the payment of short-term loans to banks and the parent and commercial paper, obtained for the purpose of financing the company's construction program.

DSI DESIGNCARD SERVICES TO SELL STOCK. DSI Designcard Services, Inc., 350 Fifth Ave., New York, N. Y. 10001, filed a registration statement (File 2-36293) with the SEC on February 13 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$7.50 per share. The offering is to be made through underwriters headed by First Philadelphia Corporation, 80 Wall St., New York, N. Y. 10005, which will receive a 75¢ per share commission plus \$15,000 for expenses. The said underwriter also will be entitled to purchase, for \$10, five-year warrants for the purchase of 10,000 shares, exercisable after one year at \$8.25 per share.

Organized in July 1969, the company proposes to engage in the business of interior decorating and interior design. Of the net proceeds of its stock sale, \$200,000 will be used for advertising and sales promotion, \$225,000 for leasing commercial office space and its decoration, \$150,000 for salaries and the balance for general corporate purposes. The company has outstanding 400,000 common shares (with a 14¢ per share book value), of which Jay M. Pitlake, president, owns 52.5% and Eugene Kirnum, vice president, 10%. Purchasers of the shares being registered will acquire a 20% stock interest in the company for their investment of \$750,000 (they will sustain an immediate dilution of \$6.14 in per share book value from the offering price); present stockholders will then own 80%, for which they will have contributed an aggregate equity of \$70,640.

TRANSITRON ELECTRONIC FILES FOR SECONDARY. Transitron Electronic Corporation, 168 Albion St., Wakefield, Mass. 10880, filed a registration statement (File 2-36294) with the SEC on February 13 seeking registration of 598,109 outstanding shares of common stock. These shares may be offered for sale from time to time by the present holders thereof at prices current at the time of sale (\$6 per share maximum*).

The company is basically engaged in five lines of business - electronic components, precision assemblies, office equipment, wire and cable, and canvas products. In addition to indebtedness, it has outstanding 9,615,682 common shares, of which 54% is owned by Leo and David Bakalar (board chairman and president, respectively), Mrs. Leo Bakalar and a trust established for the benefit of Leo Bakalar's children. The 21 selling stockholders propose to sell 598,109 of 606,659 shares held; they include Stan O. Ruzicka, a director, 73,249 shares, Kenneth E. Moore, Sr., 79,135, Kenneth E. Moore, Jr., 57,252, Charles W. Peoples, 89,663, and Richard Hubbard, 120,176. The shares represent part of some 1,749,220 shares issued in connection with company acquisitions.

MULTIVEST REAL ESTATE FILES OFFERING PROPOSAL. MultiVest Real Estate, Inc. ("MREI"), 26300 Telegraph Rd., Southfield, Mich. 48075, filed a registration statement (File 2-36195) with the SEC on February 13 seeking registration of 8,000 units of limited partnership interests in its MultiVest Real Estate Fund, Ltd., to be offered for sale in \$2,500 units. The offering is to be made on a best efforts basis by MREI, the general partner of the Fund, to be formed for the purpose of investing in improved and unimproved real estate which offers possible long-term growth of capital and current tax-sheltered income. The general partner will receive a selling commission of \$212.50 for each unit sold; participating NASD members will receive from the selling partner a commission of \$175 per unit sold. MREI will be responsible for the investment policies and direction of the company. Gene C. McMurphy is president.

OFFERING IN TEAHOUSE MUSICAL PROPOSED. Herman Levin, Great Hope Corporation, and Angus Equities, Inc., 424 Madison Ave., New York, N. Y., filed a registration statement (File 2-36296) with the SEC on February 13 seeking registration of 50 units of limited partnership interests in "The Teahouse Musical Company," to be offered for public sale at \$12,000 per unit. The offering is to be made by Herman Levin and Great Hope Corporation, as general partners of the partnership (to be formed for the purpose of producing the dramatico-musical play presently entitled "Lovely Ladies, Kind Gentlemen" and by Angus Equities, Ltd., as a co-venturer of the general partners. The general partners have acquired the right to present the musical play, which is based upon "The Teahouse of the August Moon," a dramatic play by John Patrick which is based upon a novel of the same name by Vern Sneider. The net proceeds of the offering will be applied to the production of the play.

AMERICAN AIR FILTER TO SELL DEBENTURES. American Air Filter Company, Inc., 215 Central Ave., Louisville, Ky. 40208, filed a registration statement (File 2-36298) with the SEC on February 16 seeking registration of \$12,385,200 of convertible subordinated debentures, due 1990. The debentures are to be offered for subscription by common stockholders at the rate of \$100 of debentures for each 15 shares held. The record date, interest rate, subscription price and underwriting terms are to be supplied by amendment; Blyth & Co., Inc., 14 Wall St., New York, N. Y. 10005, is the principal underwriter.

The company develops, manufactures and sells equipment and systems to improve and control the quality of environmental air. The net proceeds of its debenture sale will be used in part to repay short-term bank loans (expected to approximate \$9,700,000 at the time of the debenture sale); the balance will be used to finance anticipated future needs for working capital, capital expenditures and other corporate purposes. In addition to indebtedness, the company has outstanding 1,857,790, of which management officials and their associates own 10.8%. J. M. Shaver is president and board chairman.

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 February 5 News Digest.

Computer Network Corp July 69
(11,13) 2-27193-2

Hydro-Ski International Corp Dec 69
(1) 0-4089-2

Israel Hotels International Inc
Jan 70(7,8) 0-1534-2

Guardian Care Inc Mar 69(2) 2-31256-2
Jun & Oct 69(2,13) 2-31256-2

J E & T Co Jan 70(2,6,13) 0-3920-2

General Nursing Homes Corp Dec 69
(2,7,8,12) 0-4044-2

Mr. Wiggs Dept Stores Inc Jan 70
(11) 0-4308-2

Jones & Laughlin Industries Inc Dec 69
(4,11,13) 1-6100-2

Alaska Interstate Co Amdt #1 to 8K for
Jul 69(13) 1-5744-2

C F Kirk Laboratories Inc Jan 70
(12) 0-3266-2

Lafayette Academy Inc Nov 69
(7,9) 2-3301-2

Marine Resources Inc Dec 69(2,
12,13) 2-29869-2

Norfolk and Western RY Co Jun 69
(7,13) 1-546-2

Silo Inc Nov 69(11,13) 0-2300-2

Sunshine Mining Co Dec 69(12) 1-678-2
Theil Inc Jan 70(2,3,11,13) 0-3112-2

National Equipment Rental Ltd Oct 69
(7) 1-6092-2

Jayark Corp Jan 70(7) 0-3255-2

Highway Trailer Industries Inc Jan 70
(1,2,4,8,13) 0-485-2

Amended 8K's for Dec 69

A-T-O Inc Amend for Oct 69(2,7,8,
11,13) 1-5456-2

Flexible Circuits Inc Amdt #1
(13) 2-31411-2

Aydin Corp Amdt #1 (13) 2-28936-2

Medical Investment Corp Amended (13)0-1467-2

Automated Marketing Systems Inc Amdt #1
(13) 0-3970-2

URS Systems Corp Amdt #1 (12) 1-6067-2

F & M Schaefer Corp Amdt #1
(13) 1-5853-2

Crown Corp Amdt (2,13) 1-6090-2

8K for Jan 70

AAR Corp(4,7) 1-6263-2

Riegel Textile Corp(11,13) 1-5070-2

Wells Fargo & Co(12) 1-6214-2

Buehler Corp Oct 69(12,13) 1-6041-2

Daryl Industries Inc(7,11,13) 1-4321-2

El Chico Corp(4,7,13) 0-3250-2

Rudd-Melikian Inc Aug 69(2,12,
13) 0-1993-2

Philadelphia Suburban Transportation Co
(2) 0-2655-2

Seismic Computing Corp(11) 0-3399-2

Wrather Corp (7,13) 1-6172-2

Sifco Industries Inc(11,13) 1-5978-2

Westrans Industries Inc(7) 1-5167-2

Alberto-Culver Co(11,13) 1-5050-2

Fine Products Co Inc(7,10) 0-4137-2

Parkview-Gem Inc (13) 0-9-2

Standard Brands Inc(12) 1-1186-2

SECURITIES ACT REGISTRATIONS. Effective February 16: Dynavest Fund, Inc., 2-35116; The Fuji Bank, Ltd., 2-35998; Lutheran Brotherhood Fund, Inc., 2-35984; Pet Incorporated, 2-36043; Safetech, Inc., 2-35052 (90 days); Standard Oil Co., 2-36142; Superior Equity Corp., 2-34835 (90 days).

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.