

# 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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**A B TALLMAN JR. BARRED.** The SEC today announced a decision under the Securities Exchange Act (Release 34-8830) barring Alfred Bryant Tallman, Jr., of Hagerstown, Md., from further association with a securities firm for violations of the anti-fraud provisions of the Federal securities laws in connection with his transactions in securities of American Beryllium and Oil Corporation ("ABO"), Azalea Mobile Homes, Inc. and Moviematic Industries. Tallman waived a hearing and (without admitting the violations) consented to the bar order, which provides that, after one year, he may request permission to engage in the securities business in a non-supervisory capacity under appropriate supervision. According to the Commission's decision Tallman in the offer and sale of securities of such companies in 1967-68 made false and misleading statements and omitted material facts concerning the financial condition and an anticipated increase in the market price of the common stock of those companies, the nature and extent of the operations of ABO and Azalea, negotiations by Azalea to acquire or merge with a large manufacturer of mobile homes, and an anticipated tender offer to Azalea stockholders, the new issuance of Azalea stock, Tallman's ownership of ABO stock and the source and price paid in acquiring it, the public market for ABO stock, the suspension of ABO's offering pursuant to Regulation A under the Securities Act, and the source of Tallman's information as to Moviematic.

Tallman was manager of the Baltimore office of First Hanover Corporation, of New York (whose over-the-counter trading department was suspended for 20 business days by Commission order of February 7, 1969). Its compliance director, Peter J. Slater, consented to a censure for improper supervision; but the Commission concluded that under the facts presented that censure was not warranted and dismissed the action as to him.

**EXAMINER ISSUES DUNHILL SECURITIES RULING.** SEC Hearing Examiner David J. Markun has filed an initial decision in consolidated administrative proceedings under the Securities Exchange Act involving Dunhill Securities Corporation, Patrick R. Reynaud De Saint Oyant, Ltd. ("Reynaud, Ltd."), and Patrick R. Reynaud, of New York, N. Y. The decision, which is subject to review by the Commission either on its own motion or on petition of a party, orders that the broker-dealer registration of Dunhill be revoked and that it be expelled from membership in the NASD. The application for registration as a broker-dealer of Reynaud, Ltd. is denied and Patrick R. Reynaud, who is president and sole owner of both Dunhill and Reynaud, Ltd., is ordered barred from association with a broker-dealer. Dunhill's activities had earlier been suspended on an interim basis by the Commission on July 14, 1969, pending final decision respecting revocation.

The Examiner's order is based upon findings that four injunctions involving Dunhill were issued by the U. S. District Court in a two-year period, two of which also involved Reynaud, and that Dunhill, aided and abetted by Reynaud, violated the registration requirements and anti-fraud provisions of the Federal securities laws in the 1968 offer and sale of Lynbar Mining Corporation stock. Violations of the net-capital rule and the books-and-records requirements, and failure to supervise were also found by the Examiner.

**TRADING IN US BERYLLIUM SUSPENDED.** The SEC today ordered the ten-day suspension, through March 13, of over-the-counter trading in securities of U. S. Beryllium Corporation ("Beryllium"), of Pueblo, Colo. The trading ban was ordered because of the absence of pertinent financial and other information concerning the company and because a large block of Beryllium shares may have been unlawfully issued in connection with the January 1969 merger of Beryllium and Beryllium International ("International"). The merger agreement provided for the issuance of one share of Beryllium for each four shares of International, or a total of 338,000 shares; but it appears that an additional 410,000 unauthorized shares were issued in connection with such merger. Accordingly, neither the worth nor validity of shares held or traded can be readily determined. There has been no transfer agent for Beryllium shares since December 31, 1969. The market for Beryllium shares has recently ranged between 1/4 bid and 1/16 asked.

**COLUMBIA GAS SUBSIDIARIES TO MERGE.** The SEC has issued an order under the Holding Company Act (Release 35-16624) authorizing the merger of two subsidiaries of The Columbia Gas System, Inc. In October 1969, the Commission authorized Preston Oil Company to transfer to Columbia Petroleum Corp. all of Preston's assets, properties, franchises and business in Kentucky, Ohio, Pennsylvania and West Virginia, Columbia Petroleum to be renamed The Preston Oil Company. It is now proposed that Preston, whose remaining properties will consist of assets used in the exploration and development of oil and gas in the southwest area of the United States, be merged into a new wholly-owned Delaware subsidiary of Columbia, Columbia Gas Development Corporation, which is to be the surviving corporation and which at September 30, 1969, would have had net book assets of \$65,300,000.

**MILLSTONE POINT RECEIVES ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16625) authorizing a three-month extension of the period for completion of satisfactory permanent financing arrangements by The Millstone Point Company, a subsidiary of Northeast Utilities, Hartford, Conn. In June 1969, the Commission, among other things, authorized the transfer and assignment by Connecticut Light & Power Company, The Hartford Electric Light Company and Western Massachusetts Electric Company, all subsidiaries of Northeast Utilities, of their respective interests in a nuclear fuel contract to Millstone Point.

OVER

**QATRON MOBILE HOMES TO SELL STOCK.** Qatron Mobile Homes, Inc., 12000 Old Georgetown Rd., Rockville, Md. 20852, filed a registration statement (File 2-36397) with the SEC on February 25 seeking registration of 125,000 shares of common stock, to be offered for public sale through underwriters headed by S. D. Lunt & Co., One Whitehall St., New York, N. Y. 10004. The offering price (\$6 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriter \$10,000 for expenses and to pay Morton A. Luchs \$12,000 for his services as a finder. It has also agreed to sell the Lunt firm, for \$125, five-year warrants to purchase 12,500 shares, exercisable after one year at 110% of the offering price.

The company was organized in February 1969 to own and operate mobile home retail sales outlets and mobile home parks, and to market special-purpose housing units. Of the net proceeds of its stock sale, \$250,000 will be used to acquire or lease and open up to 15 additional retail sales outlets for mobile homes in the Southeast and \$275,000 for the partial acquisition of land and development of mobile home parks in the Southeast; the balance will be added to the company's working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 418,090 common shares (with a 57¢ per share book value), of which Qatron Corporation owns 85%. Frederick W. Scoville is president and Daniel A. Honig board chairman. Purchasers of the shares being registered will acquire a 23% stock interest in the company for their investment of \$750,000\*; Qatron Corp. will then own 66%, for which it contributed \$45,000 in cash and 33,650 shares of its common stock; and individual investors (including company officials) will own 11%, for which they contributed an aggregate of \$114,600 or \$1.83 per share.

**KENROY TO SELL STOCK.** Kenroy, Inc., 7161 North Cicero Ave., Lincolnwood, Ill. 60646, filed a registration statement (File 2-36399) with the SEC on February 26 seeking registration of 125,000 shares of common stock, to be offered for public sale through underwriters headed by Sears, Sucsy & Co., 100 West Monroe St., Chicago, Ill. 60603. The offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriters \$7,500 for expenses and to issue the Sears, Sucsy firm three-year warrants to purchase 6,075 shares, exercisable initially (after one year) at 107% of the offering price.

Organized in 1961, the company is a diversified real estate enterprise. Of the net proceeds of its stock sale, \$250,000 will be paid to principal stockholders towards a total purchase price of \$779,356 for all or part of the interests in five ventures acquired by the company, \$359,000 to retire certain loans, \$225,000 to pay its share of contribution to certain ventures and \$100,000 for creation of a special fund to provide earnest money deposits or option costs in connection with future acquisitions; the balance will be added to the company's working capital. The company has outstanding 720,000 common shares (with a \$1.26 per share book value), of which Roy Gottlieb, board chairman, and Kenneth Tucker, president, own 40% each.

**E.R.L. DEVELOPMENT TO SELL STOCK.** E.R.L. Development Corp., 106-03 Metropolitan Ave., Forest Hills, Queens, N. Y., filed a registration statement (File 2-36400) with the SEC on February 26 seeking registration of 80,000 shares of capital stock, to be offered for public sale at \$6 per share. The offering is to be made on an "all-or-none, best efforts" basis through Fox Securities Company, 200 West 57th St., New York, N. Y., which will receive a 69¢ per share selling commission plus \$10,000 for expenses. The company has agreed to sell Fox Securities, for \$80, five-year warrants to purchase 8,000 shares, exercisable after 13 months at \$6.60 per share.

Organized in October 1969, the company acquired all of the outstanding shares of E.R.L. Electronics Products, Inc., a company formed in 1964. It is engaged principally in the design, engineering assembling, installation and servicing of Master Television Antenna Systems and the installation of Closed Circuit Television Systems in apartment houses, schools, hospitals, hotels, department stores and other public buildings. Net proceeds of its stock sale will be added to the company's general funds and used for working capital and other corporate purposes. The company has outstanding 320,020 common shares (with a 27¢ per share net tangible book value), of which Frank Tramontano, president, owns 27.736% and management officials as a group 85.156%. Purchasers of the shares being registered will sustain an immediate dilution of \$1.15 in per share book value from the offering price.

**DARTNELL FILES FOR OFFERING AND SECONDARY.** The Dartnell Corporation, 4660 North Ravenswood Ave., Chicago, Ill. 60640, filed a registration statement (File 2-36401) with the SEC on February 26 seeking registration of 309,382 shares of common stock, of which 150,000 are to be offered for public sale by the company and 159,382 (being outstanding shares) by the present holders thereof. Stone & Webster Securities Corp. is listed as the principal underwriter; the offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company's principal business is the publishing of business educational materials and reference and motivational books for various categories of business managers and supervisors, and the production and distribution of sales training, management and motivational audio-visual aids. Of the net proceeds of its sale of additional stock, the company will use \$140,000 for the purchase of new printing and binding equipment and \$160,000 for the cost of construction of a second story addition to its Chicago plant. The balance will be available for any appropriate corporate purpose, including possible acquisitions of other companies. The company has outstanding 732,134 common shares, of which management officials as a group own 35.4%. Wm. Harrison Petridge, president, proposes to sell 15,000 of 94,962 shares held (his wife owns an additional 94,962 shares) and B. Gordon Fyfe 98,208 of 98,308; the balance of the shares are to be offered by twelve other selling stockholders.

**LADD PETROLEUM SHARES IN REGISTRATION.** Ladd Petroleum Corporation, 830 Denver Club Bldg., Denver, Colo. 80202, filed a registration statement (File 2-36402) with the SEC on February 26 seeking registration of 180,298 outstanding shares of common stock, which may be offered for sale by the holders thereof at prices current at the time of sale (\$6.13 per share maximum\*). Also included in the statement are an additional 1,002,427 common shares issuable upon exercise of warrants previously distributed by the company; these warrants are exercisable until July 11, 1971, at \$15 per share and thereafter until July 11, 1972, at \$18 per share, when the warrants will expire.

Since its organization in 1968, the company has acquired interests in various developed and undeveloped oil and gas properties and has made several acquisitions; it is engaged in the evaluation, exploration, development and operation of its properties and also explores, develops and operates properties on behalf of others. In addition to indebtedness, the company has outstanding 3,204,612 common shares. J. B. Ladd is president. Of the 180,298 shares being registered, 50,000 are to be offered by James B. Lundquist and the balance by 21 other stockholders. The selling stockholders own an aggregate of 598,843 shares and 892,902 warrants.

**COMPILER SYSTEMS PROPOSES OFFERING.** Compiler Systems, Inc., 1 South St., Ridgefield, Conn. 06877, filed a registration statement (File 2-36403) with the SEC on February 26 seeking registration of 250,000 shares of common stock. It is proposed to offer these shares for public sale through underwriters headed by Philips, Appel & Walden, Inc., 111 Broadway, New York, N. Y. 10006; the offering price (\$8 per share maximum\*) and underwriting terms are to be supplied by amendment. The Philips firm has purchased 25,000 shares at a cost of \$250.

Organized in December 1969, the company is engaged in the design, manufacture and marketing of high speed, small and medium size, general purpose computers written in "compiler" languages. Of the net proceeds of its stock sale, \$200,000 will be used to hire personnel and retain consultants, \$300,000 for expansion of marketing and sales staff, \$500,000 to increase inventories of parts and materials to be used in manufacturing and for peripheral equipment, \$250,000 for testing and production equipment and \$250,000 for hiring of personnel such as systems analysts and programmers for software development; the balance will be added to working capital. The company has outstanding 625,600 common shares, of which John P. Haynie, president and board chairman, owns 44.3% and management officials as a group 63.6%. Purchasers of the shares being registered will acquire a 28.6% stock interest in the company for their investment of \$2,000,000\*; present stockholders will then own 71.4%, for which they will have invested and contributed \$294,425 (\$.423 per share).

**KAYAK MFG. FILES FOR OFFERING.** Kayak Recreational Manufacturing Corp., 5460 Transit Road, Depew, N. Y. 14043, filed a registration statement (File 2-36404) with the SEC on February 26 seeking registration of 100,000 shares of common stock and 25,000 common stock purchase warrants. The shares are to be offered for public sale at \$6 per share; the company will issue 1 warrant for each four shares purchased, exercisable at \$8 per share. The stock offering is to be made through Hopp & Co., 180 Main Ave., Passaic, N. J., which will receive a commission of 60¢ per share plus \$23,000 for expenses; and the company has agreed to sell the underwriter, for \$75, five-year warrants for the purchase of 7,500 shares, exercisable after one year at \$6 per share, and to sell its counsel, for \$25, 2,500 such warrants. The company also has agreed to pay a finder's fee of \$7,000 to Alan R. Ackerman and to sell him, for \$20, warrants to purchase 2,000 shares at \$6 per share.

The company is primarily engaged in the manufacture, sale and installation of above-ground swimming pools. The net proceeds of its stock sale will be used primarily for additional inventory, equipment and other financial needs in connection with the expansion of its sales market. In addition to indebtedness, the company has outstanding 400,000 common shares, of which Philip Strauss, president, owns 39.9% and management officials as a group 80%.

**AMERICAN CENTURY TO SELL DEBENTURES.** American Century Mortgage Investors, 11 East Forsyth St., Jacksonville, Fla. 32202, filed a registration statement (File 2-36405) with the SEC on February 26 seeking registration of \$15,000,000 of convertible subordinated debentures, due 1990, to be offered for public sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith, Inc., 70 Pine St., New York, N. Y. 10005, and Pierce, Wulbern, Murphey, Inc., 11 East Forsyth St., Jacksonville, Fla. 32202. The interest rate, offering price and underwriting terms are to be supplied by amendment.

Organized in May 1969, the Trust provides investors with an opportunity to invest in a professionally managed portfolio of real estate interests consisting primarily of construction and development first mortgage loans. The net proceeds of its debenture sale will be used in connection with other funds to fulfill mortgage commitments. J. E. Davis is chairman and W. Ashley Verlander president of the board of trustees.

**ALLIED TELEPHONE FILES OFFERING PROPOSAL.** Allied Telephone Company, Mart Building, Little Rock, Ark. 72203, filed a registration statement (File 2-36406) with the SEC on February 26 seeking registration of 350,000 shares of common stock, to be offered for public sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith, Inc., 70 Pine St., New York, N. Y. 10005. The offering price (\$17 per share maximum\*) and underwriting terms are to be supplied by amendment. Of the net proceeds of its stock sale, the company will use \$4,287,500 to retire short-term debt incurred for financing acquisitions and capital improvements; the balance will be applied to the cost of acquiring Holt Telephone and four other companies operating in Oklahoma and Missouri or added to the company's general funds. In addition to indebtedness, the company has outstanding 453,365 common and 2,574,450 Class A shares; H. R. Wilbourn, Jr., president, owns 39.57% of the Class A and 1.78% of the common. Management officials as a group own all of the Class A and 9.05% of the common.

**INTERNATIONAL PAPER TO SELL DEBENTURES.** International Paper Company, 220 East 42nd St., New York, N. Y. 10017, filed a registration statement (File 2-36407) with the SEC on February 26 seeking registration of \$150,000,000 of sinking fund debentures, due 1995, to be offered for public sale through underwriters headed by The First Boston Corporation, 20 Exchange Place, New York, N. Y. 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company and its subsidiaries are engaged primarily in the manufacture and sale of paperboard, paper, pulp, converted paper products and building materials. Of the net proceeds of its debenture sale, about \$108,000,000 will be used to retire a portion of outstanding short-term debt, which at January 31 amounted to about \$123,617,000; the balance will be added to the company's general funds and used for general corporate purposes, including property additions and improvements. In addition to indebtedness and preferred stock, the company has outstanding 44,324,004 common shares. Frederick R. Kappel is board chairman and Edward B. Hinman is president and chief executive officer.

**AMERICAN HOSPITAL SUPPLY FILES FOR SECONDARY.** American Hospital Supply Corporation, 1740 Ridge Ave., Evanston, Ill. 60204, filed a registration statement (File 2-36408) with the SEC on February 26 seeking registration of 179,324 outstanding shares of common stock. These shares are to be offered for public sale by the holders thereof, at prices current at the time of sale (\$48 per share maximum\*).

The company is said to be a leading manufacturer and distributor of products used in hospitals, clinical and medical research laboratories and other such institutions. It has outstanding 33,700,984 common shares. Numerous holders of an aggregate of 427,992 shares propose to sell the 179,324 shares being registered.

**RESIDENTIAL RESORT DEVELOPMENTS OFFERING FILED.** Residential Resort Developments Limited, Freeport, Grand Bahama Island, filed a registration statement (File 2-36409) with the SEC on February 26 seeking registration of securities related to 21 condominium townhouses overlooking the Lucayan Country Club golf course in Freeport (\$1,165,500); 26 waterfront condominium townhouses on Great Harbour Cay, Berry Islands, Bahamas (\$1,846,000); and 172 condominium apartments on Paradise Island, Nassau, Bahamas (\$10,457,600). Gene N. Suttin is president of the company.

**KENTUCKY UTILITIES TO SELL BONDS.** Kentucky Utilities Company, 120 South Limestone St., Lexington, Ky. 40507, filed a registration statement (File 2-36410) with the SEC on February 25 seeking registration of \$30,000,000 of first mortgage bonds, Series I, due 2000, to be offered for public sale at competitive bidding. Net proceeds of the bond sale will be used to finance part of the company's construction expenditures, including the payment of some \$22,000,000 of short-term borrowings made and to be made therefor. The company's 1970 construction expenditures are estimated at \$59,000,000.

**ATAR COMPUTER SYSTEMS FILES FOR OFFERING AND SECONDARY.** Atar Computer Systems, Inc., 21010 Vanowen St., Canoga Park, Calif. 91303, filed a registration statement (File 2-36411) with the SEC on February 26 seeking registration of 507,000 shares of common stock, of which 500,000 are to be offered for public sale by the company and 7,000 (being outstanding shares) by the present holder thereof. The offering is to be made through underwriters headed by Hayden, Stone Incorporated, 25 Broad St., New York, N. Y.; the offering price (\$16 per share maximum\*) and underwriting terms are to be supplied by amendment.

Organized in October 1967, the company is developing and plans to operate a computerized common reservation system to serve participating airlines, travel agents, commercial and military accounts and other subscribers. Of the net proceeds of its sale of additional stock, \$800,000 will be used for installment purchase payments and maintenance of terminals in subscribers' offices, \$500,000 for installment purchase payments and maintenance of terminal interchanges, \$2,400,000 for rental and maintenance of two IBM 360/65 computers and communications input equipment, \$500,000 for the purchase of additional equipment for the system, \$200,000 for payment of public utility charges for use of communication lines and equipment and \$1,700,000 for development and testing of the system; the balance will be added to the company's general funds and used for general corporate purposes. The company has outstanding 1,113,334 common shares (with a 79¢ per share book value), of which Hyman Goldman, a director, owns 18.2%, management officials as a group 70.8% and Informatics, Inc., 11.9%. Leonard J. Klarich, vice president, proposes to sell 7,000 shares of 108,750 shares held. Samuel Lieben is board chairman and Francis V. Wagner president. Purchasers of the shares being registered will acquire a 31% stock interest in the company for their investment of \$8,112,000\*; present shareholders will then own 69%, for which they paid \$1,400,008.

**DESERET PHARMACEUTICAL SHARES IN REGISTRATION.** Deseret Pharmaceutical Company, Inc., 9450 South State St., Sandy, Utah 84070, filed a registration statement (File 2-36412) with the SEC on February 27 seeking registration of 15,050 shares of common stock, of which 9,050 are issuable pursuant to stock options held by key employees, 5,000 are issuable pursuant to a stock option held by a physician who is performing research services under a contract with the company and 1,000 are issuable in connection with the acquisition of the business of Selogram Plastics Company, Inc. and Plenco, Inc. The company has outstanding 1,164,067 common shares.

**GEORGIA POWER PROPOSES OFFERING.** Georgia Power Company, 270 Peachtree St., N. W., Atlanta, Ga. 30303, filed a registration statement (File 2-36413) with the SEC on February 27 seeking registration of \$60,000,000 of first mortgage bonds and 100,000 shares of preferred stock, to be offered for public sale at competitive bidding. A wholly-owned subsidiary of The Southern Company ("Southern"), the company will use the net proceeds of its financing, together with \$45,500,000 from the sale of common stock to Southern, the proposed sale in the fall of 1970 of \$75,000,000 of bonds and 150,000 additional shares of preferred stock and approximately \$53,353,000 of funds expected to be accumulated from internal sources, to finance its 1970 construction program and to effect a net reduction of \$26,892,000 in notes payable (from \$49,192,000 at January 1 to an estimated \$22,300,000 at December 31). Construction expenditures are estimated at \$231,961,000 in 1970 and \$810,355,000 during 1970 through 1972.

Continued

**INGRAM PROPOSES OFFERING.** Ingram Corporation, 2800 International Trade Mart, New Orleans, La. 70130, filed a registration statement (File 2-36414) with the SEC on February 27 seeking registration of \$20,000,000 of convertible subordinated debentures, due 1995, and 850,000 shares of common stock. All of the debentures and 769,491 common shares are to be offered for public sale by the company and 80,509 shares (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Lehman Brothers, One William St., New York, N. Y. 10004; the interest rate on the debentures, offering prices (\$25 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the offshore and inshore marine construction business (principally of facilities for the petroleum industry), in engineering, constructing and managing oil and gas pipelines and in constructing an ocean-going tug and barge utilizing a newly developed system involving rigid connection and rapid detachment of the two which permits all-weather ocean-going navigation as a unit. Of the net proceeds of its financing, \$24,503,000 will be used to repay short-term debt and \$9,477,000 for capital expenditures; the balance will be added to the company's general funds and used for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 8,282,167 common shares, of which F. B. Ingram, board chairman, and E. B. Ingram, president, own 37.6% each. Herbert E. Fisher proposes to sell 44,737 shares of 178,947 shares held and 26 others the remaining shares being registered. All such selling stockholders acquired their shares in connection with the company's acquisition (through a subsidiary) of Pipe Line Technologists, Inc.

**NOVA SCOTIA TO SELL DEBENTURES.** Province of Nova Scotia (U.S. Agent: Hon. R. G. C. Smith, Canadian Consulate General, 680 Fifth Ave., New York, N. Y. 10019), filed a registration statement (File 2-36415) with the SEC on February 27 seeking registration of \$20,000,000 of sinking fund debentures, due 1995, to be offered for public sale through underwriters headed by Halsey, Stuart & Co., Inc., 123 South LaSalle St., Chicago, Ill. 60690, and Royal Securities Inc., 2 Wall St., New York, N. Y. 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment. Of the net proceeds of the Province's debenture sale, \$6,000,000 will be used for industry and housing loans, \$8,000,000 for highway construction and \$5,000,000 for refunding purposes, and the balance for general Government purposes.

**DELTA MOBILE HOMES TO SELL STOCK.** Delta Mobile Homes, Inc., 30005 South Federal Highway, Homestead, Fla. 33030, filed a registration statement (File 2-36416) with the SEC on February 27 seeking registration of 100,000 shares of common stock, to be offered for public sale through Edwards & Hanly Securities, Inc., 55 Broad St., New York, N. Y. 10004. The offering price (\$9 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the Edwards firm \$25,000 for expenses and to sell it, for \$100, five-year warrants to purchase 10,000 shares.

Organized in 1965, the company is engaged primarily in the retail sale of mobile homes. Of the net proceeds of its stock sale, \$400,000 will be used to eliminate an existing working capital deficit and provide working capital and the balance to provide a portion of the development cost of mobile home parks and for other corporate purposes. In addition to indebtedness, the company has outstanding 166,666 common shares (with a \$1.12 per share book value), of which Melvyn D. Riff, president and board chairman, and John Kraftchick, secretary-treasurer, own 47% each.

**BYRON OIL INDUSTRIES PROPOSES OFFERING.** Byron Oil Industries, 119 Bellechasse Drive, Chesterfield, Mo. 63017, filed a registration statement (File 2-36417) with the SEC on February 27 seeking registration of \$300,000 of units of participating interests in an oil well, to be offered for public sale at \$5,000 per interest. No underwriting is involved; participating licensed salesmen will receive a 10% selling commission. Alan J. Bryon is sole owner of the company.

**TRANSMAR DOWNTOWNER PROPOSES RIGHTS OFFERING.** Transmar Downtowner Corporation, 60 East 42nd St., New York 10017, filed a registration statement (File 2-36396) with the SEC on February 25 seeking registration of 705,000 shares of common stock, to be offered for subscription at \$5 per share by holders of common and preferred stock of its parent, The Downtowner Corporation, at the rate of one Transmar share for each three shares (common or preferred) of the parent held. The parent now owns 43.4% of the outstanding voting stock of Transmar.

Organized in July 1969, the company and its subsidiaries are engaged, or expect to engage, outside the continental United States, in owning and operating hotel and resort facilities under management contracts, developing real estate and condominium properties in connection with hotel facilities, and rendering consultation and technical assistance in the hotel and travel industry, principally in conjunction with projects the company expects to own, lease or manage. Net proceeds of its stock sale will be used to reduce short-term debt, which totaled \$4,733,952 at February 16. Such debt was incurred principally in connection with acquisition of three subsidiaries which operate resort facilities known as Sapphire Bay and Turquoise Bay in the Virgin Islands and elsewhere. In addition to indebtedness and preferred stock, the company has outstanding 1,045,000 common shares (with a 5c per share book value), of which William D. Witter owns 130,000 shares and a group of investors represented by William D. Witter and including William D. Witter, Inc. (a partnership which Witter controls), owns 890,000 shares. Ronald L. Kirkpatrick is board chairman and Peter Grimm president and chief executive officer.

**AMERICAN VARIABLE ANNUITY FUND SEEKS ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5995) giving interested persons until March 25 to request a hearing upon an application of American Variable Annuity Life Assurance Company ("Insurance Company") and American Variable Annuity Fund ("Fund"), Worcester, Mass. Insurance Company, a wholly-owned subsidiary of the State Mutual Life Assurance Company of America, a mutual life insurance company, established Fund as a means of providing an investment medium for certain variable annuity contracts offered by Insurance Company and Fund.

**NARRAGANSETT ELECTRIC TO SELL BONDS.** The Narragansett Electric Company, 280 Melrose St., Providence, R. I. 02901, filed a registration statement (File 2-36398) with the SEC on February 26 seeking registration of \$7,500,000 of first mortgage bonds, Series H, to be offered for public sale at competitive bidding. A subsidiary of New England Electric System, the company will apply the net proceeds of its bond sale towards payment of short-term notes payable (of which \$10,000,000 were outstanding at December 31), evidencing borrowings made to pay for capitalizable expenditures or to reimburse its treasury therefor. Construction expenditures are estimated at \$36,000,000 for the period December 1, 1969 through December 31, 1972.

**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 March 3 News Digest.

8K Reports for Jan '70

Allen Organ Co. (12)	0-275-2		
Sam Goody, Inc. (2,7,13)	0-3513-2	American Cyanamid Co. (3)	1-3426-2
Metropolitan Quarterback, Inc. (3,12,13)	2-30226-2	Cook Electric Company(4,7,13)	1-5112-2
Saturn Airways, Inc. (12)	1-5844-2	Northern & Central Gas Co. Ltd. (7)	2-13342-2
Youngstown Sheet and Tube Co. (11,13)	1-6080-2	Valle's Steak House (3,13)	1-5782-2
		Beaver Mesa Uranium Inc. Amdt #1 for Sept 69(1,2,7,13)	0-2939-2
Crestmont Oil & Gas Company(12)	1-3902-2		
Floyd Valley Packing Co. (12)	0-2015-2	Instrument Systems Corp Amdt #1 for Nov 69(3)	1-5643-2
Foote, Cone & Belding, Inc.(13)	1-5029-2		
Health Care, Inc.(2)	2-33320-2	Seaboard Coast Line Railroad Co. Amdt #1 for Dec 69(7)	1-3359-2
		Norman Wiatt Co. Amdt #1 for Apr 69(13)	2-19360-2
Alabama Great Southern RR Co. (11,31)	1-745-2		
Ashland Oil, Inc. (11,13)	1-2918-2	Leisure Group Inc. Amdt #1 for Dec 69(13)	0-3447-2
Federated Publications, Inc.(7) Feb 70	0-2738-2	Liberty Equities Corp Amdt for Dec 69(13)	0-2258-2
Mallinckrodt Chemical Works Dec 69(8)	0-1274-2		
Puratronics Industries, Inc.(11)	0-3234-2	Federated Purchaser Inc. Amdt #1 for Mar 69(12)	1-4310-2
Republic Powdered Metals, Inc.(11)	2-34240-2	Amdt #1 for Jul 69(13)	1-4310-2
		Science Management Corp Amdt #1 for Nov 69(13)	1-6059-2
Acme Industries, Inc.(11)	0-242-2		
CBK Agronomics, Inc.(6)	1-3096-2	Olshen Overseas, Inc. Amdt #1 for Dec 69(12)	2-32217-2
Central Hudson Gas & Electric Corp (13)	1-3268-2		
Continental Air Lines, Inc.(13)	1-3661-2	Columbia General Corporation Amdt #1 for Jan 70 (11)	0-4229-2
Ponderosa System, Inc.(3,13)	0-3816-2		
Riblet Products Corp(2,7,13)	2-31219-2		
Seaway Food Town, Inc. (2,7,11)	0-80-2		
Sheller-Globe Corp (11,13)	1-4172-2		
Stage Industries, Inc.(11,13)	2-30495-2		

**SECURITIES ACT REGISTRATIONS.** Effective March 3: Aberle Industries, Inc., 2-25824 (40 days); American Treat, Inc., 2-34660 (90 days); Astro Controls, Inc., 2-34451 (90 days); Belden & Blake Limited Partnership No. 35, 2-34578 and No. 36, 2-35099; Dekalb Agresearch, Inc., 2-36137 (June 1); First Arkansas Bankstock Corp., 2-35571 (90 days); Fruehauf Finance Co., 2-36248 (June 1); International Multi-foods Corp., 2-36090 and 2-36091; Leasco Data Processing Equipment Corp., 2-36314; Leslie Fay Inc., 2-36272; Medevco, 2-34446 (90 days); John Nuveen & Co., (Inc.), 2-36244; Quebec Hydro-Electric Commission, 2-36328; Research-Cottrell, Inc., 2-36157 (Apr 12); Ross Aviation Inc., 2-34720 (June 1); Saxon Industries, Inc., 2-35817 (40 days); Standard Prudential Corp., 2-35787; Sunmade Electric Corp., 2-34368 (90 days); Sysco Corp., 2-34851 (90 days); Texas Electric Service Co., 2-36268; Texfi Industries, Inc., 2-36153 (40 days); Del E. Webb Corp., 2-33674.

**Withdrawn March 2:** Amcore Centers, Inc., 2-30911; Compumatrix International Management Corp., 2-36243; Martin Kaye Distributors, Inc., 2-33029; Southdown, Inc., 2-35380; Veneko Products, Inc., 2-36201.

**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.