

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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LANGLEY-HOWARD PERSONNEL BARRED. The S.E.C. today announced a decision under the Securities Exchange Act (Release 34-8361), barring from association with any broker or dealer Mark E. O'Leary, who was a director of Langley-Howard, Inc. ("registrant"), then a registered Pittsburgh broker-dealer firm, William R. Steigerwald, the firm's trader, and Theodore Barnett and Richard A. Sorenson, salesmen. According to the Commission's decision, respondents, between May 1964 and December 1965, sold stock of Bahamas Hotel Corporation in violation of the registration provisions of the Securities Act and the anti-fraud provisions of that Act and the Exchange Act.

The opinion stated that respondents, in soliciting customers, used a colorful travel brochure describing a resort hotel operated by Bahamas on Bimini Island, the photographs and text of which were a grossly inaccurate representation and description of the hotel's facilities, and a Bahamas offering circular containing misleading representations. The opinion further stated that respondents made fraudulent oral representations and predictions concerning the condition and prospects of Bahamas and its hotel, and a prospective rise in the market price of the stock. The Commission noted that a report on the hotel prepared by a consulting engineering firm at registrant's request, and made available to respondents, described the deterioration of the hotel. The Commission observed that, on the basis of the fraudulent representations alone, bar orders were warranted.

In addition, the Commission found that respondents were not relieved of responsibility for their participation in the sale of unregistered offerings of Bahamas stock by reliance on their employer or the fact that Langley-Howard's president had obtained opinions of counsel that exemptions from registration were available.

The Commission also found that during the period January 1962 through June 1964 respondents charged unfair mark-ups, ranging from over 9% to 100%, in 661 sales to customers of stock of The Onego Corporation at prices of 3/8 to 1-1/2. The Commission held, "Where salesmen are or should reasonably be aware that their customers may be defrauded through the charging of unfair prices, their responsibility is no less than that of their employer."

NORTH CANADIAN OILS FILES FOR OFFERING AND SECONDARY. North Canadian Oils Limited, 640 Seventh Avenue, Southwest, Calgary, Alberta, Canada, filed a registration statement (File 2-29685) with the SEC on July 25 seeking registration of 1,200,000 shares of common stock. Of this stock, 400,000 shares are to be offered for public sale by the company and 800,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by F. Eberstadt & Co., 65 Broadway, New York 10006. The offering price (\$8.125 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the sale of natural gas purchased under long-term contract and transported to customers via a company-owned, intra-provincial pipeline and the exploration for, and the development and sale of, natural gas and oil, as well as the exploration of an interest in 24 exploratory mining claims. The company will use approximately US \$1,500,000 of the net proceeds of its sale of additional stock to complete its current development drilling program in Saskatchewan. The balance will be added to working capital and will be available for general corporate purposes which may include the exploration and development of the company's mining claims and certain of its oil and gas properties. In addition to indebtedness and preferred stock, the company has outstanding 5,586,665 common shares, of which Frank E. Ruben, board chairman and chief executive officer, owns 12.7%. Robert F. Ruben is president. Frank Ruben proposes to sell 183,000 shares of 710,984 shares held, Consolidated New Pacific Limited 300,000 of 350,000, Roslyn Enterprises Limited 162,300 of 253,800, the Abe Bronfman Estate 98,900 of 246,100, and Barney Aaron 55,800 of 150,500.

NATIONAL INST. FOR BETTER READING PROPOSES OFFERING. The National Institute for Better Reading, Inc., 2635 Pettit Avenue, Bellmore, New York, filed a registration statement (File 2-29687) with the SEC on July 25 seeking registration of 250,000 shares of common stock, to be offered for public sale at \$2 per share. The offering is to be made on a "best efforts, all or none" basis through A. T. Brod & Co., 200 Park Avenue, New York, which will receive a 20¢ per share selling commission. The company has agreed to pay the underwriter \$15,000 for expenses and to sell to it (subject to the sale of all of the shares offered) 7,500 common shares at 1¢ per share and five-year warrants at 1¢ per warrant to purchase 67,500 common shares exercisable at \$2.20 per share.

Organized under New York law in November 1966, the company did not commence active business operations until September 1967, on which date it acquired all the outstanding stock of The Samaritan Press, Inc., presently inactive. The company sells and distributes various automated programmed courses and individual reader pacing machines designed to improve individual reading capacity. Of the net proceeds of its stock sale, the company will use \$100,000 to finance a portion of its future installment sales and \$165,000 in connection with its various reading programs; the balance will be added to working capital. The company has outstanding 710,000 common shares, of which Anthony L. Estrema, president, owns 34%, S. Frank DeFazio, vice president, 25.5%, John Mirabella, vice president, 24% and Rosemarie Estrema 12.5%. Management officials as a group own 83.5%. Upon completion of this offering, the present shareholders will own 74% of the outstanding common stock, for which they paid \$34,164, and the public purchasers will own 26%, for which they will have paid \$500,000.

BANKERS' AGENCY PROPOSES OFFERING. Bankers' Agency, Inc., 80 E. Vadnais Blvd., St. Paul, Minn. 55110, filed a registration statement (File 2-29688) with the SEC on July 24 seeking registration of 110,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through C. D. Mahoney & Co., Inc., Baker Building, Minneapolis, Minn., which will receive a 75¢ per share commission. The company has granted the underwriter an option to purchase 10,000 common shares.

The company is engaged in the sale of physical damage and public liability and credit life insurance to purchasers of mobile homes, travel trailers, campers and similar recreational vehicles and the servicing, for a fee, of credit loss (or repossession) insurance policies written by Grand Insurance Company, Grand Rapids, Michigan. The company will use \$165,000 of the net proceeds of its stock sale to acquire an additional four acres of land adjoining its present mobile home park and to improve such land and the recently acquired six acres adjoining it. The balance will be used to acquire, or apply on the purchase price of, at least one more mobile home park and to increase working capital. In addition to indebtedness, the company has outstanding 130,333 common shares, of which F. Paul Hargarten, president, owns 20.3%, Harold W. Rehfeld 14.2%, B. J. Loftsgaarden and John M. Lord 10.6% each, and Bernie La Motte 7.1%.

INTERNATIONAL HYDROLINES PROPOSES OFFERING. International Hydrolines, Inc., Suite 2330, 245 Park Avenue, New York, filed a registration statement (File 2-29689) with the SEC on July 25 seeking registration of 100,000 shares of common stock and warrants to purchase a like number of common shares. The securities are to be offered for public sale in units, at \$5.00 per unit, each consisting of one common share and a warrant to purchase an additional share at \$6.00 per share. The offering is to be made through Charles Plohn & Co., 200 Park Avenue, New York, which will receive a 50¢ per share commission. The company will pay the underwriter \$5,000 for expenses and underwriter's counsel up to \$5,000 for fees. Upon completion of the sale of the units, the company will sell to the underwriter, for \$500, warrant to purchase 10,000 shares exercisable at \$6 per share and will deliver to it a five-year option to purchase 20,000 shares exercisable at \$5 per share. In addition it will deliver a similar option to Joseph Silvestri, a registered representative of the underwriter, to purchase 2,000 shares and will pay him \$2,000 for his services as a finder.

Organized under New York law in May 1968, the company was formed for the purpose of initially engaging primarily in the business of owning and operating hydrofoils and, to the extent feasible, air cushion vehicles, surface effect ships and other special purpose water vehicles. Of the net proceeds of its stock sale, the company will apply \$100,000 toward the purchase of an additional ocean-going hydrofoil and \$100,000 to establish and maintain facilities for its Caribbean routes; the balance will be used as working capital for general corporate purposes including payment of a \$25,000 note, securing of certain options, and preparation of studies design to obtain certain U. S. grants. The company has outstanding 100,000 common shares (with a 13¢ per share book value), of which Ira E. Dowd, board chairman, Gerald O. Rennerts, president, J. Roland Leduc, vice president, Charles E. Laidlaw, treasurer, and Howard F. Cerny, secretary, own 10% each and Charles Plohn & Co. owns 47.5%. Upon completion of this offering, the organizers of the company will own 50% of the outstanding common stock, for which they paid \$20,000, and the purchasers of the shares being registered will own 50%, for which they will have paid \$500,000.

PACIFIC CLAY PRODUCTS PROPOSES RIGHTS OFFERING. Pacific Clay Products, 1255 West Fourth St., Los Angeles, Calif. 90017, filed a registration statement (File 2-29690) with the SEC on July 25 seeking registration of 165,254 shares of common stock. The shares are to be offered for subscription by common shareholders of record September 10 at the rate of one additional share for each four shares held. The offering is to be made through Shields & Company Incorporated, 44 Wall Street, New York 10005. The offering price (\$30 per units maximum*) and underwriting terms are to be supplied by amendment.

The company is primarily engaged in the production and marketing of vitrified clay sewer pipe and brick products. The company will add the net proceeds of its stock sale, together with internally generated funds, to its general corporate funds to be available for the acquisition of interests in other companies and for capital expenditure requirements which may be incurred in connection with the operation of the company and of other businesses in which interests may be acquired. It has outstanding 661,013 common shares, of which Rene R. Woolcott, chairman of the Executive Committee, owns 9.7%, and management officials as a group 22%. John D. Fredericks is board chairman and chief executive officer and Walter M. Colley president.

AMERICAN MINERALS FUND PROPOSES OFFERING. American Minerals Fund, Inc., Salt Lake City, Utah, filed a registration statement (File 2-29657) with the SEC on July 23 seeking registration of \$12,000,000 of oil and gas participation plans, investment contracts and pre-organization subscriptions in limited partnerships, to be offered for sale in (a) single participation plans initially in \$1500 units and (b) monthly participation plans initially in \$1300 units. The offering is to be made on a "best efforts" basis through Western America Corporation, 314 Kearns Bldg., Salt Lake City, Utah, and NASD broker-dealer firms, which will receive an 8½% selling commission plus bonuses ranging from 3% on the smallest plans to no bonus on the larger plans. Net proceeds of the offering will be invested in limited partnerships to be used for the acquisition and development of proved and semi-proved oil and gas leases and producing and other oil properties and projects. American Minerals Management, Inc., of which American Minerals Fund is a wholly-owned subsidiary, will act as the management company. Both the management company and the subsidiary were organized under Delaware law in 1968 and Western America under Utah law in 1968. The management company and Western America are wholly-owned by William L. Nixon (board chairman and president of the management company) as general partner of J. Noel Nixon Co. and 43 other shareholders.

GENERAL EDUCATIONAL SERVICES FILES FOR OFFERING AND SECONDARY. General Educational Services Corporation, 9 East 41st St., New York 10017, filed a registration statement (File 2-29691) with the SEC on July 25 seeking registration of 215,000 shares of common stock. Of this stock, 100,000 shares are to be offered for public sale by the company and 115,000 shares (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by C. E. Unterberg, Towbin Co., 61 Broadway, New York 10006. The offering price (\$12.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company (formerly Brattleboro Industries Incorporated) manufactures hard and soft bound books and operates resident schools offering training in electronics technology. Of the net proceeds of its sale of additional stock, the company will use \$110,000 and \$130,000, respectively, to construct and equip school buildings in Grand Rapids, Mich., and Charleston, W. Va., and \$300,000 to prepay outstanding long-term bank loans; the balance will be added to the company's working capital. In addition to indebtedness, the company has outstanding 1,353,400 common shares (with a \$1.68 per share book value), of which Melvin A. Friedman, board chairman, owns 13%, Stuart P. Jay, president, 11.9%, William M. Rue, a director, 9%, M. Hughes Miller, a director, 5.5%, Keith L. Johns, chairman emeritus, 3.7% and Loeb, Rhoades & Co. (as agent for certain partners) 42.1%. Friedman proposes to sell 45,000 shares of 176,470 shares held, Miller 20,000 of 75,000, and Johns all of 50,000.

AUDIO FIDELITY RECORDS PROPOSES OFFERING. Audio Fidelity Records, Inc., 221 West 57th St., New York 10019, filed a registration statement (File 2-29694) with the SEC on July 26 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 through Myron A. Lomasney & Co., 67 Broad St., New York, which will receive a 50¢ per share commission. The company will pay the underwriter up to \$5,000 for expenses and has agreed to sell to it, for \$100, six-year transferable warrants to purchase 10,000 common shares, exercisable initially at \$5.50 per share. In addition, the company will pay Macmillan Johnson \$25,000 for his services as a finder.

The company is principally engaged in recording and selling vocal and orchestral performances by popular artists. Of the net proceeds of its stock sale, the company will use \$50,000 to purchase 8 and 10 track recording equipment and \$50,000 to satisfy certain current accounts payable, the balance will be added to the company's working capital. The company has outstanding 300,000 common shares, of which Herman D. Gimbel, president, owns 66-2/3%, and Donald Kirsch, a director, and John A. McNiff own 16-2/3% each. Upon completion of this offering, Gimbel will own 50% of the outstanding common shares, for which he paid \$41,000; Kirsch and McNiff will each own 12½%, for which he paid \$10,000, and the public investors will own 25%, for which they will have paid \$500,000.

PROFESSIONAL NURSING HOMES PROPOSES OFFERING. Professional Nursing Homes of America, Inc., 3435 Broadway, Kansas City, Mo. 64111, filed a registration statement (File 2-29695) with the SEC on July 26 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$10 per share. The offering is to be made through underwriters headed by Stralem & Company Inc., 37 Wall St., and Hamerslag, Borg & Co., 140 Broadway, both of New York 10005, which will receive an 80¢ per share commission. The company has granted to the Stralem and Hamerslag firms five-year warrants to purchase 30,000 common shares at \$10 per share.

The company is engaged in the business of management and developing extended care facilities, generally under the name "Windsor Estates." It now manages, under lease or management contract, eight facilities having a total capacity of 778 beds. Of the net proceeds of its stock sale, the company will use \$150,000 to retire short-term bank loans and \$100,000 for working funds for current operations and for the eight health care facilities, plus an additional facility under construction. The remainder will be added to working capital and will enable the company to develop or acquire, and in some cases to construct, new extended care facilities on an expedited basis. In addition to indebtedness, the company has outstanding 309,002 common shares (with a 95¢ per share book value), of which Ira J. Jackson, M.D., board chairman and chief executive officer, owns 18.2% and Henry R. Steinhaus, president, 19.4%. Upon completion of this offering, the present stockholders will own 60% of the outstanding common stock, for which they paid \$329,084, and the purchasers of the shares being registered will own 40%, for which they will have paid \$2,000,000.

J. R. WOOD & SONS FILES FOR OFFERING AND SECONDARY. J. R. Wood & Sons, Inc., 216 East 45th St., New York 10017, filed a registration statement (File 2-29696) with the SEC on July 26 seeking registration of 130,000 shares of common stock. Of this stock, 90,000 shares are to be offered for public sale by the company and 40,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Eppler, Guerin & Turner, Inc., 3900 First National Bank Bldg., Dallas, Tex. 75202. The offering price (\$17 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of wedding rings, diamond rings and other jewelry items. Net proceeds of the company's sale of additional stock will be used to reduce or eliminate contingent liabilities under a factoring agreement by the repurchase of certain notes and accounts receivable presently factored; the remainder will be used to reduce bank indebtedness. The company has outstanding 296,300 common shares, of which the Teresa S. Gray trust under the Will of Rawson L. Wood (board chairman) owns 47.25%, and the John Reed Adams Trust and the Elizabeth Baker trust, both under the Will of Henry H. Wood, own 17.92% each. The Teresa Gray Trust proposes to sell 22,000 shares of its holdings of 140,000 and The Adams and Baker Trusts 9,000 each of 53,100 shares held by each. Harry Lynch is president.

AMERICAN AUTOMATIC VENDING FILES FOR OFFERING AND SECONDARY. American Automatic Vending Corporation, 7501 Carnegie Ave., Cleveland, Ohio 44103, filed a registration statement (File 2-29697) with the SEC on July 26 seeking registration of 340,000 shares of common stock. Of this stock, 60,000 shares are to be offered for public sale by the company and 280,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by McDonald & Co., Union Commerce Bldg., Cleveland, Ohio 44115, and Reynolds & Co., 120 Broadway, New York 10005. The offering price (\$18 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged principally in selling a wide variety of products and services through coin operated vending machines which it owns, installs and services. It also is engaged in operating food service facilities and in the wholesale distribution of tobacco products, confections, sandwiches, proprietary drugs, sundries and related items, and feminine hygiene products. The net proceeds of the company's sale of additional stock will be added to its general funds and will be available for general corporate purposes, including

possible future acquisitions. In addition to indebtedness, the company has outstanding 1,202,961 common shares, of which Louis B. Golden, board chairman and president, owns 17.1%, Miriam G. Golden 17.5%, David J. Golden, treasurer, 11.8%, Sylvia K. Reitman 11.5% and George B. Golden, executive vice president 7.3%. Louis Golden proposes to sell 25,000 shares of his holdings of 206,472, Miriam Golden 25,246 of 211,398, George Golden 86,000 of 87,900, Elsa Golden all of 39,000, Sam W. Klein (a vice president) 52,954 of 61,554, and Frances Gometz all of 25,800.

SPECIALTY RESTAURANTS FILES FOR SECONDARY Specialty Restaurants Corporation, 2977 Redondo Ave., Long Beach, Calif. 90806, filed a registration statement (File 2-29698) with the SEC on July 26 seeking registration of 315,101 outstanding shares of common stock, to be offered for public sale by the present holders thereof. The offering is to be made through underwriters headed by Dean Witter & Co., 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 underwriters will pay Bancroft Mitchell (a former employee of the company) \$5,000 as a finder's fee. The company owns and operates ten restaurants and two shopping villages in California, chiefly on ground leased from municipal and county governmental agencies. In addition to indebtedness, the company has outstanding 1,500,000 common shares, of which David Tallichet, Jr., board chairman and president, owns 47.57%, Pearl Ellison, vice president, 13.44%, and George D. Millay 8.71%. Tallichet proposes to sell 15,101 shares of his holdings of 715,101 shares, Ellison 79,926 of 201,671, and Millay 98,011 of 130,681. Twelve others propose to sell the remaining shares being registered.

PRESIDIO OIL FUNDS PROPOSES OFFERING. Presidio Oil Funds, Inc., 555 - 17th St., Denver, Colo. 80202, filed a registration statement (File 2-29699) with the SEC on July 26 seeking registration of \$1,500,000 of participating units in the 1968 Presidio Year-End Oil and Gas Exploration and Development Program, to be offered for public sale at \$5,000 per unit. Under the Program, Presidio Exploration, Inc., will be engaged to explore for oil and gas on behalf of Presidio Oil Funds. Participations will be sold by company officials, who will receive no compensation therefor, and may be sold by selected registered broker-dealers who will receive not more than a 5% commission. Presidio Oil Funds was organized in May 1968 to act as the management company of the 1968 Oil and Gas Fund. In July 1968 Presidio Exploration, Inc., acquired all of the outstanding stock of the management company. Louis A. Walstrom, Jr., president of the management company and Presidio Exploration, owns all the outstanding stock of the latter company.

SCIENTIFIC POLLUTION CONTROL PROPOSES OFFERING. Scientific Pollution Control Corporation, 500 - 5th Ave., New York 10036, filed a registration statement (File 2-29700) with the SEC on July 26 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made on a "best efforts, all or none" basis through Dryfoos, Ellis & Kluger, 26 Broadway, New York 10004, which will receive a 5% per share selling commission. If all the shares are sold, the company has agreed to sell to the underwriter, for \$200, warrants to purchase 20,000 common shares, exercisable at \$6 per share.

Organized under New York law in May 1967, the company designs and installs certain types of air pollution control systems which reduce the level of particulate matter emitted by incinerators and fuel burning equipment located in multiple dwellings, schools and industrial plants in the New York City area. It does not manufacture any of the equipment. Of the net proceeds of the company's stock sale \$350,000 will be used to retire the company's 7% subordinated notes, due 1977; the remainder will be added to working capital and will be available for general corporate purposes. In addition to indebtedness and preferred stock, the company has outstanding 800,000 common shares, of which Theodore Kaish, president, owns 25%, and Felix Hirsch, executive vice president, William Roberts, secretary, Alfred, John, Keith Roberts and Irving Hirsch, directors, own 12.5% each. Upon completion of this offering, the present shareholders will own 80% of the outstanding common stock, for which they paid \$120,000, while the public investors will own 20%, for which they will have paid \$1,200,000.

PETRO-LEWIS PROPOSES OFFERING. Petro-Lewis Corporation, Denver Club Bldg., Suite 1224, Denver, Colo. 80202, filed a registration statement (File 2-29701) with the SEC on July 26 seeking registration of 100,000 shares of common stock of Petro-Lewis Corporation and \$2,500,000 of limited partnership interests in Petro-Lewis Fund/68. The common stock and partnership interests are to be offered for sale in units, each consisting of 200 common shares at \$5 per share and a \$5,000 limited partnership interest, at \$6,000 per unit. The offering is to be made through Ladenburg, Thalmann & Co., 25 Broad St., New York 10004, which will receive a \$480 per unit commission. The company has agreed to pay the underwriters up to \$10,000 for expenses and has sold to the Ladenburg firm 30,000 common shares at \$3 per share.

The company was organized under Colorado law in May 1968 by Jerome A. Lewis (president) and has acquired interests in various developed and undeveloped oil and gas properties and is now engaged in the evaluation, exploration, development and operation of these and other properties. It will be the general partner and manager of the Petro-Lewis Fund/68 ("Partnership"). Net proceeds of the offering will be added to the company's general funds, from which funds it expects to join with the Partnership to acquire additional producing properties for its own account and to reserve \$100,000 for payment of possible completion and equipping costs on exploratory wells to be drilled on its presently held properties, and for development costs. In addition to indebtedness, the company has outstanding 317,546 common shares, of which Lewis owns 26.2% and George Peterkin, Jr., 14.9%. Management officials as a group own 45.3%.

HOTEL MONTEVIDEO CLUB ENJOINED The SEC Fort Worth Regional Office announced July 24 (LR-4076) that the U. S. District Court at Houston, Texas, had entered a final judgment permanently enjoining Hotel Montevideo Club de Acapulco, S. A., a Mexican corporation doing business in Texas, and Preston Webb, of Houston, from violations of the registration and anti-fraud provisions of the Securities Act. These defendants consented to the entry of the permanent injunction but neither admitted nor denied the allegations in the Commission's complaint. The Commission's motion for a preliminary injunction against another defendant, Joe A. Baumer, Jr., is pending.

CONTINUED

EMANUEL WEXLER INDICTED. The SEC Washington Regional Office announced July 26 (LR-4077) the return of twenty-eight count indictment in the U. S. District Court in Philadelphia against Emanuel Wexler of that city. Eight counts of the indictment charge Wexler with violations of the anti-fraud provisions of the Securities Act of 1933, eight counts charge violations of the anti-manipulation provisions of the Securities Exchange Act of 1934, ten counts charge violations of the Mail Fraud Statute, and two counts charge violations of the Statute Prohibiting Interstate Transportation of Stolen Securities.

INTER-CITY GAS RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16125) authorizing Inter-City Gas Limited, Winnipeg, Canada, holding company, to merge three of its subsidiary companies, Superior Gas Company, North Star Natural Gas Company and Iron Ranges Natural Gas Company, into Inter-City. Inter-City owns all of the capital stock of Superior, which owns all of the capital stock of North Star. Inter-City also owns 47,647 shares (98.7%) of the 48,287 outstanding capital shares of Iron Ranges. The remaining 640 shares are held by five stockholders. Inter-City, as the surviving corporation, will own all of the utility properties of these subsidiaries. All of the capital stock of Superior and North Star and the capital stock of Iron Ranges owned by Inter-City will be cancelled. The 640 shares of Iron Ranges common stock held by the minority stockholders may, at their option, be exchanged for Inter-City common on the basis of three Inter-City shares for each Iron Ranges share.

AMERICAN ELECTRIC POWER SEEKS ORDER American Electric Power Company, Inc. ("AEP"), New York and two of its electric utility subsidiaries, Appalachian Power Company ("Appalachian") and Ohio Power Company ("Ohio") have jointly applied to the SEC for an order under the Holding Company Act, and the Commission has issued an order (Release 35-16126) giving interested persons until August 22 to request a hearing thereon. Appalachian is engaged in the construction of a 1,600 mw coal fired electric generating plant near Moundsville, W. Va., to be known as the Mitchell Plant. Appalachian and Ohio have entered into an agreement pursuant to which the Mitchell Plant site, together with all materials incorporated into the construction, and the option to purchase the adjacent land will be transferred from Appalachian to Ohio. Ohio will pay Appalachian its total construction costs as of the date of closing, which as of May 31 were \$22,084,508, and will assume all of Appalachian's obligations incurred in connection with the construction of the Mitchell Plant. Appalachian proposes to proceed with construction of a plant at Scary, W. Va., to be known as the John E. Amos Plant, and Ohio to postpone construction of a new generating plant elsewhere. It is stated that if both the Mitchell and Amos plants were owned and operated by Appalachian, there would be a substantial imbalance of generating capacity between Appalachian and Ohio as related to load, and Appalachian might be burdened financially to an extent not consistent with prudent financial management.

UNION CORP. FILES FOR SECONDARY. The Union Corporation, Jones Street, Verona, Pa. 15147, filed a registration statement (File 2-29702) with the SEC on July 26 seeking registration of \$3,500,000 of convertible subordinated debentures, due 1988, and 187,089 outstanding shares of common stock. The debentures are to be offered for public sale by the company and the common shares by the present holders thereof. The offering is to be made through underwriters headed by Francis I. duPont, A. C. Allyn, Inc., 1 Wall St., New York 10005; the offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and its subsidiaries are engaged in the manufacture of electronic and computer components, plastic parts for use in airframes and electronic equipment, light industrial components, and heavy industrial components and in operating a collection service for banks, utilities and hospitals. In July 1968, the company acquired all of the outstanding stock of Pli-O-Seal Manufacturing, Inc. (now part of its plastics division), and in September it will acquire substantially all of the assets of Norwalk Company, Inc., in exchange for 301,033 common shares. It has agreed to acquire Fayette Limestone Company (engaged in extraction, processing, application and sale of limestone and other minerals in southern Ohio) in exchange for not more than 77,500 Union common shares, and to acquire Anderson & Perkins, Inc. (a San Francisco collection agency) in exchange for 5,530 common shares plus \$306,000. The net proceeds of the company's debenture sale will be added to its working capital and used for general corporate purposes and for acquisition of other companies. In addition to indebtedness and preferred stock, the company has outstanding 2,341,112 common shares, of which George J. Sabel, board chairman, and his two sons, Bernard C. Sabel, executive vice president, and Robert H. Sabel, a director, own an aggregate of 6.2%. In addition, pursuant to 27 separate agreements (which will expire in 1970) between them and other stockholders, the three Sabels and Anthony Collett, have the right to vote 22.2%. Management officials as a group own 10.5%. Richard and Maria S. Steele propose to sell 40,000 and 10,000 shares, respectively, of 58,641 and 14,110 shares held, respectively; Jesse Thaler proposes to sell 25,000 shares of 35,000 shares held, and Systron-Donner Corporation all of 46,589; and eighteen others propose to sell the remaining shares being registered. Twelve of the selling shareholders (including the Steeles and Thaler) are former stockholders of Norwalk.

TRADING TO RESUME IN TWO STOCKS. The SEC today announced that over-the-counter trading in the common stock of American Checkmaster System, Inc., Houston, Texas, may be resumed on August 5, 1968, and that trading in the common stock of National Sweepstakes Corporation, Salt Lake City, Utah, may be resumed on August 6, 1968. The Commission's action followed the issuance of statements and reports to stockholders by the two companies providing information with respect to their current status. The Commission cautioned investors and broker-dealer firms to consider such information in connection with any future transactions in the companies' shares.

American Checkmaster is presently insolvent and is unable to meet payments due on current liabilities of \$2,080,167. Its current liabilities may be substantially increased as the result of numerous lawsuits presently in the process of litigation. National Sweepstakes is insolvent, has no tangible assets, and has liabilities of \$5,962. For further details, see Release Nos. 8368 (re American Checkmaster) and 8369 (re National Sweepstakes)

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 (please give News Digest "Issue No." in ordering). 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 July 3 News Digest.

McGraw-Edison Co June 68 (11,13)	1-169-2	Chas Pfizer & Co Inc June 68(3) Providence & Worcester RR Co June 68 (12,13)	1-3619-2 0-2555-2
Cott Corp June 68(2,8,11) House of Fabrics, Inc June 68 (7,11,13)	1-4532-2 1-5093-2	Southwest Indemnity & Life Ins Co June 68 (2,13)	2-16349-2
Maryland Cup Corp May 68 (9) Michigan Chemical Corp June 68 (2)	1-4430-2 1-3926-2	United States Lines Co NJ June 68 (12,13)	1-208-2
Dorsett Electronics Inc June 68 (4)	0-1266-2	Boston Edison Co June 68(12,13) Fotochrome Inc June 68(7,12,13)	1-2301-2 0-2281-2
Holly Corp June 68 (3,13) Leeds Shoes, Inc June 68 (8) Mar 68 (3)	1-3876-2 0-2216-2 0-2216-2	The Huffman Mfg Co June 68 (12) Miles Laboratories Inc June 68(7) Oil Shale Corp June 68 (11,13) U S Pipe & Foundry Co June 68(3) Uniservices Inc June 68 (6,12) Ventron Corp June 68 (7)	1-5325-2 1-4573-2 0-877-2 1-121-2 0-77-2 0-3008-2
Commonwealth Tele Co of Virginia July 68 (11,13) Interstate Securities Co June 68 (1)	0-2424-2 0-99-2	American Nuclear Corp June 68(7,8) Baush & Lomb Inc June 68(11,13) Monsanto Internatl Finance Co June 68 (12)	0-1764-2 1-4105-2 1-5181-2
Milgo Electronic Corp June 68(12) G W Murphy Inds Inc June 68 (7)	1-5045-2 1-1974-2	Philadelphia & Reading Corp June 68 (11,13) Pio Grande Inds Inc Jul 68(2,13) Servo Corp of America May 68 (7,8,12)	0-2150-2 1-3318-2 1-3925-2
Detroit Edison Co June 68(12,13) Koppers Co Inc June 68 (7) Marquardt Corp June 68 (2,13) Old Town Corp June 68(1,6,11,12)	1-2198-2 1-3224-2 1-4246-2 1-3601-2	United Corp of America Apr 68(2,11,13) Mar 68 (2,13) Feb 68(10,11,13) Universal Foods Corp June 68 (12,12)	2-15386-2 2-15386-2 2-15386-2 0-101-2
Atlantic Microfilm Corp June 68 (11) Mnsh Corp June 68 (7,8,12)	2-27465-2 0-2883-2	Bro-Dart Inds June 68(3) Clevite Corp June 68 (3)	0-2873-2 1-857-2
Central Charge Service Inc June 68 (4,7,8,12,13)	1-4655-2	Peterson-Smith Inc Jun 68(2,7,12,13) Scotten Dillion Co Jun 68(11,13) Sharon Steel Corp Jun 68(13) Southern Co Jun 68 (7,13)	1-5436-2 1-1836-2 1-569-2 1-3526-2
Elgin National Watch Co June 68 (1,12,13)	1-1330-2	Cooper Laboratories Inc Amd #1 to 8K for May 68(7)	2-22040-2
Crowley Milner & Co June 68 (7)	1-1594-2	Sterling Oil of Okla Inc Amd #1 to 8K for Apr 68(12,13)	0-1497-2
McCord Corp June 68 (12) Monon Railroad June 68(7,12,13)	1-1233-2 1-2345-2	Eastern Utilities Associates Amd #1 to 8K for Jun 68 (12,13)	1-5366-2
Crescent Corp June 68 (2,8,11) Drever Co June 68 (11,13) Flo-Tronics Inc June 68 (7) Lynch Corp June 68 (12,13)	1-3425-2 0-2778-2 0-1388-2 1-106-2	TST Inds Inc Jun 68 (2,13)	1-301-2
Esquire Inc June 68(12,13)	1-2983-2	Diversified Mountaineer Corp Jun 68 (3)	0-920-2
Optical Coating Laboratory Inc Amended 8K for May 68(12)	0-2537-2	Gilbert Flexi-Van Corp (Formerly) Gilbert Systems Inc Jun 68(2,3,4,7,11,12,13) Syston Donner Corp Jun 68(2,7,13) Wickes Corp Jun 68(7,8,13)	1-5330-2 1-4619-2 1-3447-2
Peritice Foods Co June 68(11,13) Chelsea Inds Inc Jan 68 (2,4,7,8,9,13)	1-831-2 1-4917-2	Birth-Spencer Corp Jun 68 (7,12) General Time Corp Jun 68 (3,11) Leasing Credit Corp Jun 68 (11) Fly-Gem Inds Inc (Formerly) Industrial Plywood Co Inc Jun 68(2,7,12,13)	1-5261-2 1-2591-2 1-4611-2 1-4087-2
Cryogenic Engineering Co June 68 (8,11,13) Cummings & Co The Internatl Sign Serv Inc June 68 (9,13) Farmland Inds Inc June 68(7,8) Fairmont Foods Co June 68 (4,7,11,13)	2-19267-2 0-3047-2 2-27250-2 1-4100-2	Yoo-Hoo Chocolate Beverage Corp Jun 68 (11,13)	1-5342-2
Illinois Bell Tele Co June 68(7) N Y Tele Co June 68 (11,13)	1-2222-2 1-3425-2		

CONTINUED

Lin Broadcasting Corp June 68 (2,7,13)	0-2481-2	Warner Bros Seven Arts Ltd Jun 68(12,13)	1-5134-2
Robert Reis & Co Apr 68 (11)	0-2175-2	Waukesha Motor Co Jun 68(7,13)	1-2264-2
Republic Corp June 68 (7)	1-5603-2	American Life Unserwriters Inc June 68(2,13)	0-1024-2
Western Oil Fields Inc June 68 (3,12)	0-715-2	Arkansas-Missouri Power Co Jun 68 (7,13)	0-1131-2
Airwick Inds Inc June 68(4,7,9,11,12,13)	0-3032-2	General Corp of Ohio Jun68(10,11)	0-264-2
Brandon Applied Systems Inc June 68(2,7,8,11,13)	2-27208-2	Hunt Foods & Inds Inc Jun68(11)	1-3982-2
Drug Fair-Community Drug Co Inc June 68 (7,13)	1-4387-2	Sterling Oil of Okla Inc May67(3,13)	0-1497-2
Ets-Hokin Corp June 68 (11)	1-4797-2	Bell & Howell Co Jun68(4,7,13)	1-3246-2
Electronics Corp of America June 68 (7,13)	1-3828-2	Emenee Corp Jun 68(1,3,11)	1-4349-2
Pan American World Airways Inc June 68 (7)	1-3532-2	First Cheyenne Corp Jun68(2,12)	2-23029-2
Ramo Inc June 68 (2,12,13)	0-2284-2	Northern States Power Co Jun68(13)	1-3034-2
Richardson-Merrell, Inc June 68 (3)	1-1029-2	Triangle Inds Inc Jun 68 (13)	1-4088-2
Stokely-Van Camp Inc June68(12)	1-2944-2	Wyoming Industrial Development Corp Jun 68(7)	2-26917-2
Van Dusen Aircraft Supplies Inc June 68 (11,13)	0-1752-2	Union Tank Car Co Jun68(7)	1-5666-2
Western Air Lines Inc Jun68(7,13)	1-1521-2	United Foods Inc Jun 68(7,13)	1-4535-2
Soc Inc(Formerly) Strolee of Calif Inc June 68 (2,11,12,13)	0-1638-2	Century Properties Jun 68(11)	0-306-2
American Standard Inc June 68 (2,3,7)	1-470-2	Designatronics Inc Jun68(2,7,11,13)	0-2931-2
Commercial Acceptance Corp June 68 (2)	0-1874-2	Lunkenheimer Co Jun68(2,11,13)	0-342-2
De. rborn Computer Corp June 68 (2,7,13)	2-27679-2	National Inds Inc Jun68(2,7,11,13)	1-5516-2
Guidance Technology Inc June 68 (7,8,12)	0-1768-2	Retail Centers of the Americas Inc Jun 68 (2,8,11)	1-4568-2
Lucky Stores Inc Jun68(3,7,8)	1-4839-2	Talley Inds Inc Jun68(2,3,4,7,13)	1-4778-2
Philips Inds Inc June 68(7,10,11,12,13)	1-5146-2	20th Century Inds Inc Jun 68(3)	0-1687-2
Realty Equities Corp of N Y June 68 (7,13)	1-4378-2	Watkins-Johnsons Co Jun68(2,12)	1-5631-2
Triumph Inds Inc Jun 68(7,13)	0-2406-2	Clopay Corp Jun 68 (2,7,13)	1-3454-2
United Greenfield Corp Jun68(12,13)	1-4098-2	Computer Equipment Corp Apr68(11) Jun 68 (12,13)	0-625-2 0-625-2
Gulf American Corp June 68(7,9,12,13)	1-4470-2	National Car Rental System Inc Jun 68 (2,7,13)	2-1997e-2
Pepsi Cola Genl Bottlers Inc Jun 68 (3)	1-5105-2	Rusco Inds Inc Jun 68(11)	1-5087-2
H H Robertson Co Jun 68(7)	0-1078-2	Sage Oil Co Jun 68 (11)	1-340-2
Spector Inds Inc Jun68(2,7,12)	1-5206-2	Tintic Lead Co Jun 68 (7,13)	1-37-2
Superior Mft & Instrument Corp Jun 68(11)	0-2957-2	Triangle-Pacific Forest Prods Corp Jun 68 (11)	1-5127-2
Systems Engineering Laboratories Inc June 68 (12,13)	1-5635-2	Yuletide Enterprises Inc Jun 68 (2,11,13)	2-27924-2
CCI Marquardt Corp June 68(2,7,12,13)	1-4239-2	Canada Dry Corp Jun 68(11,13)	1-881-2
KDI Corp Jun 68(2,7,13)	0-2556-2	Collins Radio Co Jun 68(12)	1-4248-2
Armour & Co June 68(2,13)	1-4405-2	Mooney Corp May 68(2,3,13)	0-2985-2
Atlantic Improvement Corp June 68(2,3,13)	2-18817-2	Wang Laboratories Inc June 68 (2,7,13)	1-5677-2
Bandag Inc Jun 68(11,13)	2-27644-2	Universal Container Corp June 68 (2,7,13)	1-4277-2
Coleman Cable & Wire Co Jun 68(3,11,12,13)	2-19645-2	American Electronics Inc June 68 (7,12)	1-3954-2
Continental Oil Co Jun 68(7,13)	1-1131-2	Champion Home Builders Co Jun 68 (3,7,11,13)	1-4993-2
First Illinois Tr Jun 68(7,12,13)	0-1770-2	Eldon Inds Inc Jun68(7,11,13)	0-1374-2
Florida Steel Corp Jun68(4,13)	1-5210-2	Baker Oil Tools Inc Mar 68(2)	1-4509-2
Pell Corp Jun 68(4,7,13)	1-4311-2	Joslyn Mfg & Supply Co July 68(7,8,12)	0-1252-2
Times Mirror Co Jun 68(3)	1-4814-2	Moulded Products Inc Jun 68 (4,11,12,13)	0-3097-2
United Shoe Machinery Corp Jun 68(3)	1-1599-2	Thrift Plan of Phillips Petroleum Co & Subs Cos & Phillips Petroleum Co Jun 68 (7)	2-10326-2
		Allied Research Associates Inc June 68 (11,13)	0-2545-2
		Granite Equipment Leasing Corp June 68 (4,7,11,13)	1-5421-2
		Management Data Corp Jun68(7,11,13)	2-27219-2

Sargent Inds Inc Jun 68 (1,13)	0-1277-2	W C P Liquidating Corp	
The Union Corp Jun 68(7,12,13)	1-5371-2	Jun 68 (2,11,13)	1-5228-2
Water Treatment Corp		Duplan Corp Jun 68 (7)	1-441-2
Jun 68 (1,12,13)	0-1735-2		
Yard-Man Inc Jun 68 (4,13)	0-1884-2	American District Telegraph Co	
		Jun 68 (3)	0-771-2
McDonald's Corp Jun 68 (12)	1-5231-2	Eurofima (6K) 12-31-67	1-5370-2
Monogram Inds Inc Jun 68 (12,13)	1-4185-2	Perfect Fit Inds Inc	
Wagner Elec Corp Jun 68 (8,13)	1-5434-2	Jun 68 (11,13)	1-5550-2
		May 68 (? ,7,13)	1-5550-2
Pepsico Inc Jun 68 (7)	1-1183-2	Quality Mills Inc Jun 68(7,13)	0-3095-2
Elwin G Smith & Co Inc		The Upjohn Co Jun 68(3,12,13)	1-4147-2
Jun 68 (11,13)	2-25184-2		
Trans-Beacon Corp Jun 68 (12)	1-2342-2	Pitney-Eowes, Inc Jun 68(7)	1-3579-2
		Allegheny Corp Jun 68 (3)	1-2644-2
R F Communications Inc		Grow Chemical Corp	
Jun 68 (7,13)	1-5352-2	Am 1 to 8K for May 68 (7)	1-4596-2
National Dairy Products Corp		Carrier Corp Jul 68 (3)	1-3220-2
Jun 68 (3)	1-1146-2	Huyck Corp Jan 68 (8)	1-5355-2
Park Electrochemical Corp		Jun 68(4,7,11,13)	1-5355-2
Jun 68 (4,11,13)	1-4415-2	Mohawk Petroleum Corp Jun 68(11)	2-5847-2
Caterpillar Tractor Co		City Investing Co Jun 68 (7)	1-5651-2
Jun 68 (7,13)	1-768-2	Macoid Inds Inc Jun 68 (13)	1-4615-2
Work Wear Corp Jun 68 (3)	1-4784-2	Pedman Inds Inc Jun 68(11)	1-4998-2
		Vikor Inc Jun 68 (7,13)	1-5300-2
Associated Food Stores Inc			
Jun 68 (11)	1-3867-2		
The Seaboard Corp Jun68(2,7,13)	1-27619-2		
Seaboard Life Ins Co of America			
Jun 68 (7,8,11,13)	2-20552-2		

ADOPTION OF TEMPORARY RULES TO IMPLEMENT BILL S. 510. The SEC today announced the adoption of temporary rules and regulations to implement the recent amendments, effected by Bill S. 510, to Sections 13 and 14 of the Securities Exchange Act of 1934. These amendments, set forth in Sections 13(d) and (e) and Sections 14(d) and (f) of the Act, apply to classes of equity securities registered pursuant to Section 12 of the Act and classes of equity securities issued by closed-end investment companies registered under the Investment Company Act of 1940. They relate to the acquisition of more than ten percent of a class of such securities by any person, the purchase of securities by the issuer thereof, the making of tender offers or solicitations in favor of, or in opposition to, such tender offers, and the replacement of a majority of the directors of an issuer in connection with an acquisition subject to Section 13(d) or a tender offer subject to Section 14(d) of the Act. The statutory amendments became effective immediately when the President signed the Bill on July 29, 1968. The Commission adopted the temporary rules to put into operation the provisions of the amendments. This constitutes a first step in the development of comprehensive regulations to accomplish the full purposes of the statutory amendments. The rules become effective immediately, but provisions are made for delay in compliance with the rules in regard to activities which had been commenced before the statutory amendments became effective. (For the text of the rules, see Release 34- 8370).

SECURITIES ACT REGISTRATIONS. Effective July 29: Airpax Electronics Inc., 2-29580; American Building Maintenance Industries, 2-29627; Classified Financial Corp., 2-28317 (90 days); Continental Acceptance Corp., 2-28381 (40 days); G-H Oil and Gas Program 1968, 2-28738 (90 days); Grumman Aircraft Engineering Corp., 2-29447; Marion Corp., 2-28774 (90 days); Microdyne Corp., 2-28461 (90 days); Military Purchase System, Inc., 2-28789 (90 days); National Fuel Gas Company, 2-29335; Nordon Corp. Ltd., 2-27279 (40 days); Ramada Inns, Inc., 2-29392; Valle's Steak House, 2-29201 (90 days); Whiteman Industries, Inc., 2-28796 (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.

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