

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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COLUMBIA GAS OF PENNSYLVANIA SEEKS ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16326) giving interested persons until April 25 to request a hearing upon a proposal of Columbia Gas of Pennsylvania, Inc., subsidiary of The Columbia Gas System, Inc., New York, to acquire all of the assets of York County Gas Company, a nonassociate gas utility company. Pursuant to a reorganization agreement of September 1968, Columbia of Pennsylvania proposes to exchange 620,890 shares of the common stock of Columbia Gas for the equity of the common stockholders in the net assets of York, and it will assume substantially all of the liabilities of York. The acquisition was approved by holders of 86% of the common stock of York. To effect the proposed transaction, Columbia Gas will deliver the requisite shares to Columbia of Pennsylvania and, in exchange, the latter company will issue 296,074 of its common shares (having an aggregate par value of \$7,401,850) to Columbia Gas.

UNITED MINING ADDED TO RESTRICTED LIST. The SEC has added United Mining & Milling Corporation, of Nassau, Bahamas, to its Foreign Restricted List. This list is comprised of the names of foreign companies whose securities the Commission has reason to believe recently have been, or currently are being, offered for public sale and distribution within the United States in violation of the Securities Act registration requirement. The list now contains the names of 19 Canadian, 11 Panamanian, 1 British Honduran, 1 European, and 4 Bahamian companies (for complete list, see Release 33-4943).

ALBRIGHT BOND GRANTED EXEMPTION. The SEC has issued an order exempting Albright Bond Mortgages, of Newkirk, Okla., from the registration provisions of Section 12(g) of the Securities Exchange Act. According to the application, filed by Albright Title & Trust Company, Trustee, there is no trading market in the issuer's certificates and the holders thereof do not have voting rights; the Trust files reports pursuant to the requirements of Section 15(d) of the Act. Granting of the exemption application also provides an exemption from the periodic reporting and proxy provisions of the Act; and it exempts officers, directors and large stockholders from the "insider" reporting rules.

MICHIGAN WISCONSIN PIPE LINE ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16332) approving a proposal of Michigan Wisconsin Pipe Line Company, Detroit subsidiary of American Natural Gas Company, to modify its Mortgage and Deed of Trust and to solicit consents thereto from its bondholders.

SQUARE INDUSTRIES TO SELL STOCK. Square Industries, Inc., 10 East 40th St., New York 10016, filed a registration statement (File 2-32189) with the SEC on March 24 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 through underwriters headed by A. J. Carno, Inc., 42 Broadway, New York, which will receive a commission of 50¢ per share plus \$37,500 for expenses. The company has agreed to sell to the Carno firm, for \$250, six-year warrants for the purchase of 25,000 shares, exercisable after one year at \$5.50 per share; an additional 5,000 warrants are to be sold to Mrs. Roberta Schwartz, the finder.

The company was organized in February 1968 to engage in the operation of parking lots and garages. Of the net proceeds of its stock sale, \$95,000 will be applied towards the purchase price of land on which the company is now conducting a parking operation under lease; about \$700,000 will be used to acquire and improve additional parking locations; and the balance will be added to the company's general corporate funds which will be used for working capital and other corporate purposes. The company now has outstanding 700,000 common shares (which were acquired at a cost of about 21¢ per share and have a current book value of 52¢ per share), of which Alan H. Polkes, board chairman, and Lowell Harwood, president, own 15.2% and 21.1%, respectively, and management officials as a group 81.9%. Purchasers of the shares being registered will acquire a 30% stock interest in the company for their investment of \$1,500,000; present holders will then own 70%, acquired at a cash cost of \$150,000.

UNLISTED TRADING GRANTED. The SEC has issued orders under the Securities Exchange Act granting applications of (a) the Detroit Stock Exchange for unlisted trading privileges in the common stock of Santa Fe Industries, Inc., (b) the Philadelphia-Baltimore-Washington Stock Exchange for such privileges in the common stocks of Chromalloy American Corporation, Universal Container Corporation and Federal Resources Corp. and (c) the Boston Stock Exchange for such 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.

An order also has been issued giving interested persons until April 10 to request a hearing upon an application of the Philadelphia-Baltimore-Washington Stock Exchange for unlisted trading privileges in the common stock of Westates Petroleum Company. (Release 34-8560)

OVER

TIME-SHARING TERMINALS TO SELL STOCK. Time-Sharing Terminals, Inc., 7979 Old Georgetown Road, Bethesda, Md. 20014, filed a registration statement (File 2-32177) with the SEC on March 21 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 on a best efforts, all or none basis by underwriters headed by Kluger, Ellis & Mann, 26 Broadway, New York, N. Y., which will receive a 90¢ per share selling commission plus \$30,000 for expenses. In addition, the company has agreed to sell to the Kluger firm, for \$350, five-year warrants for the purchase of 35,000 shares, exercisable initially (after one year) at 110% of the offering price.

Organized in November 1968, the company is engaged in the business of providing computer terminals and related technical support, equipment, and software, on a sale or lease basis, to remote-access users of time-shared computer services. Of the net proceeds of its stock sale, \$257,000 will be used to pay the balance of the purchase price of terminals and couplers (many of which are already in place in customer locations) from Com-Share, Inc., of Ann Arbor, Mich.; \$143,000 will be used to pay the balance of the \$490,000 purchase price of terminals which were on order from the Datel Corporation on March 18; \$300,000 will be used to repay short-term loans obtained in March for the purpose of making partial payments on the Com-Share and Datel contracts; and the balance for working capital and other corporate purposes (principally for acquisition of additional remote-access conversational terminals and associated equipment). The company now has outstanding 369,265 common shares (with a \$1.55 per share book value), of which Datel Corporation, Qatron Corporation, and U. S. Time-Sharing, Inc., owns 21.13% each and John C. Young, president, 15.65%. Purchasers of the shares being registered will acquire a 48.66% stock interest in the company for their investment of \$3,500,000 (they will sustain an immediate dilution of \$4.84 in net tangible book value from the offering price); present shareholders will then own 51.34%, for which they paid an aggregate of \$575,000 or about \$1.56 per share.

CONESTOGA TELEPHONE PROPOSES RIGHTS OFFERING. The Conestoga Telephone and Telegraph Company, 202 East First St., Birdsboro, Pa., filed a registration statement (File 2-32181) with the SEC on March 21 seeking registration of 22,000 shares of common stock. These shares are to be offered for subscription at \$22.50 per share by common stockholders of record April 4, at the rate of one new share for each ten shares held.

An independent telephone company, the company will apply the net proceeds of its stock sale to payment of some \$750,000 of short term notes, issued in connection with plan additions. In addition to indebtedness and preferred stock, it has outstanding 220,000 common shares, of which management officials as a group own 23.4%. Amos Hartz is board chairman and Alvin W. Sponagle president.

IPC SPONSORS CORP. PROPOSES OFFERING. IPC Sponsors Corporation, 60 East 42d St., New York, N. Y. 10017, filed a registration statement (File 2-32182) with the SEC on March 24 seeking registration of \$6,000,000 of Systematic Investment Plans and Systematic Investment Plans with Insurance and \$2,000,000 of Single Payment Investment Plans for the accumulation of shares of National Investors Corporation (a mutual fund). The company, a wholly-owned subsidiary of Equity Funding Corporation of America, is sponsor and distributor of the Fund's shares. Yura Arkus-Duntov is president.

NATIONAL CAN SHARES IN REGISTRATION. National Can Corporation, 5959 South Cicero Ave., Chicago, Ill. 60638, filed a registration statement (File 2-32185) with the SEC on March 24 seeking registration of 181,818 shares of common stock. These shares are issuable upon conversion on or after June 1, 1969, of 5-3/8% guaranteed bonds, due 1987, of National Can Overseas Corporation, a wholly-owned subsidiary.

R & E CO. PROPOSES OFFERING. The R & E Company (limited partnership), 234 West 44th St., New York, N. Y. filed a registration statement (File 2-32186) with the SEC on March 24 seeking registration of \$650,000 of pre-formation limited partnership interests, to be offered for public sale in 50 units, and at \$13,000 per unit. The partnership will be formed for the purpose of managing and producing a musical play entitled "Robert and Elizabeth," based upon an original dramatic play "The Barretts of Wimpole Street," written by the late Rudolph Besier. The book and lyrics for the musical version were written by Ronald Miller and the music by Ron Grainer. The musical play was first produced in London in October 1964 and ran until February 1967. The offering is to be made by Slade Brown, general partner and producer of the play.

ALPHA-TECH TO SELL STOCK. Alpha-Tech Inc., 91-99 Broadway, Greenlawn, N. Y. 11740, filed a registration statement (File 2-32187) with the SEC on March 24 seeking registration of 120,000 shares of common stock, to be offered for public sale at \$4 per share. The offering is to be made through Charles Plohn & Co., 200 Park Ave., New York, N. Y. 10017, for which it will receive a 40¢ per share commission plus \$8,500 for expenses. The company recently sold 9,000 shares to the underwriter and 3,000 to a partner thereof, at a price of 10¢ per share.

The company is engaged in the preparation and sales of training and operating instructions and technical manuals for use with complex electronic and mechanical systems such as digital computers; it also proposes to market and sell to schools and other training institutions, teaching materials to be utilized in conjunction with courses designed to acquaint the student with the construction and operation of computers. Of the net proceeds of its stock sale, the company will use \$100,000 for research and development of additional devices to be utilized in its educational and training operations and \$100,000 for the acquisition and/or expansion of manufacturing facilities necessary for the development of the educational and training devices. The company now has outstanding 160,250 common shares, of which Edward Alcosser, president and board chairman, and James P. Phillips, vice president and secretary-treasurer, own 47.2% each.

DATA-CRAFT FILES OFFERING PROPOSAL. Datacraft Corporation, 776 N. E. 40 Court, Fort Lauderdale, Fla. 33307, filed a registration statement (File 2-32188) with the SEC on March 24 seeking registration of 300,000 shares of common stock. The shares are to be offered for public sale through underwriters headed by Dempsey-Tegeler & Co., Inc., 1000 Locust St., St. Louis, Mo. 63101; the offering price (\$10 per share maximum) and underwriting terms are to be supplied by amendment.

Organized in June 1967, the company is engaged in the design, manufacture, sale and service of a line of magnetic core memory systems for computers and other electronic equipment requiring digital storage; it recently completed a prototype of a high speed medium scale digital computer, with first deliveries expected in April 1969. The net proceeds of its stock sale will be used for general corporate purposes, including the development and improvement of existing and new products, expansion of the company's marketing and advertising program, the purchase of testing and capital equipment, leasehold improvements, and working capital. In addition to indebtedness, the company has outstanding 681,541 common shares, of which Edward W. Koziol, president, owns 34.9% and management officials as a group 46.7%.

ALLIED PRODUCTS SHARES IN REGISTRATION. Allied Products Corporation, 208 S. LaSalle St., Chicago, Ill. 60604, filed a registration statement (File 2-32190) with the SEC on March 24 seeking registration of 13,500 outstanding shares of common stock. These shares may be offered for sale by the holders thereof, who were former stockholders of companies the assets of which were acquired by Allied. Allied has outstanding 1,728,021 common shares.

INTL. FUNDING CORP. PROPOSES OFFERING. International Funding Corporation of America, 400 S. Beverly Dr., Suite 400, Beverly Hills, Calif. 90212, filed a registration statement (File 2-32191) with the SEC on March 24 seeking registration of 200,000 shares of common stock. The shares are to be offered for public sale through Shaskan & Co., Inc., 67 Broad St., New York; the offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriter \$15,000 for expenses; on December 16 it sold the underwriter 25,000 shares for \$50,000. The company also has agreed to pay \$50,000 to First Consolidated Corporation in consideration for its services as a finder.

The company was organized in April 1968 for the purpose of acquiring and holding all of the outstanding stock of (i) International Funding Corporation, of California, engaged in the life insurance business as a general agent, (ii) Diversified Planning Corporation, engaged in the securities business as a broker-dealer (iii) Kroesen and Company, Inc., also engaged in the securities business as a broker-dealer, and (iv) Central Cashiering Corporation, engaged in the business of providing clerical and record-keeping services (known as cashiering services) to broker-dealers. In this connection it will issue 352,000 common shares, and the acquisitions will be consummated prior to issuance of the 200,000 shares being registered. Of the net proceeds of its stock sale, \$1,450,000 will be used by Diversified, Kroesen and Cashiering for working capital purposes in connection with their operations, \$400,000 by IFC, Diversified and Kroesen for costs incurred in connection with the enlargement of their facilities and personnel capabilities, and \$250,000 to pay the costs of operating the company during 1969; the balance will be added to working capital. The company has outstanding 100,000 common shares (with a 64¢ per share net tangible book value), of which Eugene R. Cuthbertson, board chairman, and August J. Marra, president, own 15% each and Shaskan & Co. 25%. Purchasers of the shares being registered will sustain an immediate dilution of \$7.08 in the per share book value from the public offering price.

ARTIC ENTERPRISES FILES FOR OFFERING AND SECONDARY. Arctic Enterprises, Inc., P. O. Box 635, Thief River Falls, Minn. 56701, filed a registration statement (File 2-32192) with the SEC on March 25 seeking registration of 250,000 shares of common stock, of which 175,000 are to be offered for public sale by the company and 75,000 (being outstanding shares) by the present holder thereof. The offering is to be made through underwriters headed by Andresen & Co., 140 Broadway, New York 10005; the offering price (\$25 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Andresen firm, for \$100, five-year warrants to purchase 10,000 shares, exercisable initially at the offering price. In December 1968 the company sold 48,000 shares to a group of 17 investors (including 40,800 sold to six officers, an employee and 7 customers of the Andreson firm's predecessor), and in January 1969 the selling stockholders sold 1,400 shares to nine officers, stockholders or employees of the Andreson firm and 400 to two of its customers.

The company is engaged in the development, production and sale of items for outdoor recreational use, principally a high-quality snowmobile. It also designs and manufactures a line of winter outer wear. Net proceeds of the company's sale of additional stock will be for additional working capital, including the acquisition of land and construction of buildings and equipment for manufacturing and warehousing facilities. In addition to indebtedness, the company has outstanding 1,044,740 common shares (with a \$1.85 per share book value), of which Lowell T. Swenson, president, owns 51%; he proposes to sell 75,000 of 533,000 shares held.

AIR CALIFORNIA TO SELL STOCK. Air California, 4400 Campus Drive, Newport Beach, Calif. 92660, filed a registration statement (File 2-32193) with the SEC on March 25 seeking registration of 500,000 shares of common stock. The shares are to be offered for public sale through underwriters headed by First California Co. Inc., 300 Montgomery St., San Francisco, Calif. 94104; the offering price (\$16 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized under California law in April 1966, the company is a scheduled air passenger carrier currently operating approximately forty daily flights connecting Southern and Northern California. Of the net proceeds of its stock sale, \$3,600,000 will be used as the initial payment on the purchase of 3 Boeing 737-200 jet aircraft, \$180,000 for certain modifications for aerodynamic improvement of six leased aircraft, \$1,000,000 to purchase two spare jet engines and \$500,000 for spare parts for the above aircraft; the balance will be available for general corporate purposes. In addition to indebtedness, the company has outstanding 408,198 common shares. N. Loyall McLaren is board chairman and Carl A. Benscoter president.

COLWELL FILES FOR OFFERING AND SECONDARY. The Colwell Company, 3223 West Sixth St., Los Angeles, Calif. 90005, filed a registration statement (File 2-32194) with the SEC on March 25 seeking registration of 145,796 shares of common stock, of which 100,000 are to be offered for public sale by the company and 45,796 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Dean Witter & Co. Inc., 14 Wall St., New York 10005; the offering price (\$30 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the business of originating and servicing loans secured by first trust deeds (mortgages) on real property; through subsidiaries, it also conducts a general insurance agency, brokerage business and escrow business, and serves as trustee under deeds of trust. Net proceeds of its sale of additional stock will be used to expand the company's home modernization and similar loan programs, to extend its vacation home loan activities to all prime recreational areas in California, and to make real estate loans; some of the funds also may be used to acquire companies engaged in similar or related activities. In addition to indebtedness, the company has outstanding 721,274 common shares, of which Bundy Colwell, president and board chairman, owns 25.3% and management officials as a group 40.4%. Elfund Trusts proposes to sell all of 45,796 shares held (issued upon conversion of \$800,000 principal amount of 5-3/4% convertible notes).

GTS CORP. PROPOSES OFFERING. GTS Corporation, 744 St. Charles Ave., New Orleans, La. 70130, filed a registration statement (File 2-32195) with the SEC on March 25 seeking registration of \$1,000,000 of 7% subordinated sinking fund debentures, due 1979, and 200,000 shares of common stock, to be offered for public sale in units each consisting of a \$100 debenture and 20 common shares. The offering is to be made through underwriters headed by Russ & Co., Inc., Alamo National Bldg., San Antonio, Tex. 78205; the offering price and underwriting terms are to be supplied by amendment. The company has agreed to pay the Russ firm \$8,500 for expenses and to sell it, for \$200, five-year warrants to purchase 20,000 shares, exercisable after one year at prices ranging from 114% to 135% of the offering price.

The company is primarily engaged in translating, processing and sale of seismic, well log and other geophysical data for use in the petroleum industry. Of the net proceeds of its stock sale, \$1,100,000 will be used to increase its capabilities in well log data translation and for the acquisition and processing of well log data to build a digital log library, \$315,000 for the development of data storage and retrieval systems for rapid access to digital logs, \$350,000 for development of software for digital log analysis and special software for digital log display, and \$250,000 for research in computer graphics; the balance will be used for working capital and general corporate purposes, including the possible establishment of additional sales offices and hiring of additional sales and technical personnel. The company has outstanding 800,000 common shares (with a \$1.35 per share book value), of which Samuel G. Taylor, Jr., president, owns 40% and two other officers 19.29% each.

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Crestline Uranium & Mining Company and Electrogen Industries, Inc. (formerly Jodmar Industries, Inc., and sometimes known as American Lima Corporation) for the further ten-day period March 28 to April 6, 1969, inclusive.

SECURITIES ACT REGISTRATIONS. Effective March 25: La Salle St. Capital Corp., 2-31342 (40 days). Effective March 26: American Beef Packers, Inc., 2-31466 (June 24); Comprehensive Computer Systems, Inc., 2-30898 (40 days); Cyclops Corp., 2-31334; GAC Corp., 2-31263 & 2-31265 (40 days); Geoscience Instruments Corp., 2-31650; Guardian Care, Inc., 2-31256 (90 days); Hal Roach Studios, Inc., 2-30570 (90 days); Medical Leasing Corp., 2-30620 (90 days); Millipore Corp., 2-31773 (May 6); National Steel Corp., 2-32095; Sanitary Controls, Inc., 2-31356 (90 days); Transcontinental Gas Pipe Line Corp., 2-31943 (40 days).

NOTE TO DEALERS. The period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

*As estimated for purposes of computing the registration fee.

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