

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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GREEN MOUNTAIN POWER RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16632) authorizing Green Mountain Power Corporation, Burlington, Vermont, to acquire 3,636 shares of Class B common stock of Vermont Electric Power Company, Inc. ("VELCO") from Central Vermont Public Service Corporation for \$363,600. VELCO has outstanding 11,000 common shares (\$100 par), of which Green Mountain owns 9%, Central Vermont 86.5% and Citizens Utilities Company 4.5%. Upon acquisition of the VELCO shares, Green Mountain will then own about 22% of its voting stock, and VELCO will then be a subsidiary of Green Mountain. VELCO transmits power to Green Mountain and other electric utility companies in Vermont, its transmission facilities serving as the principal interconnection system for the state.

VERMONT YANKEE RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16633) authorizing Vermont Yankee Nuclear Power Corporation, Rutland subsidiary of both Northeast Utilities and New England Electric System, to issue from time to time prior to June 30, 1970, up to \$20,000,000 of 90-day promissory notes under its revolving credit agreement with two banks.

VERMONT YANKEE RECEIVES ORDER. The SEC has issued a supplemental order under the Holding Company Act (Release 35-16634) with respect to the issue and sale by Vermont Yankee Nuclear Power Corporation, Rutland subsidiary of Northeast Utilities and New England Electric System, of \$60,000,000 of subordinated notes to five sponsor companies. The Commission authorized the issuance of such notes on December 11, 1969 (Release 35-16556) which were to be subordinated as to principal only. Vermont Yankee and its sponsor companies now propose that any subordinated notes issued to the sponsors on and after March 12, 1970, be fully subordinated as to interest as well as to principal and that fully subordinated notes be issued in exchange for any subordinated notes heretofore outstanding. The modified form of subordinated notes is proposed at the request of the banks which are providing the senior indebtedness.

INDIANA & MICHIGAN ELECTRIC TO SELL BONDS. Indiana & Michigan Electric Company, 2101 Spy Run Ave., Ft. Wayne, Ind. 46801, filed a registration statement (File 2-36509) with the SEC on March 5 seeking registration of \$50,000,000 of first mortgage bonds, due 2000, and \$15,000,000 of first mortgage bonds, due 1975, to be offered for public sale at competitive bidding. A subsidiary of American Electric Power Company, Inc. ("AEP"), the company will add the net proceeds of its bond sale and proceeds of \$30,000,000 of cash capital contributions from AEP to its general funds. The company proposes to prepay some \$8,880,000 of bank notes, to pay at maturity commercial paper (estimated at \$35,120,000) and to apply the balance to its construction program and to other corporate purposes. Construction expenditures are estimated at \$158,387,000 for 1970.

SENSORMATIC ELECTRONIC PROPOSES OFFERING. Sensormatic Electronic Corporation, 265 S. Main St., Akron, Ohio 44308, filed a registration statement (File 2-36510) with the SEC on March 5 seeking registration of 300,000 shares of common stock and warrants to purchase 150,000 shares of common stock, to be offered for public sale in units, each unit consisting of one share and a warrant to purchase 1/2 share. The offering is to be made through underwriters headed by Lineberger, Lowe & Co. Inc., 76 Beaver St., New York 10005; the offering price (\$18 per unit maximum*) and underwriting terms are to be supplied by amendment. James E. Lineberger, board chairman of the Lineberger firm, purchased 50,000 shares in January from a principal shareholder at \$12.50 per share. Also included in this statement are 109,484 outstanding shares and 17,500 shares issuable upon exercise of warrants which may be offered for sale from time to time by the present holders or recipients thereof at prices current at the time of sale.

Organized in August 1966, the company is primarily engaged in developing and marketing an electronic article surveillance system (the "Sensormatic System") designed for use by retail stores, libraries, industrial establishments, art institutes and other businesses for protection against shoplifting and other theft. Of the net proceeds of its stock sale, \$2,400,000 will be used for the purchase of microwave units, \$290,000 for the purchase and production of active markers, \$250,000 for further research and development and \$150,000 for the purchase of capital equipment; the balance will be added to the company's working capital to be used for general corporate purposes. In addition to indebtedness, the company has outstanding 1,855,116 common shares (with a \$2.81 per share book value), of which John Welsh, board chairman, owns 43% and management officials as a group 50.4%. James A. Rogers is president.

TRIESTER INTERNATIONAL FILES FOR OFFERING. Stanton L. Triester International Investment & Financial Corp., 1700 Market St., Philadelphia, Pa. 19103, filed a registration statement (File 2-36513) with the SEC on March 5 seeking registration of 2,000 units of limited partnership interests in its "1970 Program", to be offered for public sale at \$5,000 each. The company (formerly Davark Corporation) will serve as manager of the Program, whose primary objective will be to acquire real property on which there are existing residential, commercial or industrial buildings or on which such improvements are planned or are being constructed. Stanton L. Triester is president.

OVER

MALLINCKRODT CHEMICAL TO SELL DEBENTURES. Mallinckrodt Chemical Works, 3600 North Second St., St. Louis, Mo. 63147, filed a registration statement (File 2-36511) with the SEC on March 5 seeking registration of \$15,000,000 of convertible subordinated debentures, due 1995, to be offered for public sale through underwriters headed by Eastman Dillon, Union Securities & Co., One Chase Manhattan Plaza, New York, N. Y. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is said to be a leading manufacturer of fine chemicals in the United States; it also produces pharmaceutical products. The net proceeds of its debenture sale will be used in part to retire \$9,500,000 of notes; the remainder will be added to general corporate funds and may be used for property additions and improvements. In addition to indebtedness, the company has outstanding 1,577,764 Class A and 360,000 Class B common shares, of which management officials as a group own 8.10% and 4.51%, respectively, trusts under the will of Edward Mallinckrodt, Jr., are also substantial owners. Harold E. Thayer is president and board chairman.

ASSOCIATED MORTGAGE INVESTORS FILES OFFERING PROPOSAL. Associated Mortgage Investors, 250 Boylston St., Boston, Mass. 02116, filed a registration statement (File 2-36512) with the SEC on March 5 seeking registration of \$5,000,000 of convertible subordinated debentures, due 1985, and 200,000 shares of beneficial interest. These securities are to be offered for public sale through underwriters headed by Shearson, Hammill & Co., Inc., 14 Wall St., and New York Securities Co., One Whitehall St., both of New York, N. Y. The interest rate on the debentures, offering prices (\$35 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is a real estate investment trust which provides investors with an opportunity to invest in a portfolio of construction and development first mortgage loans and other real estate interests. The net proceeds of this financing will be used (in part) to reduce short-term bank borrowings incurred to finance mortgage investments; the balance will be used for general corporate purposes. In addition to indebtedness, the company has outstanding 780,719 shares. Alan J. Smith is president.

ALBERTA FILES FOR OFFERING. Province of Alberta (Canada) (U.S. Agent: Honorable R. G. C. Smith, Canadian Consulate General, 680 Fifth Ave., New York, N. Y. 10019), filed a registration statement (File 2-36516) with the SEC on March 6 seeking registration of \$35,000,000 of debentures, due 1995, to be offered for public sale through underwriters headed by The First Boston Corporation, 20 Exchange Place, and Wood, Gundy & Co., Inc., 40 Wall St., both of New York, N. Y. The interest rate, offering price and underwriting terms are to be supplied by amendment. The net proceeds of the debenture sale will be deposited in the Province's General Revenue Fund to pay for authorized expenditures required for the public service of the Province.

SCHLITZ BREWING FILES FOR SECONDARY. Jos. Schlitz Brewing Company, 235 West Galena St., Milwaukee, Wis. 53201, filed a registration statement (File 2-36517) with the SEC on March 6 seeking registration of 180,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York, N. Y. The offering price (\$84 per share maximum*) and underwriting terms are to be supplied by amendment. The company, whose principal product is beer, has outstanding 9,649,124 common shares, of which management officials as a group own 21%. Robert A. Uihlein, Jr., is president and board chairman. Various members of the Uihlein family (or trusts for their benefit), who own an aggregate of 2,556,997 shares (27%) are the selling shareholders.

U. S. OIL CO. FILES FOR OFFERING. United States Oil Company, Inc., Court Bldg., Evansville, Ind. 47708, filed a registration statement (File 2-36518) with the SEC on March 6 seeking registration of \$10,000,000 units of participation in five limited partnerships and 100,000 common stock purchase warrants. The partnership interests are to be offered for public sale at \$5,000 per unit; for each unit purchased, subscribers will receive warrants to purchase 50 shares of the company's common stock. The funds will be used by the partnerships to invest in oil and gas properties (including, without limitation, the drilling of exploratory and development wells and the purchase of producing interests). A. J. Slagter is board chairman and A. J. Slagter III president of the company.

REGAL PROGRAMS FILES OFFERING PROPOSAL. Regal Programs, Inc., Box 544, Olney, Ill. 62450, filed a registration statement (File 2-36519) with the SEC on March 6 seeking registration of 200 units of participation in its 1970 Oil and Gas Exploration and Development Program, to be offered for public sale at \$5,000 each. The proceeds will be used in acquiring, exploring and developing oil and gas leaseholds. William Waller, Jr., is president.

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

- Reliance Electric Co., Cleveland, Ohio (File 2-36452) - 18,529 shares
- Olson Brothers, Inc., North Hollywood, Calif. 91603 (File 2-36514) - 100,000 shares
- Kellogg Company, Battle Creek, Mich. (File 2-36515) - 300,000 shares

FORTY FUND PROPOSES OFFERING. The Forty Fund, Inc., 1700 Broadway, Denver, Colo., filed a registration statement (File 2-36530) with the SEC on March 6 seeking registration of 50,000 shares of capital stock, to be offered for public sale at \$10 per share. The offering is to be made through Eastman Dillon, Union Securities & Co., One Chase Manhattan Plaza, New York, N. Y. 10005, and two other firms, which will receive an underwriting discount of 85¢ per share. The Fund is an open-end diversified investment company whose investment objective is capital appreciation. The Hundred Management Corporation will serve as investment adviser. F. Wallace Gage is president of the Fund and of the adviser.

BRISTOL PRODUCTS FILES FOR OFFERING AND SECONDARY. Bristol Products, Inc., 503 Vistula St., Bristol, Ind. 46507, filed a registration statement (File 2-36520) with the SEC on March 6 seeking registration of 330,000 shares of common stock, of which 165,000 are to be offered for public sale by the company and 165,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Blair & Co., Inc., 20 Broad St., New York; the offering price (\$11 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Blair firm, for \$225, five-year warrants for the purchase of 22,500 shares.

The company is primarily engaged in the distribution of plumbing supplies and fixtures for the mobile home and recreational vehicle industry, some of which items it also produces and fabricates. Of the net proceeds of its sale of additional stock, \$1,320,000 will be used to repay short-term bank notes; the balance will be added to working capital. The company has outstanding 660,000 common shares, of which Melvin Cohn, board chairman and chief executive officer, and Samuel New, secretary-treasurer, own 30.4% each and management officials as a group 98.6%. Cohn and New propose to sell 49,500 shares each and Glen R. Brown, president, and Jack M. Schuster, executive vice-president, 33,000 shares each.

PRINCE MEDICAL-DENTAL FILES FOR OFFERING AND SECONDARY. Prince Medical-Dental, Inc., 3700 Greenway Plaza, Houston, Tex. 77027, filed a registration statement (File 2-36521) with the SEC on March 6 seeking registration of 240,000 shares of common stock, of which 210,000 are to be offered for public sale by the company and 30,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Robert Fleming Incorporated, 100 Wall St., New York 10005; the offering price (\$24 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and its subsidiaries own and operate dental laboratories and general hospitals. Of the net proceeds of its sale of additional stock, \$600,000 will be used to retire short-term bank borrowings and indebtedness (incurred in part in connection with the recent acquisition of Alvin's Gulf Coast Hospital) and \$100,000 to equip a dental laboratory facility in Houston; the balance will be added to the company's general funds and used in connection with possible future acquisitions of hospitals, dental laboratories or other businesses in the health services field and possible expansion or improvement of existing facilities and as working capital. In addition to indebtedness and preferred stock, the company has outstanding 1,252,678 common shares (with a \$1.15 per share book value), of which management officials own 26.8%. Adolph Blumenfeld proposes to sell 10,050 shares of 67,177 shares held and six others the remaining shares being registered. William S. Mackey, Jr., is board chairman and president.

ADRs FOR RICOH FILED. Chemical Bank, 20 Pine St., New York 10005, filed a registration statement (File 2-36522) with the SEC on March 6 seeking registration of 100,000 American Depositary Receipts for dollar validated common stock of Ricoh Company, Ltd.

ADRs FOR EISAI FILED. Chemical Bank, 20 Pine St., New York 10005, filed a registration statement (File 2-36523) with the SEC on March 6 seeking registration of 100,000 American Depositary Receipts for dollar validated common stock of Eisai Co., Ltd.

BARNETT MORTGAGE TRUST PROPOSES OFFERING. Barnett Mortgage Trust, 100 Laura St., Jacksonville, Fla. 32202, filed a registration statement (File 2-36524) with the SEC on March 6 seeking registration of 1,250,000 shares of beneficial interest and warrants to purchase 1,250,000 shares of beneficial interest, to be offered for public sale in units, each consisting of one share and one warrant, and at \$20 per unit. The offering is to be made through underwriters headed by Reynolds & Co., 120 Broadway, New York 10005; the underwriting terms are to be supplied by amendment. The Trust has agreed to enter into a financial consulting agreement with the Reynolds firm for three years at an annual rate of compensation of \$15,000.

The Trust was organized with the intention of providing investors with an opportunity to invest in a professionally managed portfolio of real estate interests, consisting primarily of construction and development first mortgage loans, and to a lesser extent, of permanent first mortgage loans and other permitted investments. The Trust intends to qualify as a real estate investment trust under the Internal Revenue Code. It has contracted with Barnett Mortgage Advisers, Inc., to advise the Trust with respect to investments and investment policy and to administer day-to-day operations, subject to supervision of the Trustees. Guy W. Botts is president of the trustees and board chairman of the adviser. William S. Woods is treasurer of the trustees and president of the adviser.

TODHUNTER INTERNATIONAL PROPOSES EXCHANGE OFFER. Todhunter International, Inc. ("International"), 207 Commerce Bldg., 324 Datura St., West Palm Beach, Fla. 33401, filed a registration statement (File 2-36525) with the SEC on March 6 seeking registration of 337,500 shares of common stock. It is proposed to exchange these shares for shares of common stock of Todhunter-Mitchell and Company, Limited ("Todhunter-Mitchell"), at the rate of one International share for each two Todhunter-Mitchell shares. Sterling, Grace Securities Corporation has agreed to head a group of dealers who will solicit acceptances of the exchange offer. International has agreed to issue the dealer manager and its designated affiliates up to 15,000 shares. Effectiveness of the exchange offer is contingent upon acceptance by holders of at least 80% of the common stock of Todhunter-Mitchell. Holders of 55.5% of Todhunter-Mitchell stock have indicated their intention to accept the exchange offer.

International was organized as part of a plan for the reorganization of Todhunter-Mitchell and affiliated corporations. Todhunter-Mitchell is a Bahamian corporation engaged in the manufacture, blending and bottling of various types of alcoholic beverages for its own account or under contract with others, and in the sale and distribution of alcoholic beverage products under its own brand names and for other products. International intends to engage in a program for the acquisition of other businesses consisting

primarily, if not entirely, of businesses engaged in the manufacture, sale or distribution of alcoholic beverages in the United States and Canada. Todhunter-Mitchell has outstanding 675,000 common shares, of which A. Kenneth Pincourt, Jr., president and board chairman of International and Todhunter-Mitchell, Pincourt family trusts and Dorothy Pincourt (mother of A. Kenneth Pincourt, Jr.) own 18.5% each.

STATISTICAL COMPUTING CENTER TO SELL STOCK. Statistical Computing Center, Inc., 2501 N. Stiles, Oklahoma City, Okla. 73105, filed a registration statement (File 2-36526) with the SEC on March 6 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$4 per share. The offering is to be made through R. J. Edwards, Inc., 2205 Liberty Bank Bldg., 200 N. Robinson, Oklahoma City, Okla. 73102, which will receive a 40¢ per share commission plus \$40,000 for expenses. The company has granted the Edwards firm five-year warrants to purchase 30,000 shares, exercisable after one year in multiples of 1,000 shares at \$4.80 per share.

Organized in August 1965, the company is engaged in providing data processing services primarily to fire and casualty insurance companies and credit unions. Of the net proceeds of its stock sale, \$282,000 will be used to retire the company's note on its Honeywell 1250 computing system, \$72,000 to retire the company's outstanding debentures, \$225,000 for continued development of its insurance packages, \$200,000 for development of other real-time packages and \$170,000 to cover start-up costs involved in merging or acquiring two additional centers in other eco-geographical areas; the balance will be added to the company's working capital. In addition to indebtedness, the company has outstanding 1,000,000 common shares (with a 41¢ per share book value), of which management officials as a group have a 94% direct or indirect interest. William E. Biggs is board chairman and Howard B. Howell president. Purchasers of the shares being registered will sustain an immediate dilution of \$2.89 in per share book value from the offering price.

CROWN ZELLERBACH TO SELL DEBENTURES. Crown Zellerbach Corporation, One Bush St., San Francisco, Calif. 94119, filed a registration statement (File 2-36527) with the SEC on March 6 seeking registration of \$125,000,000 of sinking fund debentures, due 2000, to be offered for public sale through underwriters headed by Lehman Brothers, 1 William St., New York 10004. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and distribution of forest products, including pulp, paper, paperboard, containers, logs, lumber, plywood and chemicals; it also is a major producer of flexible packaging materials. Of the net proceeds of its debenture sale, \$70,000,000 will be used to repay long-term loans under the company's revolving credit agreement with eight banks and \$15,400,000 to repay other long-term debt to banks; the balance will be added to the company's working capital, a portion of which may be used to reduce short-term debt, including outstanding commercial paper. In addition to indebtedness and preferred stock, the company has outstanding 23,244,355 common shares.

RYAN HOMES FILES FOR SECONDARY. Ryan Homes, Inc., 100 N. Wren Drive, Pittsburgh, Pa. 15243, filed a registration statement (File 2-36528) with the SEC on March 6 seeking registration of 250,000 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 (\$37 per share maximum*).

The company is engaged in building single family homes. In addition to indebtedness, it has outstanding 1,848,000 common and 400 Class B common shares. Edward M. Ryan, board chairman and president, owns all of the Class B shares and 14% of the common shares; management officials as a group own 33% of the common shares. Commonwealth Capital Fund, Inc., may sell all of 110,500 shares held, and three others the remaining shares being registered.

CAPITAL EXPENDITURES AND SALES. The SEC and the Department of Commerce today announced that businessmen are planning expenditures of \$83.6 billion for new plant and equipment during 1970. Such expenditures are 10½% above the 1969 total of \$75.6 billion; 1969 spending was 11½% above 1968. Expectations of generally sizable sales advances in 1970 were reported in the latest survey. Public utilities project an 8 percent gain from 1969, manufacturers and trade firms, 6 percent. Actual increases in 1969 were 8 percent for both manufacturers and public utilities, and 5 percent for trade firms. Although the projected 1969-70 increase in outlays in the current survey is one percentage point higher than the increase shown in the preliminary survey conducted in the late fall, differences in the adjustments for systematic reporting biases used in the two surveys more than offset the difference in the two results. For further details, see Stat. Release No. 2426.

SECURITIES ACT REGISTRATIONS. Effective March 10: Advance Data Corp., 2-34743 (90 days); Allied Exploration Ventures, Inc., 2-34712 (90 days); American Hospital Supply Corp., 2-36408; Amrep Corp., 2-36150 (40 days); Chrysler Corp., 2-36343; Fingerhut Corp., 2-35614 (90 days); Modular Concepts, Inc., 2-33686 (90 days); Northern and Central Gas Corp. Ltd., 2-35754 (40 days); Seaco Computer-Display Inc., 2-34728 (90 days); The Shearson Appreciation Fund, Inc., 2-34576; Virginia Electric & Power Company, 2-36179.

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.