

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. 70-146)

FOR RELEASE July 29, 1970

COMMISSION ANNOUNCEMENT

MIDWEST EXCHANGE PLAN CLEARED. The SEC today announced (Release 34-8946) that it had declared effective a plan filed by the Midwest Stock Exchange ("MSE") pursuant to Rule 17a-10 under the Securities Exchange Act, which plan provides that MSE member firms (other than NASD members) may file with the Exchange, rather than the Commission, their annual reports of income and expenses and related financial and other information prescribed by SEC Form X-17A-10. The plan provides that the MSE (1) will adopt and implement appropriate internal procedures for review of the information submitted by members, (2) will review all reports filed for reasonableness and accuracy, (3) will submit edited data to the SEC, (4) will maintain and preserve a copy of all information furnished it by any member and of related correspondence, memoranda, etc. for a period of six years, and (5) will undertake certain other obligations.

COURT ENFORCEMENT ACTION

BRIAN G. COOK INDICTED. The SEC Washington Regional Office today announced (LR-4697) the return of a Federal court indictment in the District of Columbia on July 17, charging Brian G. Cook, board chairman and president of Cook Airlines, Inc. (later known as Cook Jet Leasing Corporation), formerly of Washington, D.C., with violations of the registration and anti-fraud provisions of the Securities Act in connection with the offer and sale of Cook Airlines stock.

SECURITIES ACT REGISTRATIONS

MORTGAGE ASSOCIATES TO SELL DEBENTURES. Mortgage Associates, Inc., 125 E. Wells St., Milwaukee, Wisc. 53202, filed a registration statement (File 2-38033) with the SEC on July 24 seeking registration of \$2,000,000 of 7% to 7½% serial subordinated debentures, due 1972 to 1980, to be offered for public sale at 100% of principal amount. The offering is to be made through company employees (including officers), who will receive up to a 1.5% selling commission.

The company is primarily engaged in originating or otherwise acquiring and selling first mortgage loans upon residential and commercial properties, in servicing mortgages and in consumer finance. Net proceeds of the company's debenture sale will be added to its general funds, to be used primarily for the origination and purchase of mortgage loans and possibly for other corporate purposes. In addition to indebtedness, the company has outstanding 1,137,944 common shares, of which company officials as a group own 18% and The Pitcairn Company and related interests 14%. Sheldon B. Lubar is board chairman and Mills C. Perry president.

HALLCRAFT HOMES TO SELL STOCK. Hallcraft Homes, Inc., 2201 E. Camelback Rd., Phoenix, Ariz. 85016, filed a registration statement (File 2-38036) with the SEC on July 27 seeking registration of 350,000 shares of common stock, to be offered for public sale through underwriters headed by Dean Witter & Co. Inc., 632 S. Spring St., Los Angeles, Calif. 90014. The offering price (\$16 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is primarily engaged in the construction and sale of single family homes on land acquired, subdivided and developed by it in the metropolitan areas of Phoenix, Denver, San Diego and San Jose. Of the net proceeds of its stock sale, \$5,000,000 will be used to retire a subordinated note issued to U. S. Financial of San Diego (a participant with Hallcraft in a partnership) and the balance will be used initially to reduce debt incurred for development and construction loans. In addition to indebtedness, the company has outstanding 1,509,097 common shares, of which John C. Hall, board chairman, owns 52.17% and J. R. Ashton, president, 26.69%.

MID AMERICA BANCORPORATION PROPOSES OFFERING. Mid America Bancorporation, Inc., 3900 Sibley Memorial Highway, St. Paul, Minn. 55111, filed a registration statement (File 2-38037) with the SEC on July 27 seeking registration of 200,000 shares of common stock with warrants to purchase 100,000 shares of common stock, to be offered for public sale in units, each consisting of 1 share and a warrant to purchase 1/2 share. The offering is to be made through underwriters headed by Dain, Kalman & Quail Inc., 100 Dain Tower, and Piper, Jaffray & Hopwood Inc., 115 S. 7th St., both of Minneapolis, Minn. 55402; the offering price (\$11 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized in March 1968, the company is a bank holding company owning all the outstanding shares of four banks (except for directors' qualifying shares). Net proceeds of the company's stock sale will be used to reduce short-term bank indebtedness incurred in connection with the initial capitalization of two subsidiaries, Park-Grove National Bank (\$500,000) and Suburban National Bank of Roseville (\$1,500,000) and the purchase of the property (\$300,000) and a contribution to the capital (\$250,000) of another subsidiary, Valley National Bank of Eagan Township. In addition to indebtedness, the company has outstanding 237,302 common shares, of which W. G. Andrews, board chairman, owns 18.5% and management officials as a group 28.6%. David A. Shern is president.

OVER

POTOMAC ELECTRIC TO SELL BONDS. Potomac Electric Power Company, 929 E St., N. W., Washington, D. C. 20004, filed a registration statement (File 2-38038) with the SEC on July 27 seeking registration of \$70,000,000 of first mortgage bonds, due 2005, to be offered for public sale through underwriters headed by Dillon, Read & Co., Inc., 46 William St., New York, and Johnston, Lemon & Co., Southern Bldg., Washington, D. C. 20005. The interest rate, offering price and underwriting terms are to be supplied by amendment. Net proceeds of the company's bond sale will be used to prepay \$8,000,000 of bank loan notes, due September 30, 1970, and \$27,100,000 of bank loan notes due December 31, 1970, and to pay at maturity some \$34,000,000 of commercial paper notes, due August 1970, and discounted by the company at from 8 $\frac{1}{2}$ % to 8 $\frac{3}{4}$ %. Construction expenditures are estimated at \$46,000,000 in the last six months of 1970, and \$510,000,000 for the years 1971 through 1973.

GARY ARTS WHOLESALE TO SELL STOCK. Gary Arts Wholesale, Inc., 542 W. 27th St., New York 10001, filed a registration statement (File 2-38040) with the SEC on July 27 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 Nagler, Weissman & Co., Inc., 462 E. Tremont Ave., Bronx, N. Y., which will receive a 50c per share commission plus \$15,000 for expenses. The company has agreed to sell the underwriter 10,000 shares for \$100.

Organized in 1967, the company is engaged primarily in selling at wholesale original framed graphic art and other art works to retail stores and chains, department stores, mail order houses, hotels and motels. Of the net proceeds of its stock sale, \$150,000 will be used to purchase inventory and the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 390,000 common shares, of which Stephen E. Feinman, president, and Frederick Kayden, vice president, own 32.1% each and Frank Menschel, vice president, 23.6%. Purchasers of the shares being registered will acquire a 20% stock interest in the company for their investment of \$500,000 (they will sustain an immediate dilution of \$4.09 in per share book value from the offering price); present shareholders will then own 80%, for which they will have paid \$4,000 or 1c per share.

BRISTOL-MYERS TO SELL DEBENTURES. Bristol-Myers Company, 345 Park Ave., New York 10022, filed a registration statement (File 2-38042) with the SEC on July 28 seeking registration of \$75,000,000 of sinking fund debentures, due 1995, 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 10004. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the production and distribution of toiletries, proprietary medicines, hair care and air coloring products, household specialty products, nutritional products and prescription medicines (primarily antibiotics). Net proceeds of the company's debenture sale will be used to repay domestic short-term indebtedness and commercial paper (which aggregated \$46,000,000 at July 22) and for general corporate purposes. Such short-term debt was incurred to finance the acquisition of certain assets in Canada, to provide funds for settlement of "broad spectrum antibiotic litigation" and to meet increased working capital requirements. In addition to indebtedness and preferred stock, the company has outstanding 29,499,806 common shares. Gavin K. MacBain is board chairman and Richard L. Gelb president.

QUEBEC HYDRO-ELECTRIC TO SELL DEBENTURES. Quebec Hydro-Electric Commission (U. S. Agent: Jean-Marc Roy, 17 W. 50th St., Rockefeller Center, New York 10020), filed a registration statement (File 2-38043) with the SEC on July 28 seeking registration of \$75,000,000 of debentures, Series BP, due 1997 (guaranteed by the Province of Quebec), to be offered for public sale through underwriters headed by The First Boston Corp., 20 Exchange Pl., New York 10005, and four other firms. Net proceeds of the debenture sale will be added to the Quebec Commission's general funds and will be applied toward the cost of its construction program.

AMERICAN MINERALS FUND PROPOSES OFFERING. American Minerals Fund, Inc., 450 Kennecott Bldg., Salt Lake City, Utah 84111, filed a registration statement (File 2-38045) with the SEC on July 28 seeking registration of \$12,000,000 of pre-organization subscriptions in limited partnerships, to be offered for public sale in single payment and monthly participating plans. The offering is to be made on a best efforts basis by Western America Corporation, which will receive an 8 $\frac{1}{2}$ % selling commission; it may reallocate a 7 $\frac{1}{2}$ % selling commission to participating NASD members. American Minerals Funds will serve as general partner to the limited partnerships, which are to be organized for the purpose of investing in proven and semi-proven oil and gas leases and producing and other oil and gas properties and projects. All of the stock of the general partner is owned by American Minerals Management, Inc., which is controlled by J. N. Nixon Co. Joseph T. Bentley is board chairman of the general partner. William L. Nixon is president of the general partner and president and board chairman of its parent.

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:

Wells, Rich, Greene, Inc., New York 10022 (File 2-38027) - 85,000 shares
 Tracor, Inc., Austin, Tex. 78721 (File 2-38039) - 200,750 shares
 Pueblo International, Inc., San Juan, P. R. 00936 (File 2-38041) - 496,146 shares
 Boise Cascade Corporation, Boise, Idaho 83701 (File 2-38034) - 500,000 shares
 Litton Industries, Inc., Beverly Hills, Calif. 90213 (File 2-38035) - 1,500,000 shares
 Computer Image Corporation, Beverly Hills, Calif. 90212 (File 2-38044) - 50,000 shares

MISCELLANEOUS

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 2 News Digest.

8K Reports for Apr 70

Alabama-Tennessee Natural Gas Co. (11)	0-775-2	Brewster Industries, Inc. May (11, 13)	0-2254-2
R. Hoe & Co., Inc. (6,12,13)	1-2748-2	Cleopak Corporation (11,13)	0-3556-2
Jamaica Water & Utilities Inc.(12)	0-2315-2	Hittman Corp (11)	2-31798-2
Kaiser Cement & Gypsum Corp(3,11)	1-4598-2	Del E. Webb Corp (11)	1-4785-2
Liberty Corporation (11,12,13)	1-5846-2		
Louisville & Nashville RR Co. (7,13)	1-1116-2	Beeline Fashions, Inc. (11)	0-2119-2
Macmillan Bloedel Ltd. (11)	2-15488-2	Central and South West Corp(13)	1-1443-2
Magna Oil Corp (2,11,13)	1-3856-2	Electronic Memories & Magnetics Corp (11,13)	1-6035-2
Noxie-Monarch-NuGrape Co. (11)	0-3757-2	Gamble Aldens Finance Co.(12,13)	2-17985-2
Petrodynamics, Inc. (1,7,13)	0-4390-2	General Corporation of Ohio (3,13)	0-264-2
Portland Transit Co. (11)	0-2212-2	Maule Industries Inc. Mar 70(4)	1-4081-2
G. D. Searle & Co. (11,13)	1-4841-2	Penn Engineering & Mfg Corp May 70(11)	1-5356-2
Sigma Instruments, Inc. Nov 69 (2,7,13)	1-5130-2		
Southwestern Electric Service Co. (7)	0-22-2	Action Industries Inc. (7)	0-4122-2
Viking Industries, Inc. (2,12,13)	0-3904-2	American Fidelity Life Ins. Co. (3,11,13)	0-4224-2
		General Housewares Corp (2,7,12,13)	0-4837-2
Harvest Industries, Inc. Oct 69 (1,13)	0-3938-2	General Telephone of Ill.(11)	0-1048-2
Maine Sugar Industries Inc. (3,6)	0-2426-2	Golden West Financial Corp (2,7,13)	0-3694-2
Omega Equities Corp. (12,13)	0-188-2	Mobil Oil Corp May 70(11)	1-2182-2
On-Guard Corporation of America Feb 70(3,13)	1-6164-2	Royal Dutch Petroleum Co. 6K for May 70	1-3788-2
		Zenith Laboratories, Inc. (11)	0-3898-2
Aerovox Corp (11,13)	1-5363-2		
Aiken Industries Inc. (2,7)	1-5430-2	Farmers Regional Cooperative (2,7,11,13)	2-33780-2
Daylin, Inc. (2,13)	1-5018-2	IDB Bankholding Corporation Ltd. 6K	2-34877-2
Great Western Financial Corp(11,13)	1-4075-2	International Industries Inc. Mar 70(12)	1-5879-2
Hydron International Ltd.(12,13)	2-35356-2	Marine Resources, Inc. (12,13)	0-4296-2
K & M Electronics Company (11,13)	2-24411-2	Roan Selection Trust Ltd. 6K	1-3873-2
Kerr-McGee Corp (7,13)	1-3939-2		
Marquette Cement Mfg. Co. (11)	1-3780-2	The Bureau of National Affairs, Inc. (11)	2-28286-2
Memorex Corp (7,11,13)	1-5624-2	Clay Corp (11,13)	1-3454-2
Pacific Coast Properties Inc.(13)	1-4690-2	Condcor Inc. Mar 70(7)	2-34820-2
Royal Land & Development Corp (2,13)	0-760-2	LTV ElectroSystems, Inc.(11,13)	1-5237-2
Seaboard World Airlines, Inc. (6)	1-3689-2	North American Corp Sept 69(8)	0-3715-2
Sterling Communications, Inc.(12)	0-3885-2	Southern Industries Corp (11)	0-1251-2
U. S. Industries, Inc. Mar 70 (7,13)	1-3772-2	Voplex Corporation (11)	1-4883-2
American Standard Inc. (4,11,13)	1-470-2	Chesapeake Industries Inc. (2,7,13)	0-4087-2
Anderson Liquidating Corporation (2,11,12,13)	1-4956-2	Columbia National Corporation May 70(11)	0-2125-2
Computer Leasing Company (2,8,11,13)	1-5809-2	General Cigar Co. Inc. (4,11,13)	1-1210-2
Jeanette Glass Co. (11)	1-2899-2	Mar 70(7,8)	1-1210-2
Knickerbocker Insurance Co.(12,13)	1-6128-2	The Learning Aids Group, Inc. (13)	2-33565-2
Liggett & Myers Inc. (11,13)	1-5759-2		
Horace Mann Educators Corp(11,12)	0-3633-2	Nobank Airlines, Inc. (7,11,12,13)	1-1498-2
		Philadelphia Suburban Corp(11)	0-3823-2
Leggett & Platt, Inc. (2,7,8,10,13)	0-3087-2	Union Pacific Corporation May 70(11,13)	1-6075-2
New Jersey Life Co. May 70(11)	1-5948-2		
Power/Mate Corp (11,13)	1-6379-2		
Will Ross, Inc. (13)	1-6108-2		
U.S. Plywood-Champion Papers, Inc. May 70(7,11,13)	1-3053-2		

OVER

8K Reports for Apr 70 (Cont'd)

Globe Capital Corp (8,12,13)	0-3786-2	American Business and Commercial Life Ins Co (11,13)	2-33172-2
National Information Systems Corp (11,13)	0-4569-2	Procter & Gamble Co(13)	1-434-2
FMS-Powdered Metals Corp (4,6,9,11,12,13)	0-4066-2	Puerto Rican Cement Co Inc (11,13)	1-4753-2
FVC Container Corporation May 70(12)	2-30067-2	Sherwood Leasing Corp(11)	0-3815-2
Robotguard, Inc. (12)	1-6156-2	Wickes Corp(12)	1-3447-2
IBC Inc. Oct 69(7,13)	1-4222-2	Shatterproof Glass Corp(12)	0-177-2
I-T-E Imperial Corp (11,13)	1-5679-2	Chattem Drug & Chemical Co(12)	2-34209-2
Kissell Company (4)	1-4950-2	Medex Inc Feb 70(2,4,11,13)	2-27307-2
Nertek, Inc. (3)	1-6112-2	Parke, Davis & Co(11,13)	1-2365-2
Ocean Drilling & Exploration Co. (3)	0-396-2	Aerosonic Corp Jan 70(11,13)	0-1757-2
Penn-Pacific Corp (3,7,12,13)	0-730-2	Airpax Electronics Inc(11)	1-5411-2
Southwest Forest Industries Inc. (11)	1-5763-2	De Jur Amsco Corp(11)	1-5421-2
Washington Water Power Co(7,13)	1-3701-2	Duke Power Co(11,12,13)	1-4928-2
Aqua-Chem Inc May 70(11,12,13)	1-4833-2	Fansteel Inc(12,13)	1-2331-2
Deluxe Check Printers Inc May 70 (11,13)	0-691-2	Frank's Nursery Sales Inc May 70 (11,13)	1-5364-2
Lincoln Liberty Life Insurance Co (11,12)	2-18894-2	American St Gobain Corp (11)	0-541-2
Pocono Downs Inc(11)	0-2149-2	Sterling Oil of Oklahoma Inc(11,12,13)	0-1497-2
Saunders Leasing System Inc(11)	0-3106-2	Dayton Aviation Radio & Equipment Corp Mar 70(9,13)	0-1765-2
Hoffman Products Inc(4)	0-2229-2	Hudson & Manhattan Corp(12,13)	1-4603-2
Industrial Bancorp Inc(2,11)	1-5773-2	International Harvester Credit Corp (7,13)	1-4146-2
Equitable Real Estate Invst Trust (3,13)	0-1605-2	Speed-O-Print Business Machines Corp (11,13)	1-4504-2
KMS Industries Inc Amdt #1 for Feb 69(9)	0-2917-2	Budget Finance Plan(7)	1-3722-2
Cybermatics Inc Amdt #1 for Jan 70 (13)	0-3856-2	Data-Ram Corp Mar 70(7)	0-4053-2
AAR Corp(4)	1-6263-2	East Tennessee Natural Gas Co May 70 (11,13)	0-802-2
Dow Chemical Co May 70(11)	1-3433-2	Hayden Publishing Co Inc May 70 (11)	2-19382-2
National Lead Co May 70(12)	1-640-2	Missouri Public Service Co(4,11)	1-3562-2
		Orange & Rockland Utilities Inc (11)	1-4315-2
		Peoria & Eastern RY Co(11)	1-1610-2
		Recognition Equipment Inc(12,13)	0-2038-2

SECURITIES ACT REGISTRATIONS. Effective July 28: Duke Power Co., 2-37953; First Florida Bancorporation, 2-36373 (40 days); Globe-Union, Inc., 2-37700; Minerals Engineering Co., 2-35525 (90 days).

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

*As estimated for purposes of computing the registration fee.

---oooOooo---