

# 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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## COMMISSION ANNOUNCEMENTS

**SEC CALLS FOR HEARING ON NYSE SERVICE CHARGE.** The SEC today announced that its commission rate hearings would be reconvened at 10:00 A.M. on July 13 and continue, if necessary, for the remainder of that week to receive submissions of evidence pertinent to the question whether it is necessary or appropriate in the public interest and to insure public investors adequate access to the securities markets, to extend for some further period of time the interim service charge provided in New York Stock Exchange Rule 383 and related rules of other exchanges. Pending action of the Commission in response to such hearings the Commission will not take action to prevent the temporary continuation by the exchanges of such service charges.

The Commission had anticipated initially that the service charge would expire on July 6 and that further extensions of it would be unnecessary. The NYSE has submitted a request for extension, which was reprinted in the Commission's Release 34-8914. On June 30, 1970, the Exchange made its submission of data in support of the service charge extension. The Exchange also submitted on June 30, a proposed new minimum commission rate schedule which is intended, if adopted, to supplant the existing commission rate schedule as well as the service charge.

In permitting the service charge to continue until the Commission has an opportunity to consider the proposals and comments, the Commission imposed the same terms and conditions which it had initially required including the removal of all restrictions by member firms on transactions by small investors.

The Commission has requested the NYSE to appear at the July 13 hearing to submit testimony and relevant data concerning its request for an extension of the interim service charge. The Commission invites interested persons, including the other exchanges, to submit their views and requests any persons who may wish to present testimony to file appropriate summaries of their presentations with the Secretary of the Commission not later than July 10, 1970. (Release 34-8923)

**APPCA OFFERING PROPOSAL 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 APPCA, Inc., of Springfield, Va. 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 with respect to the public offering of securities not exceeding \$300,000 in amount. APPCA, which proposes to develop and market an anti-pollution device designed to reduce pollution and emissions from automobile engines, filed a notification in January 1969 proposing an offering of 19,290 shares at \$1 per share; also included therein was an offer of rescission to certain purchasers of 30,710 shares. According to the Commission, a Regulation A exemption is not available for APPCA by reason of the issuance of a Federal court order in December 1969 preliminarily enjoining APPCA and James W. McCrocklin, board chairman, from the offer and sale of APPCA securities in violation of the registration and anti-fraud provisions of the Securities Act. The Commission also asserts in its order that APPCA's notification and offering circular fail to disclose the court injunction as well as the offer and sale of APPCA stock in violation of the Securities Act registration and anti-fraud provisions.

## COURT ENFORCEMENT ACTIONS

**WALTER ARNOLD CITED.** The SEC Fort Worth Regional Office announced June 26 (LR-4656) the filing of an action in Federal court in Topeka, seeking an order directing Walter Arnold of Sycamore Valley, Ohio, to show cause why he should not be punished from criminal contempt of a prior court order enjoining his sale of oil interests in violation of the Securities Act registration provisions. The court scheduled the show cause order for hearing on August 4.

**HENDERSON AND SHAVING FOUND GUILTY.** The SEC Denver Regional Office announced June 29 (LR-4657) that a Federal court jury in Minot, N. Dak., had found A. R. "Bobby" Henderson of Minot and John A. O. Shaving of Moorhead, Minn., guilty of violating the Securities Act anti-fraud provisions in the sale of securities of Shoppers Charge Plan, Inc.

OVER

**DESERT DEVELOPMENT PROPOSES OFFERING.** Desert Development Corporation, 250 W. 57th., New York, N. Y. 10019, filed a registration statement (File 2-37788) with the SEC on June 26 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, all or none basis by Frank, Goldman and Drake, Inc., of 100 Evergreen Place, East Orange, N. J. for which it will receive a selling commission of 50¢ per share plus \$25,000 for expenses. The underwriter also will be entitled to purchase, for \$150, six-year warrants for the purchase of 15,000 shares, exercisable after one year at \$6 per share.

Organized in 1962 and with its principal operations conducted in Israel, the company is engaged in the business of growing and marketing a fibrous plant of the group of rushes known as "Juncus Maritimus" in the Negev Desert in Israel without using fresh water, for use as a principal ingredient in mats, baskets, fodder for cattle and other purposes. The net proceeds of its stock offering will be used principally to develop the remaining 375 acres of the initial 500 acres under agreement with the Israel government. The company now has outstanding 375,000 shares (their average book value based on cash investments made is \$1.37 per share), of which Rudolph J. Boyko, president, owns 34.20%, Isaac E. Schine, Board Chairman, 11.48%, and management officials as a group 71.79%. Purchasers of the shares being registered will acquire a 40% stock interest in the company for their investment of \$1,250,000; present holders will then own 40%, for which they paid an aggregate of \$515,386.

**AMERICAN FINANCE SYSTEM TO SELL DEBENTURES.** American Finance System Incorporated, 1100 Wilmington Trust Bldg, Wilmington, Del. 19801, filed a registration statement (File 2-37789) with the SEC on June 26 seeking registration of \$15,000,000 of capital debentures due 1977, to be offered for public sale at 100% of principal amount. The offering is not to be underwritten; solicitations will be made by soliciting dealers headed by dealer manager, Hopper, Soliday, Brooke, Sheridan, Inc., of 1420 Walnut St., Philadelphia, Pa. 19102. The interest rate and selling commissions are to be supplied by amendment.

The company is primarily engaged in the consumer finance (small loan) business. Net proceeds of its debenture sale will be added to its general funds and used initially to reduce outstanding short-term loans, the proceeds of which were used primarily to provide subsidiaries with funds to carry on their respective businesses. Davis Weir is board chairman, David A. Penney vice chairman, and L. J. Holroyd president.

**SHERIDANE DESIGNS FILES FOR OFFERING.** Sheridane Designs Ltd., Inc., 14 East 34th., New York, N. Y., filed a registration statement (File 2-37790) with the SEC on June 29 seeking registration of \$262,500 of convertible subordinate debentures, due 1980, and 90,000 shares of common stock, to be offered in units of \$100 debenture and an unspecified number of shares. The units will be offered for subscription by recipients of 19,177 common and 19,177 preferred shares of the company to be distributed by Great Lakes Terminal Warehouse Company; the rate of subscription is to be supplied by amendment, as are the subscription price per unit and the underwriting terms. Sterling, Grace Securities Corporation is listed as the principal underwriter.

The company (formerly Cravat Pierre Ltd.) is engaged in the import, manufacture and distribution of men's quality neckwear and scarves, men's and ladies' sunglasses and certain other men's furnishings under the "Pierre Cardin" label. Its products are sold to department stores and specialty stores. The net proceeds of this financing will be used for various promotional and other purposes, for working capital and for general corporate purposes. The company now has outstanding 529,815 common shares, with a 46¢ per share book value, of which Michael T. Kellerman and Morton Spar, co-chairmen, own 45% each.

**SOUTHWEST FOREST INDUSTRIES SHARES IN REGISTRATION.** Southwest Forest Industries, Inc., 300 West Osborn Rd., Phoenix, Ariz. 85011, filed a registration statement (File 2-37791) with the SEC on June 29 seeking registration of 2,123,276 shares of common stock and 1,703 common stock purchase warrants. Of the shares, 2,000,000 may be issued in connection with mergers or in exchange for the business and assets or capital stock of other companies. The remaining 132,796 shares and the 1,703 common stock purchase warrants are outstanding securities and were issued in connection with certain acquisitions and may be offered for sale from time to time by the holders thereof.

The company is engaged in the manufacture and sale of lumber and wood products, the manufacture and sale of paper and paper products, the distribution of trucks and equipment and the development and sale of real estate and shelter. In addition to indebtedness and preferred stock, it has outstanding 3,361,304 common shares. L. M. Hanson and his wife may sell 28,571 of 114,286 shares held and a large number of others the remaining securities being registered.

**MAXITRON TO SELL STOCK.** Maxitron Corporation, 2781 Dixwell Ave., Hamden, Conn., filed a registration statement (File 2-37792) with the SEC on June 29 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a "best efforts, all or none" basis by First Philadelphia Corporation, 80 Wall St., New York, N.Y., which will receive a 50¢ per share selling commission plus \$15,000 for expenses. The company has agreed to sell the underwriters, at 1¢ per warrants, six-year warrants to purchase 10,000 shares, exercisable after one year at \$5 per share.

Organized in February 1969 as Resource Appliance Technology Corporation, the company is in the development stage. It proposes to develop and market a residential and commercial air purifier and a residential pool filtration product. Of the net proceeds of its stock sale, \$280,000 will be used in connection with the proposed air purification product; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 394,066 common shares (with a 12¢ per share net tangible book value), of which Joseph Stein, president, owns 43.1%. Purchasers of the shares being registered will acquire a 20.2% stock interest in the company for their investment of \$500,000 (they will sustain an immediate dilution of \$4.09 in per share book value from the offering price); present shareholders will then own 79.8%, for which they paid \$102,400 or 26¢ per share.

**POLLUTION CONTROL INDUSTRIES TO SELL STOCK.** Pollution Control Industries, Inc., 507 Canal St., Stamford, Conn., filed a registration statement (File 2-37793) with the SEC on June 29 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made by Mayflower Securities Co., Inc., 32 Broadway, New York, N. Y. which will receive a 50¢ per share commission plus \$30,000 for expenses. The company has agreed to sell the underwriter, at 1¢ per warrant, five-year warrants to purchase 30,000 shares, exercisable after one year at \$5 per share.

Organized in February 1969, the company is principally engaged in the design and development of ozone generation systems and devices, gas analyzer systems and devices and related infra-red detection devices. Of the net proceeds of its stock sale, \$250,000 will be applied to the purchase of equipment and materials, \$250,000 to expand the marketing program and, if necessary, additional sales facilities, and \$300,000 to purchase inventory and raw materials; 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 380,382 common shares (with a 39¢ per share net tangible book value deficit), of which Eskil Karlson, first vice president, owns 10.2%, management officials as a group 27.2% and the Sidney Azeez Family 19.2%. Purchasers of the shares being registered will acquire a 44% stock interest in the company for their investment of \$1,500,000 (they will sustain an immediate dilution of \$3.28 in per share book value from the offering price); present shareholders will then own 56%, for which they paid \$225,850 or 59¢ per share.

**AVTEK TO SELL STOCK.** Avtek Corp., 111 Westminster St., Providence, R. I., filed a registration statement (File 2-37794) with the SEC on June 29 seeking registration of 200,000 shares of common 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 by H. E. Simpson Securities, Inc., 40 Exchange Place, and Granite Securities Corporation, 11 West 42nd St., both of New York, N. Y., which will receive a 60¢ per share selling commission plus \$20,000 for expenses. The principal stockholders have agreed to sell the underwriters 6,000 shares for \$600; the company has agreed to sell the underwriters, at 2¢ per warrant, five-year warrants to purchase 5,000 shares, exercisable after two years at \$6.60 per share.

Organized in March 1969, the company is engaged in providing financial and management consulting services, in investing funds in small businesses in the development stage and in developing the growth of the companies in which it invests through financial planning and guidance. Of the net proceeds of its stock sale, \$250,000 will be used for the acquisition of land and the construction and equipping of additional day care centers and \$500,000 for investment in small businesses in their development stage; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 644,117 common shares (with a 46¢ per share book value), of which Thomas L. De Petrillo, president, owns 24.5% and management officials as a group 41%. Purchasers of the shares being registered will sustain an immediate dilution of \$4.96 in per share book value from the offering price.

**SIERRA PETROLEUM PROPOSES EXCHANGE OFFER.** Sierra Petroleum Co., Inc., 302 G-M Bldg., 211 North Broadway, Wichita, Kansas 67202, filed a registration statement (File 2-37795) with the SEC on June 29 seeking registration of \$656,760 of 8% registered debentures, due from 1971 to 1980. It is proposed to offer these debentures and cash in exchange for the common and preferred stock of The Wichita Union Stock Yards Company, at the rate of \$5 cash and a \$60 debenture for each common or preferred share of Union Stock Yards.

Sierra is engaged primarily in the operation of oil and gas producing properties. Union Stock Yards is engaged in operating a general public stockyard where cattle and other types of livestock are received, kept and delivered for sellers and buyers thereof. In addition to indebtedness, Sierra has outstanding 2,811,039 common shares, of which W. A. Michaelis, Jr., president, owns 42.5% and William Graham, Inc. 32%. Marjorie Lois Graham (wife of William Graham, vice president of Sierra) owns 43% of the outstanding voting stock of William Graham, Inc., and all the remaining outstanding shares (both voting and non-voting) are owned by their children.

**NORTHERN STATES POWER TO SELL STOCK.** Northern States Power Company, 414 Nicollet Mall, Minneapolis, Minn. 55401, filed a registration statement (File 2-37796) with the SEC on June 29 seeking registration of 250,000 shares of cumulative preferred stock (\$100 par), to be offered for public sale at competitive bidding. A public utility, the company will use the net proceeds of its stock sale to prepay part of the outstanding short-term borrowings (estimated at \$55 million), incurred in connection with the company's construction program. Construction expenditures are estimated at \$173 million in 1970 and \$596 million in the four-year period 1971-1974.

**COACHES OF AMERICA TO SELL STOCK.** Coaches of America, Inc., Fortune Coronado Towers, 6006 N. Mesa St., El Paso, Tex. 79912, filed a registration statement (File 2-37797) with the SEC on June 29 seeking registration of 400,000 shares of common stock, to be offered for public sale through underwriters headed by Earp, Kenney & Smith, Inc., Republic National Bank Bldg, Dallas, Tex. 75201. The offering price (\$3 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Earp firm, for \$400, five-year warrants to purchase 40,000 shares, exercisable after one year at 120% of the offering price. Also included in this statement are 100,000 common shares reserved for issuance upon exercise of options granted pursuant to the company's Agents' Stock Option Plan.

The company was organized in June 1968 for the purposes of acquiring and holding the capital stock of certain life insurance companies and of acquiring the stock of other insurance companies and non-insurance companies. Of the net proceeds of its stock sale, \$200,000 will be used in connection with the acquisition of, and to provide additional working capital for, Pioneer Financial Services, Inc., \$170,000 in connection with the acquisition of Automated Data Processing of El Paso, Inc., \$75,000 in connection with the acquisition of The Athletic Supply of Abilene, Inc. and \$75,000 in connection with the Acquisition of Brotherton & White, Inc.; the balance will be added to the company's general funds and used to reduce short-term bank indebtedness incurred in the acquisition of certain of its subsidiaries, for the possible acquisition of other companies and for other corporate purposes. In addition to indebtedness, the company has outstanding 1,923,789 common shares, of which management officials as a group own 25%. O.B. Haley is board chairman and president.

**TERRACOR FILES FOR OFFERING AND SECONDARY.** Terracor, 529 East South Temple, Salt Lake City, Utah 84102, filed a registration statement (File 2-37798) with the SEC on June 29 seeking registration of 675,000 shares of common stock, of which 511,000 are to be offered for public sale by the company and 164,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by A.G. Edwards & Sons, Inc., 409 North Eighth St., St. Louis, Mo. 63101; the offering price (\$13 per share maximum\*) and underwriting terms are to be supplied by amendment. In October 1969, the Edwards firm purchased 12,500 shares at \$8 per share, received a five-year warrant to purchase 20,000 shares at an exercise price of \$12 per share and was reimbursed for expenses of \$7,500 in connection with services in arranging the sale by the company of 62,500 shares. Five officials of that firm purchased 10,000 shares at \$8 per share.

Organized in 1968, the company is engaged in acquiring and developing large tracts of land and marketing home, condominium and commercial sites in these developments. Of the net proceeds of its sale of additional stock, \$3,150,000 will be used for planning, engineering and development of existing projects, \$1,525,000 for repayment of debt (current), \$650,000 for advertising and marketing and \$400,000 for payments on existing land purchase contracts; the balance will be added to the company's working capital and used for general corporate purposes. Of the current indebtedness to be repaid, \$600,000 was incurred to provide funds for the continued development of four separate communities in Washington County, Utah and the purchase of additional land for the project, \$500,000 to purchase additional land for two other developments and the balance to provide working capital. In addition to indebtedness, the company has outstanding 2,105,278 common shares (with a \$2.79 per share net tangible book value), of which Glendon E. Johnson, board chairman, and Franklin D. Johnson, president, own 11% each and management officials as a group 48%. Purchasers of the shares being registered will acquire a 26% stock interest in the company for their investment of \$8,775,000\*; present shareholders will then own 74%, issued for an aggregate consideration of \$3,266,152.

**INTERNATIONAL RESEARCH AND DEVELOPMENT FILES FOR OFFERING AND SECONDARY.** International Research and Development Corp., 900 North Main St., Mattawan, Mich. 49071, filed a registration statement (File 2-37799) with the SEC on June 29 seeking registration of 205,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 5,000 (being outstanding shares) by the holder thereof. The offering is to be made through underwriters headed by First of Michigan Corporation, 1200 Buhl Bldg., Detroit, Mich. 48226; the offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment.

Organized in 1962, the company provides independent consultation and laboratory evaluation services, principally with respect to the determination of the safety or potential hazard of drugs or other chemicals. Of the net proceeds of its sale of additional stock, \$500,000 will be used to construct an addition to the company's present laboratory facilities at Mattawan, \$250,000 to purchase equipment for use in this addition and in present facilities and \$150,000 to construct and equip additional facilities at Essexville, Michigan; 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 499,000 common shares, of which Francis X. Wazeter, president, and his mother own 12.9% and management officials as a group 39.5%. Robert de S. Couch, a director, proposes to sell 5,000 of 33,757 shares held.

**AERIAL APPLICATION TECHNOLOGY TO SELL STOCK.** Aerial Application Technology, Inc., 4600 East McKellips Rd., Falcon Field, Mesa, Ariz. 85201, filed a registration statement (File 2-37800) with the SEC on June 29 seeking registration of 300,000 shares of common stock, to be offered for public sale through underwriters headed by Adams & Peck, 120 Broadway, New York, N. Y. 10005. The offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriters up to \$25,000 for expenses.

Organized in November 1968, the company through subsidiaries is principally engaged in providing aerial spraying, dusting, seeding and fertilizing services to farmers, ranchers and governmental agencies for crops, forests and ranges, as well as in fighting forest fires. Of the net proceeds of its stock sale, \$3,000,000 will be used to retire bank indebtedness, \$500,000 for research, development and other expenses and \$1,040,000 to meet installments on account of principal and interest payable in connection with the company's acquisition of its subsidiaries; 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 551,000 common shares (with a \$1.39 per share net tangible book value), of which Stuart M. Speiser, board chairman, and his wife own 13.6% each, management officials as a group 35.5% and IOS Venture Fund 12.7%.

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**ARGO PETROLEUM TO SELL STOCK.** Argo Petroleum Corporation, 10889 Wilshire Blvd., Los Angeles, Calif. 90024, filed a registration statement (File 2-37801) with the SEC on June 29 seeking registration of 350,000 shares of common stock, to be offered for public sale at \$10 per share. The offering is to be made through underwriters headed by Frank, Goldman and Draks, Inc., 80 Wall St., New York, which will receive a \$1 per share commission plus \$40,000 for expenses. Certain shareholders of the company have agreed to sell the Frank firm 35,000 shares at \$7 per share.

Organized in May 1970, the company proposes to acquire (in exchange for 2,550,000 shares of its common stock) and thereafter operate (a) substantially all of the assets (subject to substantially all of the liabilities) of three California limited partnerships, Imperial Oil and Gas, Ltd., Southern California Petroleum, Ltd. and California Pacific Petroleum, Ltd. and (b) certain additional interests in oil and gas properties presently being operated by those entities. Of the net proceeds of its stock sale, the company will apply \$1,940,000 to the repayment of outstanding bank loans (incurred to provide working capital and to finance drilling operations on the company's Ventura County leases); the balance will be added to the company's working capital and used for general corporate purposes including extensive drilling in the company's proven properties as well as acquiring and exploring new properties. Upon completion of the public offerings, Morris S. Frankel, president and board chairman, will own 24.1%, management officials as a group 34.4% and Nathan M. Seltzer 16.3%.

**VIKING SNOWMOBILES TO SELL STOCK.** Viking Snowmobiles, Inc., Twin Valley, Minn., filed a registration statement (File 2-37804) with the SEC on June 29 proposing the public offering of 150,000 shares of common stock. No underwriting is involved; the offering price (\$5 per share maximum\*) is to be supplied by amendment.

Organized in April 1968, the company is engaged in the development, production and sale of the "Viking" snowmobile and accessories. Of the net proceeds of its stock sale, \$190,000 will be used to repay demand bank notes and \$85,000 for the acquisition of land and buildings and improvement to present buildings; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 176,750 common shares (with a \$2.48 per share net tangible book value), of which Ashland Industries, Inc. owns 11.5%. Terrance R. Magnuson is president.

**FIRST NEW MEXICO BANKSHARE PROPOSES EXCHANGE OFFER.** First New Mexico Bankshare Corporation ("Bankshare"), 123 Central Ave., N. W., Albuquerque, N. M. 87101, filed a registration statement (File 2-37805) with the SEC on June 29 seeking registration of 157,900 shares of common stock and 330,000 shares of preferred stock (\$10 par). It is proposed to offer these shares in exchange for all the outstanding common stock of the following banks at the indicated rates: 9 common and 9 preferred shares of Bankshare for each of the 6,000 shares of First National Bank in Raton; 1 common and 7 preferred shares for each of the 12,100 shares of First National Bank of Rio Arriba; .75 common and 2.5 preferred shares for each of the 50,000 shares of Security National Bank of Roswell; and .9 common and 1.1 preferred shares for each of the 60,000 shares of The Merchants Bank. Effectiveness of the exchange offer is contingent upon acceptance by holders of at least 80% of the common stock of each of the offeree Banks.

Bankshare controls one bank which is engaged in general commercial banking. In addition to preferred stock, it has outstanding 581,775 common shares, of which Oscar M. Love, a director, owns 12.9% (75,105 shares), Mrs. Frank A. Mapel, vice president, 18.2% (106,100 shares) and management officials as a group 239,420 shares. James R. Modrall is board chairman and Robert L. Tripp president.

**MCRAE INDUSTRIES FILES FOR SECONDARY.** McRae Industries, Inc., Mount Gilead, N. C. 27306, filed a registration statement (File 2-37806) with the SEC on June 29 seeking registration of 130,161 shares of common stock, of which 113,061 are outstanding shares and 17,100 are issuable upon exercise of certain warrants. These shares may be offered for sale from time to time by the holders or recipients thereof at prices current at the time of sale (\$2 per share maximum\*).

The company is engaged in the manufacture of combat boots for the U. S. Government and, indirectly, in the intra-state carriage of freight. In addition to indebtedness, it has outstanding 1,232,042 common shares, of which management officials as a group own 11.96% and Service Distributing Co., Inc., 34.92%. W. Perebee Sledge may sell all of 25,000 shares held, Southern Investment Company 15,000 of 15,401, Colon Blake 10,000 of 11,750 and a large number of others the remaining shares being registered. Branson J. McRae is president.

**BOYSEN, MITCHELL AND SULLIVAN TO SELL STOCK.** Boyesen, Mitchell and Sullivan Inc., 235 Montgomery St., San Francisco, Calif. 94104, filed a registration statement (File 2-37807) with the SEC on June 29 seeking registration of 30,000 shares of capital stock, to be offered for public sale at \$3 per share. No underwriting is involved.

Organized in December 1969, the company is engaged in the sale of life insurance policies and programs and in the rendering of personal financial planning services to its life insurance customers. Net proceeds of the company's stock sale will be added to its general funds and used for general corporate purposes. The company has outstanding 10,000 common shares, of which Charles J. Mitchell, vice president, Richard E. Sullivan, president, and Peter D. Brathauer, own 1/3 each.

**FAT CITY FILES FOR OFFERING AND SECONDARY.** Fat City Corporation, P. O. Box 2288, Monterey, Calif. 93940, filed a registration statement (File 2-37808) with the SEC on June 29 seeking registration of 200,000 shares of common stock, of which 100,000 are to be offered for public sale by the company and 100,000 (being outstanding shares) by the holders thereof. The offering is to be made through underwriters headed by Thomson & McKinnon Auchincloss, Inc., 2 Broadway, New York 10004; the offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Thomson firm, for \$50, five-year options to purchase 5,000 shares, exercisable after one year at 120% of the offering price.

The company is primarily engaged in commercial feeding of cattle owned by others. Of the net proceeds of its sale of additional stock, \$300,000 will be used to construct an administrative office building in Monterey and the balance will be added to the company's working capital which was reduced by some \$450,000 to finance in part the expansion of its feed lot. In addition to indebtedness, the company has outstanding 900,000 common shares (with a \$1.80 per share net tangible book value), of which Jim Marks, president, and board chairman, owns 58% and management officials as a group 96.6%. Marks proposes to sell 57,980 of 521,821 shares held, Robert Swanston III and Eldon R. Hugia, vice presidents, 19,320 each of 173,900 shares held each and two others the remaining shares being registered.

**REX PRECISION PRODUCTS FILES FOR SECONDARY.** Rex Precision Products, Inc., 14831 Maple Ave., Gardena, Calif. 90249, filed a registration statement (File 2-37809) with the SEC on June 29 seeking registration of 170,000 outstanding shares of common stock, to be offered for public sale by the holders thereof. The offering is to be made through underwriters headed by B. J. Lerner & Co., Inc., 618 S. Spring St., Los Angeles, Calif. 90014; the offering price (\$9 per share maximum\*) and underwriting terms are to be supplied by amendment. L. B. Howerton, one of the selling stockholders, has agreed to sell 4,800 shares to the Lerner firm for \$480.

The company is engaged in the manufacture and sale of precision investment castings made to customer specifications and design. In addition to indebtedness, it has outstanding 423,600 common shares, of which L. B. Howerton, board chairman, owns 35% and Geza Demeter, president, 32%. Howerton proposes to sell 143,450 shares and three other family members the remaining shares being registered. Upon completion of this offering and the sale of shares to the Lerner firm, the selling shareholders will no longer own any of the company's stock.

**NATIONAL GENERAL SHARES IN REGISTRATION.** National General Corporation, One Carthy Plaza, Los Angeles, Calif. 90048, filed a registration statement (File 2-37810) with the SEC on June 29 seeking registration of 340,000 shares of common stock, of which 100,000 shares were issued to A. C. Israel & Co. (a partnership) pursuant to an agreement of June 16, 1970, which contained an obligation to register such shares, and 240,000 shares are issuable upon exercise of qualified stock options granted or to be granted by the company. The company has outstanding 4,911,033 common shares.

**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:  
Weyenberg Shoe Manufacturing Company, Milwaukee, Wis. 53201 (File 2-37786) - 70,900 shares  
Piedmont Natural Gas Company, Inc., Charlotte, N. C. (File 2-37802) - 60,000 shares

#### MISCELLANEOUS

**DELISTING GRANTED.** The SEC has issued an order under the Securities Exchange Act (Release 34-8910) granting an application of the Pacific Coast Stock Exchange to strike from listing and registration the common stock of Air West, Inc., at the company's request (and based upon shareholder approval on March 23, 1970, of a plan of complete liquidation of the company).

**CONTINENTAL VENDING 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 July 5-14, 1970, inclusive.

**SECURITIES ACT REGISTRATIONS.** Effective July 1: Bell System Savings Plan, 2-37735; Beneficial Corp., 2-37566; The Brooklyn Union Gas Co., 2-37433; Continental Telephone Corp., 2-37747 and 2-37748; The Detroit Edison Co., 2-37585; Echo Oil Corp., 2-31041 (90 days); New England Gas & Electric Assoc., 2-37652; Turbodyne Corp., 2-37180 (Sep 29); Union Tank Car Co., 2-37583 (Aug 10); Pacific Power & Light Co., 2-37436.

**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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