

# 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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**INVESTMENT COMPANY "GUIDE LINES" PROPOSED.** The SEC today announced proposed guidelines to assist issuers, their counsel, accountants and others in the preparation and filing of (a) Form N-8b-1 registration statements under the Investment Company Act by both open-end and closed-end management investment companies (Release IC-5633) and (b) Forms S-4 and S-5 statements for the registration of securities under the Securities Act by such companies (Release 33-4953). It is anticipated that adherence to these guidelines will not only facilitate the preparation and filing of such documents but also substantially expedite their examination by the Division of Corporate Regulation.

The Commission observed that the policies embodied in the guidelines will be changed should experience or altered factual situations require. It is contemplated that additional guidelines will be published from time to time; and the Commission invited the submission of comments and suggestions on or before April 15 so the Division may have the opportunity to consider same before these guidelines are published in definitive form. Furthermore, the guidelines may have only limited applicability to unusual situations; and companies with highly speculative investment policies may require special responses to various items of the forms.

**CML VARIABLE ANNUITY ACCOUNT A SEEKS ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5627) giving interested persons until March 20 to request a hearing upon an application of CML Variable Annuity Account A and Connecticut Mutual Life Insurance Company, Hartford, for exemption from certain provisions of the Act. Insurance Company established Account A as the facility through which Insurance Company will set aside and invest assets attributable to variable annuity contracts.

**CENTRAL & SW CORP. RECEIVES ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16306) authorizing Central & South West Corporation, Wilmington, Del., holding company, to amend its charter so as to increase the par value of its common shares from \$2.50 to \$7 per share and, in connection therewith, to transfer from paid-in surplus to its common stock capital account the sum of \$4.50 for each outstanding share as of the date of the amendment. This would have resulted in the transfer of \$95,967,985 of paid-in surplus to the common stock capital account as of December 31, 1968.

**METROPOLITAN EDISON SEEKS ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16307) giving interested persons until March 31 to request a hearing upon a proposal of Metropolitan Edison Company ("Met-Ed"), Berks County, Pa., subsidiary of General Public Utilities Corporation, to issue and sell from time to time prior to April 30, 1970, some \$28,300,000 of promissory notes to ten banks. Met-Ed intends to use the net proceeds of its borrowing to finance its business as a public utility company, including provisions for construction expenditures, the repayment of other short-term borrowings, and the temporary reimbursement of its treasury for construction expenditures provided therefrom. Construction expenditures are estimated at \$100 million for 1969.

**POTOMAC EDISON SEEKS ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16308) giving interested persons until March 31 to request a hearing upon a proposal of The Potomac Edison Company, Hagerstown, Md., to make additional investments in its subsidiaries as follows: \$1,200,000 for 240,000 shares of The Potomac Edison Company of Pennsylvania ("PE-Pa."), \$2,325,000 for 23,250 shares of The Potomac Edison Company of Virginia ("PE-Va."), and \$5,125,000 for 51,250 shares of The Potomac Edison Company of West Virginia ("PE-W.Va."). Net proceeds will be used by the subsidiaries to finance property additions and improvements. Construction expenditures for 1969 are estimated to be \$2,053,000 for PE-Pa., \$3,663,000 for PE-Va., and \$6,746,000 for PE-W.Va.

**DIVERSIFIED BROKERS, OTHERS ENJOINED.** The SEC Chicago Regional Office announced February 28 (LR-4254) that the U. S. District Court (ED Mo.) had enjoined violations of the Securities Act registration and anti-fraud provisions by Diversified Brokers Company, Inc., Donald P. Smallwood, Harold F. Connell and Roy E. Lay, in the offer and sale of notes of Diversified Brokers Company. The court order, to which the defendants consented, also provided for the appointment of a receiver for the said company.

**ELEVEN CITED IN SALE OF TOP NOTCH URANIUM STOCK.** The SEC Denver Regional Office announced March 5 (LR-4255) the filing of a complaint seeking to enjoin violations of the registration and anti-fraud provisions of the Federal securities laws by the following in the sale of stock of Top Notch Uranium & Mining Corporation: John W. Taylor, Robert S. Jenson, Frank M. Whitney, Donald D. Glenn and Sharon A. Todd, all of Salt Lake City, Utah, and Gary L. Barton of Woods Cross, Utah. The complaint also seeks to enjoin violations of the registration provisions by the following: Charles N. Pierson, Barraco & Company, a broker-dealer of Salt Lake City, Utah, E. H. Coltharp & Company, a broker-dealer of Salt Lake City, Utah, Richard E. Whitney, K. Ralph Bowman and Edna Montani, all of Salt Lake City, Utah.

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**POWER OIL, OTHERS ENJOINED.** The SEC Fort Worth Regional Office announced March 7 (LR-4256) that the U. S. District Court in Dallas had enjoined violations of the Securities Act registration provisions by the following in the offer and sale of stock of Power Oil Company: Power Oil, G & F Operating Trust, Regal Oil & Gas Company, Shamrock Leasing & Trading Company, Harold L. Banister, R. J. Bateman, Cloyce F. Chandler, Martin W. Joste, Robert H. Martin, William Z. Nathan and Richard H. Parker, all of Houston, Tex.; C. Bruce Ellsworth of Corpus Christi, Tex., Harris R. Fender of Tyler, Tex., Dalton C. Smith of New Orleans, La., and R. L. Wingfield of Dallas, Tex. These defendants consented to the court order. Also named in the Commission's complaint were Al W. Dugan, Nortex Corporation and Lamar Carnes.

**TRADING IN MOONEY AIRCRAFT TO RESUME.** The SEC has determined not to continue beyond March 15 the ban on trading in the common stock of Mooney Aircraft, Inc., of Kerrville, Texas. The Commission cautioned, however, that present shareholders and prospective purchasers of Mooney Aircraft, Inc. common stock, in connection with any future transactions in such securities, should consider carefully the information related in its announcement.

The Commission originally suspended trading in the stock on October 18, 1968. Subsequently, in January, the U. S. District Court (WD Tex.) enjoined the sale of stock of that company and of Mooney Corporation (an affiliate) in violation of the registration and anti-fraud provisions of the Securities Act. In February, both companies filed a petition in bankruptcy, following losses of \$1,235,996 for the fiscal year ended October 31, 1967, \$1,631,084 for the fiscal year ended October 31, 1968, and approximately \$750,000 since November 1, 1968. The debtors, in their joint petition, listed combined assets totalling approximately \$5 million, with fixed liabilities approximating \$8 million and undetermined contingent liabilities. For further details, see Release 34-8548.

**DELISTING GRANTED.** The SEC has issued an order under the Securities Exchange Act (Release 34-8551) granting an application of the American Stock Exchange to strike from listing and registration the common stock of Vinco Corporation. In January 1963, the company filed a petition for reorganization under Chapter X of the Bankruptcy Act with the USDC for the Eastern District of Michigan, Southern Division, and in February of that year, the Exchange suspended dealings in the common stock of the company upon the discontinuance of transfer facilities for the issue. In November 1968, the court issued an order confirming the sale of the company's assets and, in January 1969, the Trustee advised the Exchange that he would not oppose the delisting of Vinco shares by the Exchange.

**UNLISTED TRADING REPORTED.** The SEC has issued orders under the Securities Exchange Act granting applications of (a) the Cincinnati Stock Exchange for unlisted trading privileges in the common stock of Clorox Company, (b) the Philadelphia-Baltimore-Washington Stock Exchange for such privileges in the common stocks of Travelers Corporation and Pioneer System Inc., and (c) the Spokane Stock Exchange for such privileges in the common stock of Gulf Resources & Chemical Corporation.

Orders have also been issued giving interested persons until March 25 to request a hearing upon applications of (a) the Boston Stock Exchange for unlisted trading privileges in the common stocks of Carolina Power and Light Company, Industrial Bancorp, Incorporated, Kimberly-Clark Corporation, May Department Stores Company, Northwest Bancorporation, Ogden Corporation, Southwestern Public Service Co., and Travelers Corporation, (b) the Detroit Stock Exchange for such privileges in the common stock of Santa Fe Industries, Inc., and (c) the Philadelphia-Baltimore-Washington Stock Exchange for such privileges in the common stocks of Chromalloy American Corporation, Universal Container Corporation and Federal Resources Corp.

**PROOF LOCK INTERNATIONAL FILES OFFERING PROPOSAL.** Proof Lock International, Inc., 40 East 69th St., New York 10021, filed a registration statement (File 2-31948) with the SEC on March 3 seeking registration of 90,000 shares of common stock and 45,000 common stock purchase warrants, to be offered for public sale in units consisting of 2 shares and 1 warrant and at \$10.25 per unit. The offering is to be made by underwriters headed by D. H. Thomas & Co., 54 Wall St., New York, which will receive a \$1.025 per unit commission plus \$11,500 for expenses. The company has agreed to sell to the underwriters for \$135, seven-year warrants to purchase 13,500 common shares exercisable initially (after 13 months) at \$5 per share.

The company was organized in January to acquire all of the assets of Prooflock International, Ltd.; among the assets transferred to the company was a patent covering a "safety lock" device ("Prooflock"). The company intends to engage in the business of manufacturing, selling and distributing anti-theft devices with particular emphasis on the Prooflock; and the net proceeds of its stock sale are to be devoted to such purposes. The company now has outstanding 85,000 common shares (with a 64¢ per share book value), of which Sam Shiao-Ming Hsu, executive vice president, owns 60.4% and management officials as a group 84.4%. Edward A. O'Neal, Jr., is president. Purchasers of the shares being registered will acquire a 51.4% stock interest in the company for their investment of \$461,250 (they will sustain an immediate dilution in book value of \$2.18 per share from the offering price); present stockholders will then own 48.6% for their investment of \$54,474 and property (patent).

**CIRCLE K CORP. FILES FOR OFFERING AND SECONDARY.** The Circle K Corporation, 900 Magoffin Ave., El Paso, Tex. 79901, filed a registration statement (File 2-31949) with the SEC on March 3 seeking registration of 225,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 25,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Eppler, Guerin & Turner, Inc., 3900 1st National Bank Bldg., Dallas, Tex.; the offering price (\$28 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company operates a chain of retail drive-in grocery stores in Arizona, Texas, New Mexico, California, Colorado and Idaho. Net proceeds of its sale of additional shares will be added to general

funds to be used as additional working capital to finance the initial inventory requirements and opening costs of additional stores, the cost of land and store buildings pending sale to lessors, and the installation of self-service gasoline facilities at some of the stores. In addition to indebtedness, the company has outstanding 1,041,248 shares of common and 407,560 shares of Class B common stock. Fred T. Hervey, president, holds 38.5% of the common as trustee under trusts for the benefit of his children and grandchildren; Hervey owns 10,000 common shares (which he proposes to sell) and 271,559 or 71% of the Class B common. H. T. Etheridge, Jr., secretary-treasurer, proposes to sell the remaining 15,000 common shares being registered.

**BOUQUET RIVER PAPER MILLS FILES OFFERING PROPOSAL.** Bouquet River Paper Mills, Inc., 650 Park Ave., New York 10021, filed a registration statement (File 2-31950) with the SEC on March 4 seeking registration of 500,000 shares of common stock, to be offered for public sale at \$12 per share. The offering is to be made on an agency, "all or none" basis by Benjamin Werner & Co., 19 Rector St., New York, for which it will receive a 10% selling commission plus \$25,000 for expenses. The company also has agreed to sell to the underwriter, for \$500, six-year warrants for the purchase of 50,000 shares, exercisable after one year at \$13.20 per share. A finder's fee of \$75,000 is payable to ITI, Inc.

The company was organized in February to manufacture and sell facial tissues, facial-type towels and facial-type bathroom tissue. It proposes to construct a plant and install manufacturing facilities on property near Willsboro, N. Y., on which it has an option. Total commitments for the land, construction and facilities approximate \$4,700,000. Net proceeds of its stock sale will be devoted to those and related purposes. The company now has outstanding 1,500,000 common shares (with a tangible book value of 33¢ per share), owned in equal amounts by Sherman R. Wiesen, board chairman, and Stanley G. Preston, president. Purchasers of the shares being registered will acquire a 25% stock interest in the company for their investment of \$6,000,000 (they will sustain an immediate dilution of \$9.14 per share book value from the offering price); present stockholders will then own 75%, for which they will have paid an aggregate of \$495,000.

**PHYSICAL MEDICINE SERVICES TO SELL STOCK.** Physical Medicine Services, Inc., 2736 North Hampden Court, Chicago, Ill., filed a registration statement (File 2-31951) with the SEC on March 4 seeking registration of 150,000 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 through Alessandrini & Co., Inc., 11 Broadway, New York, which will receive a 50¢ per share selling commission plus \$7,500 for expenses. The company has agreed to sell 10,000 common shares to the underwriter, at \$1 per share, nontransferable for one year. In February, the company sold 10,000 shares to Epstein, Sachnoff & Schragar, at \$1 per share, for legal services performed in connection with this offering.

Organized in October 1968, the company is engaged in providing physical therapy services to patients of extended care facilities, nursing homes, shelter care homes and homes for the aged. Of the net proceeds of its stock sale, \$200,000 will be used for the purchase of land, \$100,000 for the construction of a building, and \$50,000 for the purchase of equipment, all in connection with the establishment of the company's second out-patient health clinic; the balance will be added to working capital and used to finance start-up costs in connection with expansion of the company's physical therapy services to additional nursing homes and related institutions and initial costs incurred in connection with its first outpatient clinic. The company has outstanding 445,000 common shares (with a 3¢ per share book value), of which Jesse Squire, president, owns 97.8%. Upon completion of this offering, the purchasers of the shares being registered will own 24.39% of the then outstanding stock, for which they will have paid \$750,000; the present shareholders will then own 75.61%, which shares had an aggregate book value of \$15,738.

**INFRA-RED CIRCUITS TO SELL STOCK.** Infra-Red Circuits & Controls Corp., 437 5th Ave., New York 10016, filed a registration statement (File 2-31952) with the SEC on March 4 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through underwriters headed by Frank Ginberg & Co., Inc., 40 Wall St., New York, which will receive 50¢ per share plus \$15,000 for expenses. The company has agreed to sell the Ginberg firm, for \$175, five-year warrants to purchase 17,500 common shares, exercisable after one year at prices ranging from \$5.35 to \$6.40 per share. The company has also agreed to pay Otto Hansen, \$3,500 and to sell to him, for \$25, like warrants to purchase 2,500 shares, in consideration for his services as a finder.

Organized under New York law in November 1968, the company intends to engage in the business of manufacturing and selling electrical circuits, including infra-red circuits for use as heating elements in building heating units and other electrical heat-producing appliances and other electrical circuits for use by the electronics industry as conductors of electricity. It also proposes to manufacture and sell thermostats. Of the net proceeds of its stock sale, \$100,000 will be used for possible construction and equipping of its plant, \$100,000 for its initial investment in inventory, \$100,000 to purchase dies and tools needed to manufacture thermostats and \$200,000 to carry additional inventory and receivables; the remainder <sup>to be used</sup> to defray the company's start-up and initial operating expenses. The company has outstanding 254,000 common shares (with a 47¢ per share book value), of which Continental Radiant Glass Heating Corp. owns 39.4% and Robert L. Needham, president, 29.5%. Purchasers of the 200,000 shares being registered will acquire a 44.1% stock interest in the company, for which they will have paid \$1,000,000 or \$5 per share; the present shareholders will then own 55.9%, for which the company has received or will receive \$108,000 in cash plus the transfer of technological information and an exclusive license under a patent.

EDUCATION & LEISURE SYSTEMS TO SELL STOCK. Education & Leisure Systems, Inc., 507 Fifth Ave., New York, N. Y. 10016, filed a registration statement (File 2-31956) with the SEC on March 4 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 through Service Securities, Inc., 105 Madison Ave., New York, N. Y. 10016, which will receive a 50¢ per share selling commission plus \$10,000 for expenses. The company also has agreed to sell to the underwriter, for \$100, five-year warrants for the purchase of 10,000 shares, exercisable after 13 months at \$5 per share.

Organized under Delaware law on December 5, the company on December 12 acquired all the outstanding stock of Westchester Star Time, Inc., a New York corporation, in exchange for 176,000 of its shares. The company is in a developmental stage and has had no prior operating history; it intends to engage in the creation, production and sale of music, audio and film productions and shows and promotions primarily for live audiences, radio and television, motion picture theaters, national advertisers and to private and public organizations. Of the net proceeds of its stock sale, \$150,000 will be used to create, produce and sell music, audio and film production and shows and promotions and \$75,000 to create, produce and sell special educational and training films; the balance will be added to working capital and used for general corporate purposes, including possible acquisitions. The company has outstanding 220,000 common shares (with a 25¢ per share book value), of which Henry S. Harris, board chairman, and Eugene Weiss, executive vice president, own 26% each and management officials as a group 67.9%. Upon completion of this offering, the purchasers of the shares being registered will sustain an immediate dilution of \$3.55 in the per share book value from the public offering price and the present stockholders will benefit by an increase of \$1.45 per share in book value. The assets acquired by the company in the exchange of stock of shares of Westchester Star-Time consisted principally of a license agreement with the City of Mount Vernon providing for the rental of an open-air municipal stadium known as Memorial Field.

NORTHERN RESEARCH & ENGINEERING FILES FOR OFFERING AND SECONDARY. Northern Research and Engineering Corporation, 219 Vassar St., Cambridge, Mass. 02139, filed a registration statement (File 2-31957) with the SEC on March 4 seeking registration of 100,000 shares of common stock, of which 90,000 are to be offered for public sale by the company and 10,000 (being outstanding shares) by the present holder thereof (J. W. Rizika, president). The offering is to be made at \$14.50 per share through Sterman & Gowell, Incorporated, 120 Water St., Boston, Mass. 02109, which will receive a \$1.20 per share commission plus \$25,000 for expenses. The company and selling stockholder have agreed to sell 9,000 and 1,000 shares, respectively, to the designees of Sterman & Gowell, for \$1,000, which may not be resold for one year.

The company is engaged in research, development and engineering in the fields of energy and power conversion and environmental control, with major activities applied to the design and development of turbo-machinery and gas turbine components for industrial and military applications. Of the net proceeds of its sale of additional stock, the company will use \$900,000 to finance proprietary product developments, \$300,000 to finance construction of additional experimental facilities and \$150,000 for leasehold improvements; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 270,961 common shares, of which Rizika owns 82%; he proposes to sell 10,000 of 221,433 shares held.

NATIONAL HOMES SHARES IN REGISTRATION. National Homes Corporation, Earl Avenue at Wallace, Lafayette, Ind. 47902, filed a registration statement (File 2-31958) with the SEC on March 3 seeking registration of 139,036 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof, on the Midwest Stock Exchange or otherwise, at prices current at the time of sale (\$23 per share maximum\*). They were issued in connection with certain recent acquisitions by the company. The fourteen selling stockholders include Ray L. and Shirley L. Allen (25,070 shares), John A. Moss (43,916) and William C. Medley (30,000). The company has 5,389,597 shares outstanding.

VEECO INSTRUMENTS FILES FOR OFFERING AND SECONDARY. Veeco Instruments Inc., Plainview, L. I., N. Y. 11083, filed a registration statement (File 2-31959) with the SEC on March 4 seeking registration of 300,000 shares of common stock, of which 125,000 are to be offered for public sale by the company and 175,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Drexel Harriman Ripley, Inc., 60 Broad St., New York, N. Y. 10004; the offering price (\$32 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company designs, manufactures and sells high and ultra high vacuum equipment and related instruments, and power supplies, power systems and power instruments for the conversion, regulation and measurement of electric power. Of the net proceeds of its sale of additional stock, \$1,500,000 will be used to prepay bank notes under a revolving credit the proceeds of which were used for working capital and \$485,000 for payment of the balance of the purchase price of Industrial Transformer Corporation; the balance will be used for working capital purposes. In addition to indebtedness, the company has outstanding 1,122,313 shares of common stock, of which Albert Nerken, board chairman, and Frank Raible, president, own 28.6% and 28.8%, respectively, and management officials as a group 61.5%. Raible proposes to sell 87,500 shares and Nerken 77,850; two others will sell the balance of the shares being registered.

PRODUCERS CHEMICAL FILES OFFERING PROPOSAL. Producers Chemical Company, 1404 S. Cedar St., Borger, Tex. 79007, filed a registration statement (File 2-31960) with the SEC on March 4 seeking registration of 350,000 shares of common stock, to be offered for public sale through underwriters headed by Eppler, Guerin & Turner, Inc., 3900 First National Bank Bldg., Dallas, Tex. 75202. The offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment. The Eppler firm has purchased, for \$175, warrants for the purchase of 17,500 shares.

The company (whose name has been changed to ProChemco, Inc.) is engaged through subsidiaries in oil and gas well servicing, oil and gas production, sale of industrial and agricultural chemicals, custom cattle feeding, ranching and cattle operations and pecan farming. Of the net proceeds of its stock sale, \$1,250,000 will be used to purchase land and construct pens and other facilities for a new cattle feed yard, \$1,000,000 to repay borrowings incurred and to be incurred in an oil well development drilling program presently being undertaken, \$500,000 for additional oil and gas well mobile servicing equipment, and \$750,000 to purchase cattle; the balance will be added to working capital. In addition to indebtedness, the company has outstanding 975,210 common shares, of which Paul F. Engler, board chairman, owns 14.8% and management officials as a group 24.5%. J. B. Watkins is president.

**AMERICAN POLYMERS PROPOSES OFFERING.** American Polymers, Inc., 144 Linwood Ave., Paterson, N. J. 07502, filed a registration statement (File 2-31961) with the SEC on March 4 seeking registration of 135,000 shares of common stock, to be offered for public sale at \$7.50 per share. The offering is to be made on a "best efforts, all or none" basis by Kluger, Ellis & Mann, 26 Broadway, New York, N. Y., which will receive a 9% selling commission plus \$17,500 for expenses. The company also has agreed to sell to the underwriter, for \$135, five-year warrants to purchase 13,500 common shares, exercisable after one year at \$7.50 per share.

The company is a plastics manufacturer which processes virgin chemicals and reprocesses scrap plastics to produce numerous plastic blends, pellets and extruded plastic rods for sale to customers or for its own use in the production of plastic tool handles. Of the net proceeds of its stock sale, \$125,000 will be used to repay outstanding bank and equipment loans (\$100,000) and loans from officers (\$25,000), \$175,000 to finance the cost of moving to a new building site and for installation of required plumbing and electrical fixtures in that building and \$250,000 to purchase new machinery; the balance will be added to working capital and will be used for general corporate purposes, including possible future acquisitions. The company has outstanding 250,000 common shares (with a \$1.13 per share net tangible book value), of which Henry George Jacobs, board chairman and president, owns 80.4% and his wife Dorothy (secretary-treasurer) 19.6%. Purchasers of the shares being registered will sustain an immediate dilution of \$4.54 per share in net tangible book value from the public offering price, and the present shareholders will benefit by an immediate increase of \$1.83 per share in net tangible book value.

**MEAD CORP. SHARES IN REGISTRATION.** The Mead Corporation, 118 West First St., Dayton, Ohio 45402, filed a registration statement (File 2-31962) with the SEC on March 4 seeking registration of 917,622 shares of 1968 \$2.80 voting cumulative preferred stock (convertible) and 93,000 common shares. These securities have been issued in connection with the acquisition by Mead of other corporations and are held by the acquired company or its former stockholders and their transferees. The company has outstanding 3,116,484 shares of the 1968 \$2.80 series preferred and 6,000,860 common shares. Murvern Enterprises, Inc., owns all of the 93,000 common shares and 73,000 of the preferred, issued in the acquisition of S. E. & M. Vernon, Inc. The remaining 844,622 shares of 1968 \$2.80 series preferred shares were issued in the merger of The Woodward Corporation into the company in November 1968. The company has outstanding 3,116,484 shares of the preferred and 6,000,860 shares of the common.

**SYBRON CORP. TO SELL DEBENTURES.** Sybron Corporation, 1100 Midtown Tower, Rochester, N. Y. 14604, filed a registration statement (File 2-31965) with the SEC on March 4 seeking registration of \$30,000,000 of sinking fund debentures, due 1994. The debentures are to be offered for public sale through underwriters headed by Lehman Brothers, One William St., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, 70 Pine St., both of New York, N. Y.; the interest rate, offering price and underwriting terms are to be supplied by amendment.

The company manufactures and sells, on a worldwide basis, a diversified line of equipment and supplies in the following six markets: (1) professional health, including physicians, dentists and hospitals; (2) process industries, including chemical, pharmaceutical, plastics and food and beverage processing; (3) instrumentation; (4) water and waste treatment; (5) laboratories; and (6) specialty chemicals. Of the net proceeds of its stock sale, some \$29,000,000 will be used to repay short-term bank notes (the notes were issued in connection with the purchase of stock of Taylor Instrument Companies prior to its merger into the company); the balance will be added to the company's corporate funds to finance capital expansion and working capital needs. In addition to indebtedness and preferred stock, the company has outstanding 9,182,700 common shares, of which management officials own 9.2%. A. Ritter Shumway is honorary chairman, F. Ritter Shumway is chairman and chief executive officer, Raymond E. Olson is vice chairman, and Donald A. Gaudion is president.

**TEXAS P & L FILES OFFERING PROPOSAL.** Texas Power & Light Company, 1511 Bryan St., Dallas, Tex. 75201, filed a registration statement (File 2-31966) with the SEC on March 5 seeking registration of \$20,000,000 of sinking fund debentures due 1994 and 300,000 shares of preferred stock. The securities are to be offered for public sale at competitive bidding. Net proceeds of this financing, together with a \$10,000,000 cash contribution from Texas Utilities Company (parent) and funds derived from operations, will be used for property additions and other corporate purposes (including the repayment of some \$26,500,000 of loans by the parent used for similar purposes. Construction expenditures are estimated at \$81,200,000 in 1989 and \$98,400,000 in 1970. In addition to indebtedness and preferred stock, the company now has outstanding 12,600,000 common shares, all held by the parent. T. L. Austin, Jr., is president and chief executive officer and W. W. Lynch is board chairman.

**PAUL MUELLER CO. FILES FOR OFFERING AND SECONDARY.** Paul Mueller Company, 1600 West Phelps St., Springfield, Mo. 65801, filed a registration statement (File 2-31968) with the SEC on March 5 seeking registration of 250,000 shares of common stock, of which 50,000 are to be offered for public sale by the company and 200,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York, N. Y. 10004; the offering price (\$22 per share maximum\*) and underwriting terms are to be supplied by amendment.

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The company is engaged in the manufacture of a diversified line of standard and custom-made stainless steel processing equipment for the dairy and brewery industries and of bulk milk coolers; it also manufactures a variety of stainless steel processing equipment for the food and other industries. Of the net proceeds of its sale of additional stock, the company will use \$650,000 for capital expenditures to increase plant capacity at its Springfield facilities and \$200,000 for capital expenditures at its St. Marys, Ontario, plant. An additional \$150,000 will be invested in a joint venture in The Netherlands. The company now has outstanding 1,059,360 common shares, of which Paul Mueller, president, owns 623,496 and other members of the Mueller family 144,408. Mueller proposes to sell 60,752 shares and 18 others the balance of the shares being registered.

**PUBLIC SERVICE CO. OF NEW MEXICO TO SELL BONDS.** Public Service Company of New Mexico, 414 Silver Ave., S. W., Albuquerque, New Mexico 87101, filed a registration statement (File 2-31954) with the SEC on March 4 seeking registration of \$15,000,000 of first mortgage bonds, due 1999, to be offered for public sale at competitive bidding. A public utility, the company will apply net proceeds of its bond sale toward partial repayment of its short-term bank borrowings, proceeds of which were used to provide additional electric generating, transmission and distribution facilities and water storage, and for other corporate purposes. Construction expenditures are estimated at \$22,383,000 for 1969-1970.

**TRANSCONTINENTAL OIL PROPOSES OFFERING.** Transcontinental Oil Programs, Inc., 900 Mid South Towers, Shreveport, La. 71101, filed a registration statement (File 2-31955) with the SEC on March 4 seeking registration of \$5,000,000 of participations (1,000 participations) in its 1969 Program, to be offered for public sale in \$5,000 units. NASD members who solicit sales will receive a 5% commission. The Program is designed to include the proposed drilling of some 15 close-in or development type wells, 30 wildcat wells and the proposed purchase of 15 producing wells. Transcontinental Oil Program, Inc., subsidiary of Transcontinental Oil Corporation, will act as agent. B. Edwin Sackett is chairman and James A. Latham president of the agent and the officers of the agent are the same as those of the parent.

**M. E. PAROBK SENTENCED.** The SEC San Francisco Regional Office announced March 7 (LR-4257) that, following his plea of guilty to one count of indictment charging fraud in the sale of securities, Michael E. Parobek was sentenced by the Federal court in Las Vegas to one year imprisonment followed by five years' probation.

**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 10 News Digest.

8K Reports for January 1969

Pan-Alaska Fisheries, Inc.(7, 9,13)	0-1692-2	Aguirre Co.(7,11)	1-510-2
Peoples Gas Light & Coke Co. (12)	2-26983-2	Farmland Industries, Inc.(7,8)	2-7250-2
American Foods, Inc.(7)	0-2265-2	Grow Chemical Corp(12)	1-4596-2
Intercontinental Industries, Inc.(2,3,13)	1-5566-2	Steak 'N Shake, Inc.(1)	0-90-2
Penn Virginia Corp.(12,13)	0-753-2	MSL Industries, Inc.(7)	1-3205-2
Pennsylvania Life Co.(2,13)	0-896-2	Travelers Corp.(13)	1-5799-2
North American Mortgage Investors (7,13)	0-1004-2	Chemway Corp(2,7,13)	1-261-2
Russell Aluminum Corp.(2,7, 13)	0-1504-2	Marine Bancorporation(7,8,10,11)	0-874-2
Los Angeles Airways, Inc.(3, 12)	0-2543-2	Uris Buildings Corp.(12,13)	1-4723-2
Teleflex, Inc.(12)	1-5353-2	U. S. Industries, Inc.(7)	1-3772-2
Thrifty Drug Stores Co., Inc. (11)	1-5117-2	Western Air Lines, Inc.(7,12,13)	1-1521-2
CBK Industries, Inc.(7,13)	1-3096-2	American Standard Inc.(3,12)	1-470-2
Laboratory for Electronics Inc. (2,13)	1-4571-2	Liggett & Myers Inc.(7,13)	1-5759-2
M G Liquidating Co.(2,8,12,13)	0-526-2	Sperti Products, Inc.(3)	0-2995-2
Empire Gas Corp.(2)	0-2905-2	Raytheon Co.(12)	1-2833-2
Hitco(12,13)	1-5168-2	Tudor Industries Corp.(2,7,12)	0-1808-2
		Waltham Industries Corp.(2,11,13)	1-5870-2
		Will Ross, Inc.(2,7,13)	0-1578-2
		Avco Corporation(2,4,7,11,12,13)	1-124-2
		Advance Metal Products, Inc.(1, 4,7,8,13)	0-3259-2

Peoples Gas Company(4,11,12)	1-5540-2	Alden Electronic & Impulse Recording Equipment Co., Inc. (13)	0-15555-2
Udico Corporation(2,12)	1-5839-2	Automatic Radio Mfg. Co. Inc. (11)	1-4433-2
Zayre Corp.(4,7,8,13)	1-4908-2	Chemical & Pollution Sciences, Inc.(7,8)	2-24062-2
Continental Can Co.(3,12,13)	1-489-2	Chester Electronic Laboratories, Inc.(8,12)	0-1774-2
Lehigh Valley Industries, Inc. (8,12,13)	1-155-2	Empire Life Insurance Co.(7,9)	2-20749-2
Tastee Freez Industries, Inc. (2,7,8)	1-4722-2	James Talcott, Inc.(7,13)	1-2592-2
Unarco Industries, Inc.(13)	1-3296-2	Big Three Industrial Gas and Equipment Co.(2,8,13)	1-5357-2
American Precision Industries, Inc.(2,7,13)	1-5601-2	Connrex Corp.(2,7,9,13)	1-5875-2
Sunset House(1,2,8,11)	1-5285-2	Duplan Corp.(9,11,13)	1-441-2
AMK Corp(2,7,11,13)	1-2704-2	Granger Associates(2,7,11)	1-5321-2
Ritter Finance Co., Inc.(8)	1-4531-2	Phila. Suburban Water Co.(12, 13)	0-952-2
Rochester Instrument Systems, Inc.(2,11,13)	0-3374-2	Universal Container Corp.(12, 13)	1-4277-2
Scherr-Tumico Inc.(11)	0-2366-2	American News Co.(12,13)	1-761-2
American Cyanamid Co.(3)	1-3426-2	Butler's Shoe Corp.(8)	1-4382-2
Chadborn Inc.(2,7,11,13)	1-3926-2	Curtis Publishing Co.	1-69-2
Peckham Industries, Inc.(8,9, 12,13)	2-20178-2	Data Dynamics, Inc.(2,13)	0-3292-2
Plant Industries, Inc.(2,7,12, 13)	1-5757-2	Grinnell Corporation(8)	0-780-2
Saturn Industries, Inc.(13)	1-5409-2	Old National Insurance Co.(1)	2-12395-2
Datatronics, Inc.(2,7,11,13)	2-27987-2	Republic Electronic Industries, Inc.(12,13)	0-2452-2
Triton Oil & Gas Corp.(2,3,4,7, 13)	0-3247-2	Wallace-Murray Corporation(3, 7,8)	1-1095-2
General Foods Corporation(12)	1-1354-2	Benrus Corp.(7)	1-5859-2
Gould-National Batteries Inc. Feb 69 (12)	1-3278-2	Eckmar Corp.(1,2,12,13)	1-5405-2
Bessemer & Lake Erie RR Co.(11)	1-3529-2	<u>Misc 8K Reports</u>	
American Consumer Industries, Inc.(2)	1-235-2	Cooper Laboratories, Inc. Feb 69(2,11,13)	2-22040-2
Miracle Pet Products Inc.(4,7, 12,13)	0-2245-2	Combustion Equipment Associates, Inc. Dec 68(2,13)	2-28137-2
Union Corporation (7)	1-5371-2	Guerdon Industries, Inc. Dec 68 (7)	1-4317-2
White Consolidated Industries, Inc.(13)	1-826-2	Horace Mann Life Insurance Co. Oct 68(1)	2-21057-2
Arcs Industries, Inc.(9)	0-2725-2	New Jersey Natural Gas Co. Feb 69(12)	0-93-2
Perfect Film & Chemical Corp. (3,12,13)	1-2991-2	Advance Metal Products, Inc. Dec 68(1,2,3,4,7)	0-3259-2
Applied Magnetics Corp.(11)	0-2966-2	Michigan International Speedway Inc. Dec 68(7,8,9,12,13)	0-3333-2
Canadian Javelin Ltd(3,12,13)	1-4192-2	Natl Tile & Mfg. Co. Dec 68 (1,2,3,7,12)	1-283-2
The Cyclotron Corporation(7)	0-2554-2	Missouri Power & Light Co. Dec 68(7)	0-1013-2
Falcon Seaboard Drilling Co. (1,2,4,7,11,12,13)	1-4359-2	B. T. Babbitt Inc. Oct 68 (2,7,9,13)	1-3410-2
First Republic Corp. of America (2,3,9,13)	0-1437-2	Continental Funding Corp. Feb 69(7)	2-28846-2
Evans Aristocrat Industries, Inc. (12,13)	1-4592-2	McLouth Steel Corp. Feb 69 (12,13)	1-4795-2
Globe Industries, Inc.(12,13)	0-133-2	Bridgeport Hydraulic Co. Feb 69(11)	0-1281-2
Cramer Electronics, Inc.	1-5391-2		
Indiana Gas Co. Inc.(11)	0-113-2		
Maule Industries, Inc.(12)	1-4081-2		
Prudent Resources Trust(7)	1-5536-2		
American Pyramid Companies, Inc. (2,13)	0-2372-2		
First Colonial Corp. of America (1,3)	0-1792-2		

The Computer Exchange, Inc. Feb 69(1,7,13)	2-27780-2	Computing & Software Inc Jan 69 (7,13)	1-5586-2
Union Corporation Dec 68(2,7, 13)	1-5371-2	General-Gilbert Corp May 68(6,12) Dec 67, July, Sept, & Oct 68 (7)	0-731-2
The Walter Reade Organization Inc Dec 68 (2,7,9,13)	0-1043-2	Nov 68(7,9,12,13)	0-731-2
Atlanta Motor Lodges, Inc. Dec 68(7,8,13)	0-1995-2	Hartfield-Zodys Inc Dec 68(12)	1-4091-2
Murdock Acceptance Corp. Feb 68(11)	0-2652-2	Horace Mann Life Insurance Co Apr 68(11)	2-21057-2
Kodiak Inc. Dec 68(2,13)	0-716-2	Lin Tso Corp Jan 69(2,12,13)	2-27957-2
Metro Goldwyn Mayer, Inc. Dec 68(11,12,13)	1-2500-2	Quarterback Sports Federation Inc Jan 69(3)	0-3271-2
Clopay Corp. Dec 68(2,7,13)	1-3454-2	Jim Walter Corp Jan 69(7,12)	1-4868-2
Sage Oil Co. Feb 69(7)	1-340-2	Kinney National Service Inc Jan 69(4,7,11,13)	1-4671-2
Northern & Central Gas Co. Ltd. Nov 68(2,13)	2-13342-2	Anchor Corp Jan 69(3)	0-215-2
American Heritage Publishing Co Inc Jan 69(8)	0-1889-2	Applied Devices Corp Jan 69(13)	1-3882-2
Griffiths Electronics Inc Jan 69 (11)	2-28134-2	Sage Oil Co Jan 69(4,13)	1-340-2
Western Orbis Co Nov 68(2,7,8,11, 13)	1-4783-2	California Shopping Centers Inc Jan 69(2,13)	2-24968-2
Feb 69(2,7,12,13)	1-4783-2	American Ship Building Co Jan 69 (11,12)	1-455-2
Allstate Industries Inc Jan 69 (2,7,9,12,13)	1-3771-2	Bankers Trust Jan 69(3,13)	0-1610-2
Rudd-Melikian Inc June 67(13)	0-1993-2	Equitable Real Estate Investment Trust Jan 69(3,13)	0-1605-2
Feb 68(12)	0-1993-2	Fidelity Real Estate Invst Tr Jan 69(3,13)	0-1929-2
Mar 68(1,11,13)	0-1993-2	Mortek Inc Nov 68(7,8,9,13)	0-2953-2
Jan 69(12,13)	0-1993-2	Rohr Corp Dec 68(11,13)	1-3801-2
Julyn Sportswear Inc Jan 69(11, 12,13)	0-2722-2	Southern California Water Co Jan 69(7,13)	0-1121-2
Northwest Industries Inc Jan 79 (3,7,12)	1-5509-2	Longchamps Corp Amended 8K for Jan 69(1,2,3,4,7,8,9,13)	0-3320-2
Ortronix Inc Feb 69(12)	0-1704-2	United Fruit Co Amended 8K for Jan 69(11)	1-1550-2
Administrative Systems Inc Dec 68 (2,7,13)	2-26586-2	Unilever N.V.(6K) Feb 69	1-4547-2
Tesoro Petroleum Corp Jan 69(11, 13)	1-3473-2	John Breuner Co Amended 8K for June 68 (7)	0-3205-2
National Environment Corp Jan 69 (2,7,13)	0-1330-2	Frier Industries Inc Amdt #1 to 8K for Dec 68(11)	1-5556-2
Reeves Industries Inc Jan 69(2, 7,13)	1-4184-2	Shakespeare Co Amended 8K for June 67 4,7,13)	0-1151-2
Shaer Shoe Corp Jan 69(11)	1-4725-2	Caribbean Cement Co Ltd(6K) for Jan 69	2-19155-2
U S Smelting Refining & Mining Co Jan 69(12)	1-5172-2	United Air Lines Inc Amended 8K for Dec 68(4,7,13)	1-2637-2
		Turbo Cast Industries Inc Amended 8K for Dec 68(1,6,12,13)	0-2312-2

**SECURITIES ACT REGISTRATIONS. Effective March 10:** American Medical Affiliates, Inc., 2-30882 (90 days); Castle & Cooke, Inc., 2-31999; ISL Variable Annuity Fund A and ISL Variable Annuity Fund B, 2-29081 and 2-29358; Ivashuk Manufacturing Corp., 2-30888 (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.