SECURITIES AND EXCHANGE COMMISSION

NEWS DIGEST

A brief summary of financial proposals filed with and actions by the S.E.C.

Washington, D.C. 20549

(In ordering full text of Releases from SEC Publications Unit cite number)

(Issue No. 69-122) FOR RELEASE June 26, 1969

SIX DISCIPLINED IN GOVERNMENT BOND ACTION. The SEC today announced a decision under the Securities Exchange Act (Release 34-8634) invoking sanctions against the following for violations of the anti-fraud provisions of the Federal securities laws in connection with transactions during 1962-1968 in U. S. Treasury and other government bonds: Malon S. Andrus, Inc., New York dealer in government bonds; Malon S. Andrus, its president; John G. Beutel and Edward L. Madden, Jr. of New Jersey, traders in government securities, Charles McG. Baxter, Jr., sole proprietor of Baxter & Company, New York dealer in Government bonds, and Horace E. Hoffman, of New York. In addition, Beutel, Baxter & Co. and Baxter were found to have violated the record-keeping requirements of the Exchange Act. In offers of settlement submitted by these respondents, they consented to the sanctions but without admitting any violations of the securities laws.

In an injunctive action brought by the Commission on February 13 against these and other defendants, it was alleged (among other things) that the defendants Beutel and Madden, in concert with others, caused purchases and sales of government securities to be made from and to the securities firms which employed them as traders, through secret accounts established for the benefit of Beutel and Madden with other firms, in order to obtain trading profits for themselves while concealing from their employers their beneficial interests in such transactions. Some transactions in secret accounts were effected through Andrus, Inc., Baxter & Co. and H. E. Hoffman & Company, Inc., a government bond broker of which Hoffman was then president, and these firms and Andrus, Baxter and Hoffman received trading profits and commissions on the transactions so channeled through them. Each of the six respondents (as well as other defendants in the injunctive action) consented to court orders of permanent injunction.

Upon the basis of the settlement offers, which provided that the injunction may constitute the basis for administrative proceedings, the Commission found that the respondents engaged in activities violative of the securities laws in connection with the offer, purchase and sale of government securities. Upon the basis thereof, the Commission ordered (1) that Beutel be barred from further association with any broker-dealer or investment adviser; (2) that Madden, Baxter and Hoffman be suspended from such association for 30 days (commencing this date as to Baxter and Hoffman and July 1 as to Madden); (3) that commencing this date Baxter & Company is suspended for 30 days from bidding for or participating in underwritings of government, municipal and corporate securities, and from effecting transactions in such securities; and that Andrus and Andrus, Inc., are censured.

SIX CITED IN GOVERNMENT BOND ACTION. In a related action, the SEC announced that it had ordered administrative proceedings under the Securities Exchange Act (Release 34-8636) involving the following: Andrew B. Dott, a government bond trader; Roland F. Burns, an employee of and a former bond trader at Morgan Guaranty Trust Company, New York; George J. Wunsch, former bond trader for Blyth & Co., Inc., New York; Thomas D. Ledwith, former officer of Marine Midland Grace Trust Company; Rutberg & Company, Inc., government bond broker in New York; and Sam J. Rutberg, president of Rutberg & Co. and presently its controlling person.

The proceedings are based upon staff allegations that the several respondents, in connection with the purchase and sale of U. S. Treasury and other government securities during the period 1961-68, engaged in various activities violative of the anti-fraud provisions of the Federal securities laws, and that Dott, Wunsch and Ledwith violated the record-keeping requirements of the Exchange Act. A hearing will be scheduled by further order to take evidence on the staff charges and to afford the respondents an opportunity to offer any defenses thereto, for the purpose of determining whether the allegations are true and, if so, whether any action of a remedial nature is necessary or appropriate in the public interest.

BEUTEL BARRED. The SEC has issued a decision under the Securities Exchange Act (Release 34-8635) barring John G. Beutel of Ft. Lee, N. J., from association with a broker-dealer or investment adviser. Beutel consented to issuance of the bar order, but without admitting any violations and with the proviso that the order does not preclude him from seeking readmission to the securities business at a future time.

Upon the basis of his offer of settlement, the Commission found that, while employed by a broker-dealer during the period 1964-67, Beutel engaged in activities violative of the anti-fraud provisions of the Federal securities laws. More particularly, the Commission found that as a trader and salesman of government securities he received from an employee of the Federal Reserve Bank of Philadelphia non-public information relating to the terms of new United States Government financings, and executed and caused to be executed on behalf of his broker-dealer employer transactions in outstanding government securities prior to the public announcement of the terms of the new financings, without disclosing such information to the persons to whom he sold or from whom he bought such government securities.

OVER

19 RECTOR STREET ASSOCIATES PROPOSES OFFERING. 19 Rector Street Associates (a general partnership), 60 East 42nd Street, New York, N.Y. 10017, filed a registration statement (File 2-33580) with the SEC on June 20 seeking registration of $3,800,000 of participations in general partnership interests, to be offered for public sale in $10,000 units. Lawrence A. Wien and Peter L. Malkin are general partners. The partnership has contracted to purchase from LAW Capital, Inc., for $3,800,000, a net lease of the building and underlying land known as 19 Rector Street, New York, N.Y., with renewal options for a term of approximately 95 years. 19 Rector Street is a 37-story and basement office building located in the financial district of lower Manhattan. Wien, Malkin and other members of the law firm, Wien, Lane & Klein & Malkin own all the capital stock of LAW Capital, Inc.

FIDELITY BOND AND MORTGAGE INVESTORS PROPOSES OFFERING. The Fidelity Bond and Mortgage Investors, One Decker Square, Bala-Cynwyd, Pa. 19004, filed a registration statement (File 2-33583) with the SEC on June 20 seeking registration of 1,250,000 shares of beneficial interest with warrants to purchase 250,000 shares, to be offered for public sale in units, each consisting of 5 shares and one warrant, and at $100 per unit. The offering is to be made through underwriters headed by Suplee, Mosley, Close & Kerner Incorporated, 1500 Walnut St., Philadelphia, Pa. 19102 and two other firms, which will receive a $9 per unit commission.

Organized on June 12 as a business trust, the Trust plans to qualify as a real estate investment trust under the Internal Revenue Code. It intends to invest in construction and development first mortgage loans, FHA, VA and conventional first mortgage loans, and warehousing loans (which are short-term loans secured by the pledge of FHA insured loans or VA guaranteed loans. The Trust was organized by Fidelity Bond and Mortgage Company, which owns all its outstanding shares and which will act as investment adviser. Joseph N. Gorson is chairman of the trustees and president of the investment adviser.

UNEXCELLED FILES FOR SECONDARY. Unexcelled, Inc., 375 Park Avenue, New York, N.Y. 10022, filed a registration statement (File 2-33584) with the SEC on June 20 seeking registration of 360,138 outstanding shares of common stock. These shares may be offered for sale from time to time by the present holders thereof at prices current at the time of sale ($25 per share maximum*).

The company is engaged in the leasing and sale of meat weighing, measuring and related systems, in the operation of discount department stores, the manufacture of iron castings, the overhaul and maintenance of aircraft and aircraft engines and in related activities. In addition to indebtedness it has outstanding 2,069,941 common shares. Roy C. Schoenhaar is president. Bank of Bermuda proposes to sell 70,000 shares, Fund of Letters, Inc. and Oppenheimer Fund, Inc. 50,000 each and 31 others the remaining shares being registered.

ARTHUR D. LITTLE FILES FOR OFFERING AND SECONDARY. Arthur D. Little, Inc., Acorn Park, Cambridge, Mass. 02140, filed a registration statement (File 2-33585) with the SEC on June 20 seeking registration of 250,000 outstanding shares of common stock, to be offered for public sale by Memorial Drive Trust ("MDT" - selling stockholder). The offering is to be made through underwriters headed by Paine, Webber, Jackson & Curtis, 24 Federal St., Boston, Mass. 02101, and G.H. Walker & Co., Incorporated, 15 Westminister St., Providence, R.I. 02903; the offering price ($25 per share maximum*) and underwriting terms are to be supplied by amendment. Also included in this statement are (a) 110,000 outstanding shares of common stock, of which 100,000 are to be offered by the company and 10,000 by MDT for subscription by employees and directors of the company and to employees of Cryogenic Technology Inc., a subsidiary of MDT, and (b) 75,000 outstanding shares of common stock, to be offered by MDT on a continuing basis to Arthur D. Little, Inc., Employees' Investment Plan.

The company is a research and development, engineering, management consulting and economic services organization providing professional services to business, industry, governments, institutions and individuals in the U.S. and abroad. Of the net proceeds of its sale of additional stock, $1,100,000 will be expended on capital items; the balance will be added to the company's general funds. The company has outstanding 1,537,498 common shares (with a $7.28 per share book value), all of which are owned by MDT. Upon completion of these offerings, MDT will own 1,165,000 shares or 66.2%. Gen. James M. Gavin is board chairman and Howard O. McMahon president. Gen. Gavin and two other directors are three of the five trustees of MDT.

PROJECT 7 FILMS TO SELL STOCK. Project 7 Films, Inc., 1150 South Beverly Drive, Los Angeles, Calif. 90035 filed a registration statement (File 2-33586) with the SEC on June 20 seeking registration of 200,000 shares of common stock, to be offered for public sale through underwriters headed by Rafkind & Co., Inc., 55 Broad St., New York, N.Y. The offering price ($10 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell 20,000 shares to stockholders and debenture holders of the Rafkind firm at 10¢ per share.

The company is engaged in the production of educational films, principally for children of pre-school, elementary and high school ages. Of the net proceeds of its stock sale, $650,000 will be used toward creating and producing 44 educational films, $250,000 to establish a marketing organization to distribute films produced or acquired by the company and $150,000 to relocate the present studio to a larger, more modern facility; the balance will be added to the company's working capital. The company has outstanding 440,100 common shares (with a $.096 per share book value), of which Jesse Sandler, president, owns 27.3% and management officials as a group 88.6%. Purchasers of the shares being registered will acquire a 30% stock interest in the company for their investment of $2,000,000*; the present stockholders will then own 70%, for which they will have paid $42,800, or $.093 per share.

Continued

MORT BASSETT CO TO SELL STOCK. Mort Bassett & Co., Inc. 551 Fifth Ave., New York, N.Y. 10017, filed a registration statement (File 2-33587) with the SEC on June 20 seeking registration of 100,000 shares of common stock, to be offered for public sale at $4 per share. The offering is to be made on a "best efforts, all or nothing" basis through E.L. Aaron & Co., Inc., 15 William Street, New York, N.Y., which will receive a 40¢ per share selling commission plus $7,000 for expenses. The company has agreed to issue to the underwriter and finders, at no cost, five-year warrants to purchase 10,000 and 3,000 shares, respectively, exercisable after 13 months at $4.40 per share.

The company is an independent sales representative for radio stations in the sale of their commercial time. Of the net proceeds of its stock sale, $140,000 will be used to open, maintain and staff additional sales offices, and $85,000 to hire additional personnel in the New York office; the balance will be added to the company's general working capital. The company has outstanding 150,000 common shares (with a 1¢ per share book value), all owned by Morton G. Bassett, president. Purchasers of the shares being registered will acquire a 40% stock interest in the company for their investment of $400,000 (they will sustain an immediate dilution of $2.75 in per share book value from the offering price); Bassett will then own 60%, for which he will have paid $1,000.

HAMILTON FUTURA FUND PROPOSES OFFERING. Hamilton Futura Fund, Inc., 777 Grant St., P.O. Box 5061, Denver, Colo. 80217, filed a registration statement (File 2-33588) with the SEC on June 20 seeking registration of 5,000,000 shares of common stock, to be offered for sale at net asset value plus a sales charge of 4% on purchases of less than $50,000 ($10.42 per share maximum*). Shares are to be offered exclusively to organizations that are exempt from federal income taxation, such as corporate pension and profit-sharing plans, other employer benefit trusts and charitable, educational and religious institutions. The Fund is a diversified mutual fund seeking capital growth by selecting investment securities for their growth potential only without regard for tax consequences but within the framework of prudent risk. Hamilton Management Corporation will act as adviser and distributor of the Fund's shares. John H. Kostmayer is board chairman of the Fund and of the adviser and Frank H. Peirson is president of the Fund and of the adviser.

AUTOTRONIC SYSTEMS TO SELL STOCK. Autotronic Systems, Inc., 3700 Greenway Plaza Drive, Houston, Tex. 77027, filed a registration statement (File 2-33589) with the SEC on June 23 seeking registration of 275,000 shares of common stock, to be offered for public sale through underwriters headed by Graham Loving & Co., 767 Fifth Ave., New York, N.Y. 10022. The offering price ($12.50 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the Loving firm $12,500 for expenses and to sell it, for $275, three-year warrants to purchase 27,500 shares, exercisable initially (after one year) at 107% of the offering price.

The company was organized in February to engage in the retail marketing of gasoline through self-service dispensing units, which are electronically controlled and remotely operated. Net proceeds of its stock sale will be added to the company's general funds and used for the establishment, acquisition or operation of additional self-service gasoline installations and for general corporate purposes. The company has outstanding 550,000 common shares (with a 90¢ per share book value), of which James E. Sadler,president, owns 18.2% and management officials as a group 76.4%. Purchasers of the shares being registered will acquire a 33.3% stock interest in the company for their investment of $3,437,500*; the present stockholders will then own 66.7% for which they paid $550,000 or $1 per share.

KAISER ALUMINUM SHARES IN REGISTRATION. Kaiser Aluminum & Chemical Corporation, Kaiser Center, 300 Lakeside Drive, Oakland, Calif. 94604, filed a registration statement (File 2-33590) with the SEC on June 23 seeking registration of 594,060 shares of common stock, issuable upon conversion of 5% subordinated guaranteed sinking fund debentures due 1988 of Kaiser Aluminum & Chemical International Company, a wholly-owned subsidiary of the company, and 416,667 shares of common stock, issuable upon exercise of 416,667 Series B common stock subscription warrants.

GENERAL AUTOMATION FILES OFFERING PROPOSAL. General Automation, Inc., 706 West Katella Ave., Orange, Calif. 92667, filed a registration statement (File 2-33591) with the SEC on June 23 seeking registration of 250,000 shares of common stock, to be offered for public sale through underwriters headed by Bateman Eichler, Hill Richards Inc., 460 South Spring Street, Los Angeles, California. The offering price ($14.50 per share maximum*) and underwriting terms are to be supplied by amendment. The Bateman Eichler firm will be entitled to purchase, for $1,500, five-year warrants for the purchase of 15,000 shares.

Organized in May 1967, the company is engaged in the business of designing, developing, producing and marketing computers and related equipment and computer programs and providing systems design, systems engineering, programming and field services. Of the net proceeds of its stock sale, some $315,000 will be used to retire notes and an additional amount to repay short-term bank loans; the balance will be added to the company's general funds and used to finance an expansion of the company's business operations. The company now has outstanding 1,378,802 common shares (with a 60¢ per share book value), of which Lawrence A. Goshorn, president and board chairman, owns 23.4% and management officials as a group 53.9%. Purchasers of the shares being registered will acquire a 15% stock interest in the company for their investment of $3,625,000*; the present stockholders will then own 85%, for which they paid in cash and other consideration (excluding services) an aggregate of $1,392,708, or $1.01 per share.

CAYMAN MANAGEMENT FILES FOR OFFERING. Cayman Management Corporation, 608 Silver Spur Road, Palos Verdes Peninsula, Calif. 90274, filed a registration statement (File 2-33592) with the SEC on June 23 seeking registration of $5,000,000 of participations in its 1969 Midyear Cayman Gas and Oil Exploration and Development Program, to be offered for public sale in $10,000 units. The offering is tobe made by Cayman Management Corporation; net proceeds will be used in an oil exploration and development program. Cayman Corporation will be engaged to conduct the program. James E. Menor is president of both corporations.

Over

NEWPORT SECURITIES TO SELL STOCK. Newport Securities Corp., 1617 Westcliff Drive, Newport Beach, Calif. 92660, filed a registration statement (File 2-33594) with the SEC on June 23 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 Executive Securities Corp., 1175 Northeast 125th Street, North Miami. Fla.; the underwriting terms are to be supplied by amendment. Executive Securities will be entitled to purchase for $150, a four-year warrant to purchase 15,000 shares, exercisable after one year at from 110% to 130% of the offering price.

Organized in September 1968, the company is a registered broker-dealer and an NASD member; it is licensed as a securities dealer in California. Net proceeds of its stock sale will be used to expand its operations and to enable the company to participate in underwritings. The company now has outstanding 580,000 common shares (with a $1.44 per share book value), of which Gurdon Wolfson, president, and Martin Susson, vice president, own 22.4% each and management officials as a group 60.3%. Purchasers of the shares being registered will acquire a 34.1¢ stock interest in the company for their investment of $1,500,000 (they will sustain an immediate dilution of $2.60 in per share book value from the offering price); present stockholders will then own 65.9%, for which they will have paid $690,000, or an average of $1.19 per share.

BAGPRINT FILES OFFERING PROPOSAL. Bagprint Ltd., 11-11 Broadway, Long Island City, New York 11106, filed a registration statement (File 2-33595) with the SEC on June 23 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 by Weinberg, Ost & Hayton, Inc., 52 Broadway, New York, N.Y. 10004, which will receive a commission of $.45 per share plus $11,500 for expenses. At the conclusion of the offering, the underwriter will be entitled to purchase 8,500 shares at 25¢ per share; and the company will sell 1,500 shares at 25¢ per share to Cohen, Simonson & Rea Inc., a finder.

The company (formerly Bagprint Paper Mfg. Co., Inc.) is primarily engaged in the manufacture and distribution of specialty paper bags for use principally by department stores, millinery shops, clothing stores and women's specialty shops. Recently it commenced the production and distribution of a patented shopping package with a patented lock-in plastic handle (known as the "Shop-in-Box"). Of the net proceeds of its stock sale, $230,000 will be used to purchase and install two specially designed machines for manufacturing the Shop-in-Box package, $75,000 to acquire additional paper inventory and the balance to increase working capital. The company now has outstanding 200,000 common shares (with a book value of 82¢ per share), owned in equal amounts by Sam Kleinhaut, president, and Isaak Wilder, vice president. Purchasers of the shares being registered will sustain an immediate dilution of $2.97 in per share book value from the offering price.

PHOTO DATA FILES FOR OFFERING. Photo Data Inc., 601 G St., N.W. Washington, D.C. 20001, filed a registration statement (File 2-33596) with the SEC on June 23 seeking registration of 120,000 shares of common stock, to be offered for public sale at $5 per share. The offering is to be made by Stevens, Rothchild & Co., which will receive a 55¢ per share commission. The underwriter also will be entitled to purchase, for $1,080, five-year warrants for the purchase of 10,800 common shares, exercisable at from $5 to $6.05 per share; warrants for the purchase of 1,200 will be sold to Filor, Bullard and Smyth, the finder.

The company provides computerized photo typesetting and conventional cold composition typesetting services including the preparation of copy through the use of sequential cards; it also develops software for many of its computerized typesetting services. Of the net proceeds of its stock sale, $175,000 will be used for the purchase of new photo composition and related equipment, $55,000 for expansion of research, marketing and advertising, $53,000 to repay an SBA loan and $45,000 to retire a demand note held by an officer, and the balance for other corporate purposes, including working capital. The company has outstanding 400,000 common shares (with a 17¢ per share book value), of which Kenneth B. Ludwig, president, owns 70.5% and Ralph H. Wilkinson, vice president, 17.9%. Purchasers of the shares being registered will acquire a 23% stock interest in the company for their investment of $600,000, or $5 per share; present stockholders will then own 76%, for a total cash investment of $145,135 or 36¢ per share.

MEDI-MART FILES OFFERING PROPOSAL. Medi-Mart, Inc., 2209 Duss Avenue, Ambridge, Pa. 15003, filed a registration statement (File 2-33597) with the SEC on June 23 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 E.L. Aaron & Co., 15 William Street, New York, N.Y., which is to receive a selling commission of 50¢ per share plus $12,000 for expenses. The underwriter also will be entitled to purchase, for $100, five-year warrants to purchase 10,000 shares, exercisable at $5.50 per share. Warrants for 2,000 shares are to be issued to Roxton Investors, Inc., and John Bruno, company finders, who also will receive a fee of $15,000

Organized in February, the company on May 21 acquired all the outstanding stock of Allstate Medical Supply, Inc. (which was organized in October 1968), in exchange for 41,787 shares of Medi-Mart common. It is proposed to engage in the retail sale and wholesale distribution of medical and convalescent supplies and equipment and the franchising of others to sell such products. Of the net proceeds of its stock sale, the company will apply $200,000 for inventories for proposed company and franchised stores and warehouse inventories, $100,000 to establish possible additional model stores, $50,000 for development of the franchise program, and the balance to general corporate purposes. The company has outstanding 185,715 common shares of which Ronald Sakol, president, and two other officers own one-third each. Purchasers of the shares being registered will acquire a 35% stock interest in the company for their investment of $500,000; company officials will then own 65¢.

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PREL CORP. FILES FINANCIAL PROPOSAL. Prel Corporation, One Orangeburg Rd., Orangeburg, N.Y., filed a registration statement (File 2-33598) with the SEC on June 23 seeking registration of $1,500,000 of convertible subordinated debentures due 1984, 300,000 shares of common stock, and 300,000 common sotck purchase warrants. These securities are to be offered for public sale in units, each consisting of a $500 debenture, 100 shares and 100 warrants. The offering is to be made through underwriters headed by H.L. Federman & Co., Inc., 50 Broadway, New York, N.Y.; the offering price ($5.50 per common share maximum*) and underwriting terms are to be supplied by amendment. The Federman firm will be entitled to purchase, for $300, three-year warrants for the purchase of 30,000 shares.

The company was organized in May for the purpose of engaging in the acquisition, development and sale of residential, industrial and commercial real properties. Its founders were Emil Ramat, board chairman and chief executive officer, William W. Landa, president, and Jakob Landa, executive vice president. It is proposed that the company will acquire from these founders and their associates, in exchange for 1,600,000 shares of company stock, various properties all but one of which are located in Rockland County, New York. Except for the repayment of some $100,000 of short-term obligations, the company will apply the net proceeds of this financing to the development or further development of the properties.

MICHAEL CRAIG PERSONNEL FILES. Michael Craig Personnel, Inc., 150 Broadway, New York, N.Y., filed a registration statement (File 2-33599) with the SEC on June 23 seeking registration of 200,000 shares of common stock, to be offered for public sale at $2 per share. The offering is to be made by Jaffee & Co., 50 Broadway, New York, N.Y., which will receive a commission of 20¢ per share plus $17,500 for expenses. The underwriter also will be entitled to purchase, at nominal cost, 20,000 common stock purchase warrants, exercisable after one year and for five years thereafter at $1.50 per share.

A private employment agency, the company is engaged in seeking and securing employment for men and women in the New York metropolitan area. Of the net proceeds of its stock sale, $100,000 will be used for expanding its placement services by opening additional offices and by offering its services in scientific fields, $100,000 for the initiation of a franchise program, and the balance for other corporate purposes, including working capital. The company has outstanding 327,368 common shares (with a 15¢ per share book value), of which Robert F. Mills, president, and Irwin L. Dort, board chairman, own 48.8% each. Purchasers of the shares being registered will sustain a dilution of $1.34 in per share book value from the offering price.

RALPH PARSONS CO. FILES FOR OFFERING AND SECONDARY. The Ralph M. Parsons Company, 617 West Seventh St., Los Angeles, Calif. 90017, filed a registration statement (File 2-33600) with the SEC on June 23 seeking registration of 700,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 500,000 (being outstanding shares) by the present holder thereof. The offering is to be made through underwriters headed by Leman Brothers, 1 William Street, New York, N.Y.; the offering price ($17.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the engineering and construction of large, complex processing facilities for the petroleum, petro-chemical, chemical, gas treating and sulphur recovery, and metallurgical and mining industries. Net proceeds of its sale of additional stock will be added to working capital and used for general corporate purposes. The company now has outstanding 2,075,000 common shares, of which 1,500,000 (72.3%) are owned by a trust created by Ralph M. Parsons, board chairman and chief executive officer; he is the sole beneficiary of the Trust during his lifetime, and the Trust may be revoked by him at any time at his discretion. An additional 500,000 shares are owned personally by Parsons, and these shares are the subject of the secondary offering. **Milton Lewis is president of the company.**

ORION RESEARCH FILES FOR OFFERING AND SECONDARY. Orion Research Incorporated, 11 Blackstone St., Cambridge, Mass. 02139, filed a registration statement (File 2-33582) with the SEC on June 20 seeking registration of 254,373 shares of common stock, of which 125,000 are to be offered for public sale by the company and 129,373 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Estabrook & Co., 80 Pine Street, New York, N.Y.; the offering price ($17 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged principally in the development and manufacture of specific ion electrodes and related electronic instruments, which are used to analyze chemical solutions and to display and record the resulting data. Through subsidiaries, it manufactures micrographic equipment and syringe pumps and performs age determinations. Of the net proceeds of its sale of additional stock, $300,000 will be used by the company to repay short-term bank notes, proceeds of which were used for working capital, $500,000 for acquisition of equipment, and $150,000 as reserve for legal expenses which may be incurred in defending the company's patents; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 848,992 common shares (with an 84¢ per share book value) of which John H. Riseman, president and board chairman, owns 14.2%, management officials as a group 33.4% and The Foxboro Company 12.7%.

TRADING IN RAJAC INDUSTRIES STOCK SUSPENDED. The SEC has ordered the temporary suspension of over-the-counter trading in securities of Rajac Industries, Inc., of New York City, for the period June 26 (commencing at 11:00 A.M.) through July 5 (Release 34-8639). The action was taken following the receipt of information indicating that Rajac securities are being sold on the basis of incomplete and inaccurate information about the company's assets, operations, acquisitions and prospects; also, that serious question has arisen whether company stock has been offered and sold in violation of the Securities Act registration and anti-fraud provisions.

OVER

BLACK SANDS METALS OFFERING SUSPENDED. The SEC has ordered the suspension of a Regulation A exemption from registration under the Securities Act of 1933 with respect to a proposed public offering of stock by Black Sands Metals, Inc., of Salem, Oregon. 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 public offerings of securities not exceeding $300,000 in amount. In a notification filed on February 4, 1969, Black Sands Metals proposed the public offering of 42,500 common shares at $3 per share. In its suspension order, the Commission asserts that it has "reasonable cause to believe" that certain terms and conditions of Regulation A were not complied with and that the company's notification and accompanying offering circular contained false and misleading information. Concerning the latter, the Commission questions the accuracy and adequacy of disclosures with respect to the acquisition of the company's properties by its predecessor and the extent and results of prior exploratory work and operations on the properties by the predecessor and others; the nature and validity of the title under which the properties are held, the amount and grade of ore on the properties and the valuation thereof; the condition and adequacy of the company's mill, and the planned operations of the company; and the amount of gold to be produced in 1969 from its stockpile and the amount to be produced in 1970 from mining operations.

RESTRICTED LIST ADDITION. The SEC has added "California and Caracas" to its Foreign Restricted List. The 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. Literature involving "California and Caracas" has been mailed from Toronto, Ontario, Canada, but bears the name Interstate Investments Limited of Kingston, Jamaica, West Indies.

MIDDLE SOUTH PROPOSES TO ACQUIRE ARK.-MO. POWER. Middle South Utilities, Inc., New York holding company, has filed a proposal with the SEC under the Holding Company Act to acquire the outstanding common and preferred stock of Arkansas-Missouri Power Company ("Ark-Mo"), through an exchange of stock; and the Commission has issued an order (Release 35-16416) scheduling the proposal for hearing on August 5.

Middle South now holds all the outstanding common stocks of four public-utility companies engaged principally in the distribution of electric energy to some 1,086,700 customers in Arkansas, Mississippi and Louisiana. Ark-Mo is both an electric utility company and a gas utility company and operates in Arkansas and Missouri; its wholly-owned subsidiary, Associated Natural Gas Company, is engaged in the distribution at retail of gas in Missouri. The two companies have 48,500 electric and 47,600 natural gas customers.

Middle South proposes to offer 0.7 of a share of its common stock for each share of Ark-Mo common; and it further proposes to acquire all of the $100 par 4.65% cumulative preferred stock of Ark-Mo on the basis of 4-1/8 shares of Middle South common for each share of Ark-Mo preferred. The ten financial institutions which hold all such preferred shares have agreed to accept the offer if holders of the requisite number of shares of Ark-Mo's common stock (80%) accept the offer.

METROPOLITAN EDISON SEEKS ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16412) giving interested persons until June 18 to request a hearing upon a proposal of Metropolitan Edison Company ("Met-Ed"), Berks County, Pa., subsidiary of General Public Utilities Corporation ("GPU"), to issue and sell, at competitive bidding, $25,000,000 of first mortgage bonds, due 1999. Med-Ed will use the net proceeds of its bond sale, together with funds made available from operations and cash contributions by GPU, to finance its business as a public utility, including reimbursement of its treasury for expenditures therefrom for construction purposes and to pay some $23,000,000 of bank loans to be outstanding at the time of the sale of the bonds. Construction expenditures are estimated at $102,100,000 for 1969.

AEP STOCK OFFERING PROPOSED. American Electric Power Company, Inc., New York holding company, has filed a proposal with the SEC under the Holding Company Act for the public offering and sale of 2,540,097 shares of common stock; and it seeks an exemption from the Commission's competitive bidding rule to permit a negotiated underwriting of the offering. The Commission has issued an order (Release 35-16417) giving interested persons until July 7 to request a hearing.

AEP proposes that the net proceeds of its stock sale will be used to pay and retire short-term debt, consisting of commercial paper and notes to banks, which is estimated not to exceed $85,000,000; any excess proceeds will be used for other corporate purposes, including cash capital contributions to one or more of its public utility subsidiary companies.

In seeking exemption from competitive bidding, AEP urges that, under present conditions, a procedure involving competitive bids for an offering of AEP stock of between $80-90 million would result in a lower price and a greater cost to AEP than through negotiations with investment bankers. If the requested exemption is granted by the Commission, AEP will enter into negotiations with investment bankers, under circumstances where competitive conditions are maintained, to establish the terms and conditions of the stock offering.

SECURITIES ACT REGISTRATIONS. Effective June 25: Amerace Esna Corp., 2-33257; Compu-Sort Systems, Inc., 2-31388 (90 days); Consolidated Educational Publishing, Inc., 2-32383 (90 days); Delmarva Power & Light Co., 2-33380 (Sep 21); Equity Resources Ltd. Partnership 1969, 2-32160 (90 days); Fisher Foods, Inc., 2-33116 (40 days); Intermac Corp., 2-32673 (90 days); Item House of Minneapolis, Inc., 2-31200 (90 days); Kinard Oil Co., 2-31972 (90 days); Magellan Petroleum Corp., 2-32797; Magnasync Craig Corp., 2-33302 (90 days); The Music & Entertainment Co., Inc., 2-31080 (90 days); Planning Research Corp., 2-32655 (40 days); Republic Systems & Programming, Inc., 2-31251 (Aug 5); SJV Corp., 2-33447; Texas Clay Industries, Inc., 2-32717 (90 days); Woods Petroleum of Canada, Ltd., 2-32940.
Withdrawn June 24: Electronic Data Systems Corp., 2-32196.

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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