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FOR RELEASE June 30, 1971

COMMISSION ANNOUNCEMENT

**RATE STRUCTURE HEARINGS RESUME.** The Commission has announced that its commission rate structure hearings will reconvene at 10:00 a.m. July 12, 1971 at the Commission's headquarters 500 North Capitol Street, Washington, D. C. 20549 to receive testimony and other relevant data concerning the report of the New York Stock Exchange on a new minimum commission rate schedule which was submitted to the Commission on June 28, 1971. Copies of the report may be obtained from the Exchange. The Commission has requested representatives of the New York Stock Exchange to appear at that time to present such testimony and relevant data. The Commission invites the other exchanges and other interested persons to submit their views. Persons who wish to appear and present factual material at the hearing are invited to notify the hearing officer (Alfred Letzler, SEC, Washington, D. C. 20549, 202-755-1220) of that desire as soon as possible and not later than July 12, 1971. Such persons should file as promptly as possible, with the hearing officer a brief description in the form of an offer of proof of the scope of the evidence to be presented not later than 48 hours before their appearance. Interested persons may wish to transmit written submissions for inclusion in the record in lieu of personally appearing. Such materials should be submitted not later than July 23, 1971.

All communications should be filed in triplicate to facilitate examination of the documents by all interested persons.

DECISION IN ADMINISTRATIVE PROCEEDING

**WILLIAM N. DURKIN SANCTIONED.** The Commission has announced the imposition of administrative sanctions upon William N. Durkin, of Boston, formerly a salesman for McDonnell & Co. (whose broker-dealer registration was revoked in 1970). The order prohibits Durkin, except with prior Commission approval, from engaging in business as, or being associated with, a broker-dealer or investment adviser for a period of 6 months or until final disposition of a Massachusetts indictment against him for securities theft, whichever period is longer. Should the criminal action result in a conviction, it may be made the basis for further administrative proceedings. According to the Commission's decision, Durkin, in 1967, violated antifraud provisions of the Securities Exchange Act in the sale of the speculative common stock of Roto American Corporation, in that, without having first made reasonable inquiry as to Roto's financial condition and business operations, he made various misrepresentations concerning the company and its securities.

The Commission's order was issued pursuant to an offer of settlement in which Durkin, without admitting or denying the allegations in the order for proceedings, consented to the findings and sanction. (Release 34-9213)

INVESTMENT COMPANY ACT RELEASES

**MUTUAL INCOME FUND.** The Commission has issued an order declaring that Mutual Income Fund, Houston, has ceased to be an investment company as defined in the Investment Company Act. (Release IC-6592)

**DELTA CAPITAL CORP.** The Commission has issued an order declaring that Delta Capital Corporation, of Slidell, La., has ceased to be an investment company as defined in the Investment Company Act. (Release IC-6593)

**INVESTTECH FUND, INC.** The Commission has issued an order giving interested persons until July 20 to request a hearing on application of Investtech Fund, Inc., of Boston, for an order declaring that it has ceased to be an investment company as defined in the Investment Company Act. The application represents that Investtech presently has no shareholders, and it has not made nor does it propose to make a public offering of its securities and that it has no assets of any kind. 1/ (Release IC-6594)

HOLDING COMPANY ACT RELEASES

**EASTERN UTILITIES ASSOCIATES AND SUBSIDIARY COMPANIES.** The Commission has issued an order authorizing the issue and sale of notes by Eastern Utilities Associates, and subsidiaries, Blackstone Valley Electric Company, Brockton Edison Company, Fall River Electric Light Company, and Montaup Electric Company to banks, and authorizing open account advances by Eastern to the subsidiaries in accordance with conditions and specifications set forth in 35-17155. (Release 35-17175)

**OHIO EDISON CO. AND SUBSIDIARY.** The Commission has issued an order amending an application filed by Ohio Edison Company and a Pennsylvania subsidiary, Pennsylvania Power Company involving the disposition of ownership in the Sammis Unit #7 power plant facility now under construction. (Release 35-17176)

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SECURITIES ACT REGISTRATIONS

\*RAPID-AMERICAN/MCCRORY FILE. Rapid-American Corp. (Rapid), 711 Fifth Ave., New York 10022, and McCrory Corp. (McCrory), 360 Park Ave. South, New York 10010, filed a registration statement on June 4, seeking registration of 597,058 shares of common stock and 1,194,116 common stock purchase warrants of Rapid (all owned by McCrory) and \$11,941,140 of 7½% sinking fund subordinated debentures, due 1994, of McCrory. McCrory proposes to offer the 597,058 Rapid-American common shares, the 1,194,116 Rapid-American warrants and cash in exchange for up to 597,058 outstanding McCrory shares, at the rate of one common share, two warrants and \$5 for each outstanding McCrory share. Concurrently, McCrory proposes to exchange the McCrory 7½% debentures plus cash for a maximum of 398,038 outstanding shares of McCrory common stock, at the rate of \$30 of debentures and \$2.50 cash for each McCrory share. Also included in this statement are 47,256 outstanding common shares, 43,600 outstanding \$2.25 cumulative convertible preferred stock (\$2 par) and 12,400 outstanding warrants of Rapid-American. These securities constitute all the Rapid securities held by Consons, Inc., and may be offered for sale from time to time at prices current at the time of sale.

Rapid is engaged in the manufacture of clothing, the distribution of luggage and related items and the production of certain printing materials and, through subsidiaries in other activities. McCrory is a retail merchandising company, 55% owned by Rapid. The purpose of McCrory's tender offer is to acquire shares of its common stock for its treasury in view of potential and actual exercises of options, warrants and conversion privileges outstanding in order to keep the number of outstanding shares at a relatively constant level and limit dilution to its equity. (File 2-40660)

\*INSTRUMENT SYSTEMS SHARES IN REGISTRATION. Instrument Systems Corp., 410 Jericho Turnpike, Jericho, N.Y. 11753, filed a registration statement on June 15 seeking registration of 500,000 shares of common stock. These shares may be issued in mergers or in exchange for the business and assets or shares of capital stock of other companies as well as shares which may be sold by the company for its own account from time to time at prices current at the time of sale (\*\* \$11 per share maximum). Also included in this statement are 803,162 shares of common stock, deliverable upon exercise of certain outstanding warrants, 80,000 shares of common stock issuable upon exercise of warrants and 102,062 outstanding warrants. The company manufactures and sells plastic and packaging products, building products, lighting fixtures, electronic products and communications systems and a variety of other products. Net proceeds of its stock sale will be used for general corporate purposes. (File 2-40769)

\*WISCONSIN POWER TO SELL BONDS. Wisconsin Power and Light Co., 122 W. Washington Ave., Madison, Wis. 53701, filed a registration statement on June 14 seeking registration of \$30 million of first mortgage bonds, Series O, due 2001, to be offered for public sale at competitive bidding. Net proceeds of its bond sale will be used to retire some \$7.4 million of the \$22,271,000 of first mortgage bonds, Series A, 3½, due August 1971 (the remaining bonds to be retired from proceeds of the proposed sale of 150,000 preferred shares) and to pay some \$22.6 million of short-term borrowings incurred for interim financing of its construction expenditures. If the preferred shares are not issued, net proceeds of the bond sale will be used to retire the A bonds and the balance applied to short-term borrowings. Construction expenditures are estimated at \$55.6 million for 1971. (File 2-40802)

SMUCKER SHARES IN REGISTRATION. The J.M. Smucker Co., Strawberry Lane, Orrville, Ohio 44667, filed a registration statement on June 14 seeking registration of 50,000 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\*\* \$22.75 per share maximum). (File 2-40803)

AMERICAN EQUITY INVESTMENT TRUST PROPOSES OFFERING. American Equity Investment Trust, 375 Collins Rd., N.E., Cedar Rapids, Iowa 52406, filed a registration statement on June 14 seeking registration of 800,000 shares of beneficial interest, to be offered for public sale at \$11 per share. The offering is to be made by Life Investors Management Corp., 375 Collins Rd., N.E., Cedar Rapids, Iowa 52406. The Trust proposes to invest principally in the direct ownership of commercial and industrial real estate. Life Investors Insurance Company of America administers operations of the Trust and Life Investors Insurance Company of America acts as agent for the Trust in the acquisition of properties. John F. Hodson is board chairman of the Trust. (File 2-40804)

\*HOST INTERNATIONAL SHARES IN REGISTRATION. Host International, Inc., P.O. Box 1760, Santa Monica, Calif. 90406, filed a registration statement on June 17 seeking registration of 164,154 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\*\* \$37.25 per share maximum). Joe E. Schero, vice president, may sell 100,000 of 361,693 shares held, Hulsey S. Lokey, board chairman, 25,000 of 125,195 and 17 others the remaining shares being registered. (File 2-40805)

\*INVESTORS FIDELITY PROPOSES RIGHTS OFFERING. Investors Fidelity Corp., P.O. Box 57065, 3107 Montgomery Highway, Birmingham, Ala. 35209, filed a registration statement on June 17 seeking registration of \$1.5 million of 7% convertible subordinated debentures for subscription by common stockholders, at the rate of \$100 debenture for each ten shares held, and at 100% of principal amount. No underwriting is involved.

The company is a holding company with subsidiaries in the fields of life insurance, sales of mutual fund shares and the making of consumer loans. Of the net proceeds of its debenture sale, some \$900,000 will be advanced to American Financial Services, Inc. (a wholly-owned subsidiary) for the purpose of working capital to be used in the making of personal mortgage installment loans and the balance for working capital, possible cash acquisitions and general corporate purposes. (File 2-40806)

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**\*CINCINNATI FINANCIAL TO SELL STOCK.** Cincinnati Financial Corp., 2934 Central Parkway, Cincinnati, Ohio 45225, filed a registration statement on June 17 seeking registration of 180,000 shares of common stock, to be offered for public sale (\*\* at \$32 per share maximum). The offering is to be made through underwriters headed by The First Boston Corporation, 20 Exchange Pl., New York and Vercoe & Co.

The company was organized in 1968 for the purpose of becoming a holding company for the Cincinnati Insurance Co., a property and casualty insurance company. Of the net proceeds of its stock sale, some \$2 million will be used to retire an outstanding short-term bank issued primarily to increase the capital of Cincinnati Insurance and the balance for general corporate purposes. (File 2-40807)

**SFC FUNDING PROPOSES OFFERING.** SFC Funding Corp., 7045 North Western Ave., Chicago, Ill. 60645, filed a registration statement on June 17 seeking registration of \$3.5 million of Programs for the Acquisition of Mutual Fund Shares and Insurance. Insurance policies are issued primarily by Seaboard Life Insurance Co. of America and mutual fund shares would be sold by SFC Equities, Inc. (Equities), or independent dealers. Equities and SFC Funding are wholly-owned subsidiaries of Scheer Financial Corp., which owns more than 94% of the outstanding capital stock of Seaboard Life. Joseph W. Fox is president of SFC Funding. (File 2-40809)

**\*DONNKENNY FILES FOR SECONDARY.** Donnkenny, Inc., 1411 Broadway, New York 10018, filed a registration statement on June 17 seeking registration of 150,000 outstanding shares of common stock, to be offered for public sale by the holders thereof. The offering is to be made (\*\* at \$22 per share maximum) through underwriters headed by G.A. Saxton & Co., Inc., 100 Wall St., New York 10005.

The company is engaged in the design, manufacture and sale of popular-priced sports and casual wear for women. The company has outstanding 761,774 common shares, of which Murray Nadler, president and board chairman, own 28.7% and Leon Nadler, secretary, 29.7%. They propose to sell 55,000 shares each and eight others the remaining shares being registered. (File 2-40811)

**\*AMERICAN MOTOR INNS SHARES IN REGISTRATION.** American Motor Inns, Incorporated, 103 W. Campbell Ave., Roanoke, Va., 24011, filed a registration statement on June 17 seeking registration of 20,000 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\*\* \$33.63 per share maximum). (File 2-40812)

**\*CONTINENTAL CAN TO SELL NOTES.** Continental Can Company, Inc., 633 Third Ave., New York 10017, filed a registration statement on June 17 seeking registration of \$60 million of notes, due 1978, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 55 Broad St., and Lehman Brothers, One William St., both of New York.

The company is engaged in the manufacture and sale of packaging products in related operations. Net proceeds of its financing will be added to the company's general funds and will be available for corporate purposes and capital expenditures program, including expansion of the company's paper mill at Hodge, Louisiana. (File 2-40813)

**\*RHEINGOLD SHARES IN REGISTRATION.** Rheingold Corp., 41 E. 42nd St., New York 10017, filed a registration statement on June 17 seeking registration of 194,500 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\*\* \$28.75 per share maximum). (File 2-40814)

**OAKWOOD HOMES FILES FOR OFFERING AND SECONDARY.** Oakwood Homes Corp., P.O. Box 7358, 2202 O'Brien St., Greensboro, N.C. 27407, filed a registration statement on June 17 seeking registration of 400,000 shares of common stock, of which 240,000 are to be offered for public sale by the company and 160,000 (being outstanding shares) by the holders thereof. The offering is to be made through underwriters headed by Legg, Mason & Co., Inc., 22 Light St., Baltimore, Md. 21203.

The company is engaged in the design, manufacture and sale of retail and wholesale of medium priced mobile homes. Of the net proceeds of its stock sale, \$900,000 will be applied to the development costs of a proposed mobile home park (estimated to total \$2,525,000) and the balance for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 600,000 common shares (with a \$1.92 per share book value), of which Ralph L. Darling, board chairman, and James E. Lavasque, president, own 53.2% and 31.8%, respectively. Darling proposes to sell 159,110 of 319,110 shares held. (File 2-40815)

**DATA GENERAL FILES FOR OFFERING AND SECONDARY.** Data General Corporation, Route 9, Southboro, Mass. 01772, filed a registration statement on June 17 seeking registration of 450,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 250,000 (being outstanding shares) by the holders thereof. The offering is to be made (\*\* at \$48 per share maximum) through underwriters headed by Bache & Co., Inc., 100 Gold St., New York 10038.

Organized in 1968, the company is engaged in the design, manufacture and sale of small digital computers and related products and services. Net proceeds of its stock sale will be used for general corporate purposes. The company has outstanding 2,299,990 common shares, of which management officials as a group own 32%. Edson D. deCastro is president. A large number of shareholders propose to sell the shares being registered. (File 2-40816)

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**STOCK PLANS FILED.** The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

First National Charter Corp., Kansas City, Mo. (File 2-40786) - 32,044 shares  
 Life Investors, Inc., Cedar Rapids, Iowa (File 2-40788) - 120,000 shares  
 Zayre Corp., Framingham, Mass. (File 2-40689) - 200,000 shares  
 First City National Bank of Houston, Houston, Tex. (File 2-40791) - 26,667 shares  
 Alplex Computer Corp., Danbury, Conn. (File 2-40794) - 760,593 shares  
 The Chubb Corp., New York (File 2-40799) - 84,922 shares  
 J. C. Penney Company, Inc., New York (File 2-40800) - 16,419 shares  
 Systems Capital Corp., Phoenix, Ariz. (File 2-40808) - 150,000 shares  
 Fidelity Union Bancorporation, Newark, N.J. (File 2-40810) - 67,466 shares

**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 (in ordering, please give month and year of report). 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 June 3 News Digest.

BK Reports for Mar 71

Southern Bell Tel & Tel Co. (7,11,13) 1-1049-2	Republic Corp (Del)(10,11,12,13)1-5603-2
Stockman Nat'l Life Ins. Co. Dec 70(12) 2-22231-2	Tennessee Forging Steel Corporation (12,13) 0-5205-2
Wells Fargo & Co.(11,12,13) 1-6214-2	Twin Americas Agricultural & Industrial Developers Inc (7)0-5224-2
Research-Cottrell, Inc.(11,13)1-5425-2	United Record & Tape Industries Inc. (1,8,12) 2-36263-2
Southwestern Electric Service Co.(7) 0-22-2	Weatherby/Nasco Inc.(11,13) 0-3850-2
Sycor, Inc. (1,7,8,13) 2-32336-2	WM. Wrigley Jr. Co. (3,11) 1-800-2
United-Overton Corporation(2)0-4913-2	Integrated Resources Inc.(12,13) 0-4427-2
Vulcan, Inc. (2,4,7,11,13) 1-5729-2	Pan American World Airways Inc. (7) 1-3532-2
Washington Natural Gas Co. (12) 0-951-2	Republic-Franklin life Insurance Co. (11) 2-19787-2
Prelude Corporation (12,13) 0-5080-2	Royal American Industries Inc. (11) 1-4109-2
Ransburg Electro-Coating Corp(3) 0-3013-2	Solid State Scientific Devides Corp.(Del) (2,7,9,12,13) 0-3814-2
Regency Electronics Inc. (3) 0-1877-2	Southern Realty & Utilities Corp (11) 1-4253-2
Service Corporation International (2,7,13) 1-6402-2	Turbodyne Corporation (8) 0-5557-2
Shattuck Denn Mining Corp (3,13) 1-948-2	Ual Inc. (Del) (4) 1-6033-2
Trans-Pacific Leasing Inc. (12,13) 0-4250-2	United Air Lines Inc.(4) 1-2637-2
U. S. Filter Corp (4,7,12,13) 1-4097-2	U. S. Industries, Inc. (7) 1-3772-2
Programming Sciences Corp(2,13)1-6487-2	

**SECURITIES ACT REGISTRATIONS.** Effective June 28: American Cattle Co., 2-37217(90 days); Brown Company, 2-40310; Carbourndum Co., 2-40406; Electronic Engineering Co., of Calif., 2-38656; Enenee Corp., 2-40451; Engine Power Corp., 2-36161 (90 days); Getty Oil Co., 2-40752; Honeywell Information Systems, Inc., 2-40351; J. C. Penny Co., Inc., 2-40800; Southern Airways, Inc., 2-39678; Warner-Lambert Co., 2-40511.

**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.

\* This is a reporting company and further information with respect to its business and operations is available in the Commission's Public Reference files.

\*\* As estimated for purposes of computing the registration fee.

1/ Pending distribution of this release by the Commission to the appropriate mailing lists, interested persons should consult the Federal Register for details of the release.

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