

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 August 13, 1970

COMMISSION ANNOUNCEMENTS

ORDER CITES WILLIAMS REPORTS. The SEC today announced administrative proceedings under the Investment Advisers Act of 1940, involving Larry E. Williams, d/b/a Williams Reports, of Carmel, Calif. The proceedings are based upon staff allegations that from January 1, 1969 to June 15, 1970, Williams violated the anti-fraud provisions of the Investment Advisers Act by publishing advertisements for Williams Reports which contain misleading and deceptive statements concerning:

(a) purportedly reduced risks involved in securities trading through the use by subscribers of certain signal devices; (b) the limitations and uncertainties inherent in his services; (c) the basis upon which he recommends specific securities; (d) his background and experience in the fields of securities and investment advice; (e) comparisons with other investment advisers.

It is also alleged that such advertisements are misleading and deceptive in that they appear designed to induce subscriptions to Williams' services based upon emotional appeals and that such advertisements violate certain specific requirements of the Commission's advertising rules; and also, that Williams violated the record-keeping regulation under the Investment Advisers Act by failing to make and keep a record of his transactions in securities.

PHILADELPHIA EXCHANGE PLAN CLEARED. The SEC today announced (Release 34-8954) that it had declared effective a plan filed by the Philadelphia-Baltimore-Washington Stock Exchange pursuant to Rule 17a-10 under the Securities Exchange Act, which plan provides that members of that Exchange (other than NASD members) may file with the Exchange, rather than the Commission, their annual reports of income and expenses and related financial and other information prescribed by SEC Form X-17A-10. In summary, the plan provides that the PBW (1) will adopt and implement appropriate internal procedures for review of the information submitted by members, (2) will review all reports filed for reasonableness and accuracy, (3) will submit edited data to the SEC, (4) will maintain and preserve a copy of all information furnished it by any member and of related correspondence, memoranda, etc. for a period of six years, and (5) will undertake certain other obligations.

INVESTMENT COMPANY ACT RELEASE

EATON & HOWARD FUND RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-6160) permitting Eaton & Howard Stock Fund, Boston, to acquire substantially all of the assets of Clayston Corp. Eaton & Howard proposes to issue its shares at net asset value for Clayston's assets, which were valued at \$2,390,044 at April 20. Had the transaction been consummated on that date, Clayston would have received 188,340 shares of Eaton & Howard stock. The Eaton & Howard shares are to be distributed to Clayston shareholders upon its liquidation.

COURT ENFORCEMENT ACTION

NATL. ASSN. EXCHANGE CORP. ENJOINED. The SEC Chicago Regional Office announced August 7 that the Federal court in Chicago had entered a final judgment permanently enjoining the National Association of Exchange Corporation ("N.A.E."), an Illinois corporation, and Samuel L. Day, Jr., its president, from violations of the registration and anti-fraud provisions of the Federal securities laws in the offer and sale of investment contracts of N.A.E. The defendants consented to the order without admitting the allegations. (LR-4716)

SECURITIES ACT REGISTRATIONS

LEISURE TECHNOLOGY SHARES IN REGISTRATION. Leisure Technology Corp., 1 Airport Rd., Lakewood, N. J. 08701, filed a registration statement (File 2-38152) with the SEC on August 11 seeking registration of 31,000 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 (\$13.50 per share maximum*).

The company is engaged principally in the development of, and the sale of dwelling units in, planned retirement and other communities in which major recreational and leisure time facilities are an integral part. In addition to indebtedness, the company has outstanding 3,637,725 common shares, of which Robert J. Schmertz, board chairman and president, owns 65%. Richard J. Brown, a director, may sell 15,000 shares of 131,673 shares held and Albert Frank 16,000 of 131,673 shares held.

AMERICAN UNITED LIFE FUND B PROPOSES OFFERING. American United Life Pooled Equity Fund B, 30 W. Fall Creek Parkway, Indianapolis, Ind., 46208, filed a registration statement (File 2-38154) with the SEC on August 11 seeking registration of \$10,000,000 of group variable annuity contracts. Fund B is a segregated investment account established by American United Life Insurance Company for issuance of variable annuities

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which may be used to fund Employee Benefit Plans. The primary investment objective of Fund B is to achieve long-term growth of capital and its secondary objective is the production of current income. Victor C. Seiter is chairman of Fund B. Jack E. Reich is board chairman and president of American United Life.

CONSOLIDATED EDISON TO SELL BONDS. Consolidated Edison Company of New York, Inc., 4 Irving Place, New York 10003, filed a registration statement (File 2-38155) with the SEC on August 11 seeking registration of \$150,000,000 of first and refunding mortgage bonds, due 2000, to be offered for public sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith, 70 Pine St., New York 10005, and two other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment. A public utility, the company will use the net proceeds of its bond sale for the construction of utility plant and to repay from time to time at or before maturity short-term obligations incurred as a result of its construction program (estimated at \$87,000,000 on August 10). Construction expenditures are estimated at \$475,000,000 for 1970 and \$2,234,000,000 for the five years 1970-1974.

CREST PAK PROPOSES OFFERING. Crest Pak, Inc., 701 Sumner Ave., Humboldt, Iowa 50548, filed a registration statement (File 2-38156) with the SEC on August 12 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 on a best efforts basis by Continental Securities, Inc., 1144 Americana Court, Des Moines, Iowa, which will receive a 60c per share selling commission plus up to \$25,000 for expenses.

Organized in March, the company plans to operate a modern "dry" and "semi-dry" sausage manufacturing plant. The plant will be constructed, partially equipped and owned by Cimmed, Inc. Of the net proceeds of its stock sale, \$520,000 will be paid as the company's share of the expenses to construct the plant and for land and attendant facilities, and the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 112,000 common shares (with a \$1.63 per share net tangible book value), of which management officials as a group own 37.5%. Gerald F. Fisher is president. Purchasers of the shares being registered will acquire a 69.1% stock interest in the company for their investment of \$1,500,000 (they will sustain an immediate dilution of \$1.91 in per share book value from the offering price); present shareholders will then own 30.9%, for which they will have paid \$224,000.

PRUDENTIAL MINERALS EXPLORATION SHARES IN REGISTRATION. Prudential Minerals Exploration Corp., 540 Meadows Bldg., Dallas, Tex. 75206, filed a registration statement (File 2-38157) with the SEC on August 12 seeking registration of 1,070,716 outstanding shares of common stock. These shares were originally issued by the company in connection with the consummation of an exchange offer made for certain oil and gas interests. They may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\$2.75 per share maximum*).

The company was organized in May 1968 to acquire certain oil and gas interests and presently is engaged as an operating oil and gas company. It has outstanding 3,087,411 common shares, of which General Petroleum Corporation owns 223,301 and Texas Interstate Oil and Gas Company 185,588. Elliott Roosevelt, Jr., president and board chairman, owns 100% and 50%, respectively, of the outstanding common stock of General Petroleum and Texas Interstate. Exploration Surveys Inc. may sell all of 320,684 shares held, General Petroleum 110,000 of 223,301, Texas Interstate all of 185,588 and three others the remaining shares being registered.

CENTRAL VERMONT PUBLIC SERVICE TO SELL STOCK. Central Vermont Public Service Corporation, 77 Grove St., Rutland, Vt. 05701, filed a registration statement (File 2-38161) with the SEC on August 12 seeking registration of 300,000 shares of common stock, to be offered for public sale through underwriters headed by The First Boston Corp., 20 Exchange Pl., New York 10005. The offering price (\$18 per share maximum*) and underwriting terms are to be supplied by amendment. A public utility, the company will apply the net proceeds of its stock sale toward repayment, in part, of outstanding short-term borrowings incurred principally for the interim financing of its construction program and its investments in Vermont Yankee Nuclear Power Corporation and Maine Yankee Atomic Power Company, owners of two nuclear power projects. Such borrowings are expected to approximate \$18,000,000 at the time of the sale of the stock. Construction expenditures are estimated at \$3,775,000 during the second half of 1970, \$8,365,000 during 1971 and \$11,320,000 in 1972.

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:

Pennsylvania Industrial Chemical Corporation, Clairton, Pa. 15025 (File 2-38159) - 50,000 shares
American Standard, Inc., New York 10018 (File 2-38160) - 500,000 shares
Diamond Shamrock Corporation, Cleveland, Ohio 44115 (File 2-38162) - 500,000 shares

MISCELLANEOUS

CONTINENTAL VENDING MACHINE TRADING BAN CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Continental Vending Machine Corporation for the further ten-day period August 14-23, 1970, inclusive.

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 (in ordering, please give month and year of report). 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 August 4 News Digest.

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8K Reports for May 1970

Longchamps Inc.(7,9,13)	0-3320-2	Northgate Exploration Ltd.	
National Health Enterprises Inc. (1,2,7,11,13)	1-6065-2	Amdt. #2 for Mar70 (13)	1-6138-2
Sterchi Bros. Stores Inc. (12) Jun.70	1-2504-2	Ecological Science Corp.	
		Amdt. #1 for Sept.69 (13)	1-4847-2
Transocean Oil Inc. Apr. 70(1,7,11,13)	0-3913-2		
U.S. Natural Resources Inc. (11)	1-1537-2	Foodarama Supermarkets Inc	
Vacco Ind. (12)	0-2236-2	Amdt. #1 for May 70 (8)	1-5745-2
Mutual Enterprises Inc. Jun.70 (12,13)	0-4328-2	Stratoflex Inc	
Pages Inc. (11)	0-4889-2	Amdt. for Feb70(13)	0-2750-2
EDF Technology Inc. Apr.70 (11,12,13)	0-4165-2	The Upjohn Co.	
		Amdt. #1 for May 70 (3,12,13)	1-4147-2
Long Island Lighting Co. Mar.70 (12,13)	1-3571-2	Katy Ind. Inc	
		Amdt. for May 70(1,2,7, 10)	1-5558-2
KDI Corp. Jun.70(7,11,13)	0-255602-2	Fetomat Corp	
May 70 (7)	0-255602-2	May 1970 (7,11,13)	0-4916-2
Sterling Oil Oklahoma Inc. Jun.70 (3)	0-1497-2	United Overton Corp	
United Data Centers Inc Jun.70(7,8,9,11,13)	0-4683-2	May 1970 (7,13)	0-4913-2
Copeland Refrigeration Corp. Apr.70 (3,13)	1-4312-2	Hooker Chemical Corp	
First Fidelity Investment Trust Apr.,May & Jun.70 (2)	2-35007-2	May 1970(11,13)	1-3449-2
Publishers Co. Inc Dec.(2,4,7,8,9,12,13)	0-1359-2	Leeds Shoes, Inc	
Jan70 (2,13)	0-1359-2	May 1970 (3,7,8,11,13)	0-2216-2
Mar.70 (2,7,13)	0-1359-2	Medical Computer Systems, Inc	
GSI Computer Systems Inc. Jun70 (11)	2-28439-2	Amdt. #1 to 8K for Jan 1970 (13)	0-4797-2
Holmes Electric Protective (3,13)	0-3605-2	Torin Corp	
IDB Bankholding Corp. Ltd. 6K for Jun 70	2-34877-2	April 1970 (7)	1-5934-2
		Upland Corp	
Towle Mfg. Co. Apr. 70 (3)	0-454-2	April 1970 (7,9,11,13)	2-30331-2
United Planning Corp. (11,13)	2-34950-2	May 1970 (7)	2-31331-2
Louis Sherry Inc (12,13)	1-4574-2	Pay'n Pak Stores, Inc	
		Apr. 1970 (12,13)	0-4967-2
General Computing Corp. Feb.70 (2,9,13)	0-4665-2	Feb. 1970 (12,13)	0-4967-2
General Signal Corp. Apr.70(4,7,8,11,13)	1-996-2	Leisure Group, Inc	
Military Purchase System Inc. (11)	0-4877-2	May 1970 (12,13)	0-3447-2
		Amdt. #2 to 8K for Apr. 1970 (2,7,13)	0-3447-2
First General Resources Co. Amended for Feb.70(13)	0-129-2	Floyd Enterprises, Inc	
		May 1970 (11,13)	0-4928-2
		Greenman Bros., Inc	
		Hubbard Real Estate Invsts.	
		May 1970 (12,13)	1-6309-2
		Liberty Invstrs. Inc	
		May 1970 (3,11)	0-2663-2

Intl. Business Machines Corp			
May 1970 (12,13)	1-2360-2		
April 1970 (3,11,13)	1-2360-2	Computer Exposition Inc.	
Lykes Youngstown Financial		Amdt. #2 to 8k for Oct.	
Corp 'April 1970(8)	0-4366-2	69 (13)	2-30519-2
Real Estate Programs, Inc		Proteus Food & Ind. Inc.	
April 1970 (3)	2-34050-2	Amdt. #1 to 8k for Feb. 70	
		(7)	0-3828-2
Rusco Ind., Inc		Gelman Instrument Co.	
April 1970 (2,3,13)	1-5087-2	Amended 8k for May 70	
		(7,12,13)	0-2297-2
Alabama Great RR Co		W.W. Grainger Inc	
April 1970(11,13)	1-745-2	Amdt. #1 to 8k for Aug.69	
May 1970 (11,13)	1-745-2	(13)	1-5684-2
Far-Mar Co		Mite Corp.	
March 1970(7,8,11)	2-30822-2	Amdt. #1 to 8k for Dec. 69	
April 1970 (7,8)	2-30822-2	(7)	1-5825-2
Central Indiana Gas Co Inc		Pacific Coast Holdings Inc.	
May 1970 (7,8,11,13)	2-36735-2	Amdt. #1 to 8k for Sept.	
The Upjohn Co		69 (7)	0-935-2
May 1970 (3,12,13)	1-4147-2		

SECURITIES ACT REGISTRATIONS. Effective August 12: Burlington Industries Inc., 2-38028; Founders Security Life Insurance Co., 2-36861 (90 days); Gamble-Skogmo, Inc., 2-38017; Portec, Inc., 2-36935; Quebec Hydro-Electric Commission, 2-38043; Riviana Foods Inc., 2-37528; Southwestern Bell Telephone Co., 2-37775; Visual Equities Inc., 2-36743 (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.

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