

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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



Washington, D.C. 20549

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

(Issue No. 69-3)

FOR RELEASE January 6, 1969

**CORPORATE WORKING CAPITAL REPORTED.** The SEC reports (for January 7 newspapers) that the net working capital of U. S. corporations increased \$1.1 billion in the third quarter of 1968 and at the end of September totaled \$210.9 billion. The third quarter gain is considerably smaller than the sharp advances that occurred in the quarterly periods during the preceding year; working capital -- the excess of current assets over current liabilities -- had increased \$3.8 billion in the second quarter of 1968 and \$3.5 billion in the third quarter of last year. The recent rise in working capital resulted from a \$10.3 billion gain in total current assets, offset by a larger-than-average rise in current liabilities, \$9.2 billion. Notes and accounts receivable accounted for \$5.9 billion of the increase in current assets and inventories rose \$3.8 billion. For further details, see Stat. Release No. 2334.

**LOUISIANA P & L MORTGAGE REVISIONS APPROVED.** The SEC has issued an order under the Holding Company Act (Release 35-16257) granting an application of Louisiana Power & Light Company, New Orleans electric utility subsidiary of Middle South Utilities, Inc., to amend its mortgage indenture to eliminate the \$250,000,000 restriction or limitation on the aggregate principal amount of bonds which may be outstanding at any one time.

**DEMING INVESTMENT ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5577) declaring that Deming Investment Corporation, of Salem, Oregon, has ceased to be an investment company as defined in the Act.

**BUSINESS FUNDS SEEKS ORDER.** Business Funds, Inc., Houston closed-end investment company, has applied to the SEC for an order under the Investment Company Act declaring that it has ceased to be an investment company as defined in the Act; and the Commission has issued an order (Release IC-5578) giving interested persons until January 24 to request a hearing thereon. The company contends that it is now primarily engaged in the business of acquiring and developing real estate, oil and gas production, industrial warehousing and the manufacture of mineral oil through four majority-owned subsidiaries, namely Corona de Tucson, Inc., Arizona Valley Development Co., Inc., Portal Production Company and Management Advisory Services, Inc.

**COMMUNITY HEALTH FACILITIES TO SELL STOCK.** Community Health Facilities, Inc., 1400 John St., Baltimore, filed a registration statement (File 2-31189) with the SEC on December 27 seeking registration of 400,000 shares of common stock. The stock is to be offered for public sale through underwriters headed by Walston & Co., Inc., 74 Wall St., New York 10005; the offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company was organized under Maryland law on December 23; in January 1969 it proposes to exchange 586,631 common shares for interests in various entities engaged in the nursing home and related businesses and affiliated through common management and ownership. It will then operate 14 nursing homes containing an aggregate of 1,244 beds as well as an ambulance company; 11 of the homes are in Maryland, two in North Carolina and one in Delaware. Of the net proceeds of its cash sale of additional stock, \$1,030,000 (together with \$4,350,000 of mortgage loans) will be used to construct and furnish five new extended care facilities; \$300,000 for additions to two facilities; \$150,000 (together with mortgage loans) to renovate the Baltimore facility (formerly South Baltimore General Hospital); \$270,000 for the repayment of certain indebtedness; \$91,000 to be applied toward the \$425,000 purchase price of a nursing home in Chapel Hill, N.C.; \$485,000 to be applied toward the \$1,550,000 purchase price of two nursing homes in Durham, N. C.; and the balance for related purposes. Of the 586,631 shares to be issued in exchange for the nursing homes, Dr. Joseph B. Francus, board chairman, and Richard Rynd, president, will own 30.1% and 27.9%, respectively. These shares represent an aggregate investment of \$545,889, or an average of 93¢ per share.

**CONTINENTAL CARE CENTERS FILES FOR OFFERING AND SECONDARY.** Continental Care Centers, Inc., 160 Kiewit Plaza, Omaha, Nebr. 68131, filed a registration statement (File 2-31190) with the SEC on December 27 seeking registration of 295,000 shares of common stock, of which 280,000 are to be offered for public sale by the company and 15,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by G. H. Walker & Co., Inc., 503 Locust St., St. Louis, Mo. 63101; the offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment.

Organized on December 2 under Nebraska law, the company on December 4 issued all of its 649,402 outstanding common shares in exchange for all the outstanding stock in 13 corporations and 90% of the outstanding stock of two other corporations; twelve of these companies operate the company's present care centers, which have a bed capacity for 1,010 patients. Of the net proceeds of its cash sale of additional stock, \$574,300 will be used to repay loans (\$285,000 by certain stockholders and \$289,300 by banks); \$1,435,000 will be used to finance the construction of 50-bed additions to each of five existing care centers and the completion of a 42-bed leasehold improvement to another; \$565,000 will be applied to the purchase of a 56-bed center and the construction of a 50-bed addition thereto; \$300,000 will be used to finance in part a 180-bed care center to be constructed in Omaha if an estimated \$625,000 can be obtained through mortgage

OVER

financing; and the balance will be used to eliminate the company's working capital deficit, which amounted to \$688,291 on September 30, and will be available for general corporate purposes. Of the 649,402 outstanding shares, Charles H. Durham, board chairman, and Willard A. Richardson, president and chief executive officer, own 30% each and management officials as a group 96%. Two officers propose to sell 15,000 of 98,791 shares held.

**MARATHON ENTERPRISES TO SELL STOCK.** Marathon Enterprises, Inc., 787 East 138th St., Bronx, N. Y., filed a registration statement (File 2-31191) with the SEC on December 27 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$7.50 per share. No underwriting is involved; however, Harry Gilman, a director, has undertaken to purchase at the offering price all shares not sold to the public. For this commitment, Gilman will receive up to \$25,000 for expenses; and the company will sell him an additional 20,000 shares at \$7.50 per share, payable over a ten-year period.

The company was organized in July as successor to Marathon Food Products, Inc., for which it issued 600,000 common shares; it is engaged in the manufacture and distribution of frankfurters, hamburgers, sausages, frankfurter rolls and hamburger rolls (under the trade name "House O' Weenies"). Of the net proceeds of its cash sale of stock, the company will use \$245,000 to repay short-term bank borrowings to enable it to purchase equipment for its proposed baker facilities and for its modernized meat plant; \$805,000 will be used to pay in part for bakery equipment and meat processing equipment; and the balance will be used for working capital and to carry increased inventories and accounts receivable. The company has outstanding 620,000 common shares (with a 43¢ per share book value), of which Gregory Papalexis (president) and wife own 25% and management officials as a group 75%. Purchasers of the shares being registered will sustain a \$5.18 per share dilution in book value.

**DATA PACIFIC TO SELL STOCK.** Data Pacific Corporation, 716 N.E. 55th, Portland, Oreg. 97213, filed a registration statement (File 2-31193) with the SEC on December 27 seeking registration of 155,877 shares of common stock, to be offered for public sale through June S. Jones Co., 225 South West Broadway, Portland, Ore. 97205. The offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the development, manufacture and sale of devices and systems used primarily for collection of data for use in electronic data processing; a "final prototype" of its DP-1000 Data Collection System has been produced for evaluation. Of the proceeds of its stock sale, \$650,000 is to be used to retire bank loans obtained or to be obtained under a line of credit for the development of the prototype and preparations for its production; an additional \$340,000 is to be used to complete preparation and to stock parts and inventory for initial production; and the balance will be used for other and related purposes, including research and working capital. The company now has outstanding 935,262 common shares, of which 855,812 shares were issued and sold prior to March 1968 to Oregon residents at a price of \$1 per share. Some 24,900 shares are under option to the underwriter and another firm, exercisable at \$1 per share; and 133,337 are subject to warrants issued to several individuals who guaranteed a line of credit to the company, which are exercisable at \$6 per share. James N. Sinclair is president.

**APPLIED COMPUTER TO SELL STOCK.** Applied Computer Corporation, 41 East 28th St., New York 10016, filed a registration statement (File 2-31194) with the SEC on December 27 seeking registration of 150,000 shares of common stock, to be offered for public sale through underwriters headed by Brand, Grumet & Seigel, Inc., 49 W. 33d St., New York 10001. The offering price (\$7 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriter \$16,000 for expenses and to sell it, for \$170, five-year warrants to purchase 17,000 shares, exercisable after one year at \$7.70 per share.

The company was organized in July; through two subsidiaries it operates in three areas of data processing design and programming of commercial time-sharing systems, data communications and data conversion. Of the net proceeds of its stock sale, \$150,000 will be utilized in connection with the installation of a leased computer system for which the company is now negotiating, \$100,000 for advertising, promotion and sales expenses and a like amount for research and development, and the balance for working capital and general corporate purposes. The company now has outstanding 700,000 common shares (with a book value of 31¢ per share), of which Benjamin C. Zitron, president and board chairman, owns 88%. Purchasers of the shares being registered will acquire an 18% stock interest in the company, for an investment of \$2,050,000\*; present holder will then own 82%, for which the company received a total cash price of \$121,408, or about 17¢ per share.

**NUCLEAR RESEARCH ASSOCIATES FILES FOR OFFERING AND SECONDARY.** Nuclear Research Associates, Inc., 12 Nevada Drive, New Hyde Park, N. Y. 11040, filed a registration statement (File 2-31195) with the SEC on December 27 seeking registration of 110,000 shares of common stock and warrants to purchase an additional 55,000 shares. With each 2 shares purchased, the company will issue a warrant for the purchase of one additional share. Of the 110,000 shares being registered, 80,000 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 S. D. Fuller & Co., Inc., 26 Broadway, New York 10005; the offering price (\$44 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay Fuller & Co. \$15,000 for expenses, and to sell it, for \$165, five-year warrants to purchase 16,500 shares, exercisable after one year at the public offering price.

The company is engaged in research and development in the biomedical and electronic fields, as well as other scientific areas. Of the net proceeds of its stock sale, \$1,300,000 is to be used for market development and capital expansion in connection with its Cytec program for analyzing cells shed by the human body (which analyses is said to aid the physician in the detection and diagnosis of cancer when used in conjunction with other diagnostic techniques); \$1,100,000 for the acquisition of medical facilities and specialized equipment for its support services to the medical profession; \$300,000 for research and development of

medical instrumentation and disease detection techniques; and the balance for working capital. In addition to indebtedness, the company has outstanding 574,825 common shares (with a \$1.03 per share book value), of which Melvin P. Ehrlich, president, owns 17.7% and management officials as a group 24.5%. Petroleum & Trading Corp. is one of about 24 selling stockholders; it proposes to sell 8,995 of 102,025 shares held. Upon sale of the shares being registered, the purchasers thereof will own a 17% stock interest in the company, for an investment of \$4,840,000\*; present stockholders will then own 83%, for which about \$1,700,000 in cash, property and services have been contributed to the company.

**ACE INDUSTRIES TO SELL STOCK.** Ace Industries, Inc., 60 Skidmore Lane, Brooklyn, N. Y. 11236, filed a registration statement (File 2-31196) with the SEC on December 27 seeking registration of 200,000 shares of common stock, to be offered for public sale through underwriters headed by Hertz, Werner & Co., 2 Broadway, New York 10002. The offering price (\$5 per share maximum\*) and underwriting terms are to be supplied by amendment. Upon sale of the shares, the company has agreed to sell the Hertz firm, for \$2,000, five-year warrants for the purchase of 20,000 shares, exercisable after one year at the offering price; and the said firm also will receive \$15,000 for expenses. Warrants for the purchase of 12,500 shares were sold to an affiliate of the Hertz firm in connection with a recent financing.

The company is engaged principally in the design and production of a variety of houseware and automotive products. Of the net proceeds of its stock sale, \$505,000 will be applied to repay bank loans, \$145,000 to expenses to be incurred in transferring one of its Brooklyn plants to Jackson, Miss., and \$300,000 to the construction of an additional facility in Jackson and the purchase of additional fixed assets at such facility. In addition to indebtedness, the company now has outstanding 800,000 common shares (with a \$1.14 per share book value), of which Sherman Smith, president and chief executive officer, and Al Smith, board chairman, own 46.8% each.

**SYNTONIC TECHNOLOGY FILES FOR OFFERING.** Syntonic Technology, Inc., 735 New Haven Ave., Melbourne, Fla. 32901, filed a registration statement (File 2-31197) with the SEC on December 27 seeking registration of \$1,500,000 of 6 $\frac{1}{2}$ % convertible subordinated sinking fund debentures, due 1989 (with warrants to purchase 75,000 shares of common stock) and 150,000 shares of common stock. The company proposes to offer the debentures for sale at 100% of principal amount (with warrants to purchase 50 shares with each \$1,000 principal amount of debentures), and to sell the stock at \$10 per share. The offering is to be made by underwriters headed by Suplee, Mosley, Close & Kerner, Inc., Philadelphia National Bank Bldg., Philadelphia, Pa. 19102, which will receive an 8% commission on the sale of debentures and an 80¢ per share commission on the sale of stock. The company has agreed to sell the Suplee firm, for \$300, five-year warrants for the purchase of 30,000 shares, exercisable after one year at \$12 per share.

The company was organized in November to acquire the business of the Communications Service Division ("CSD") of Radiation Service Company ("RSC"). CSD is engaged, and upon the completion of its acquisition (which is to take place concurrently with the sale of the securities the subject of this offering), the company is to engage in the business of maintaining equipment employed in VHF, UHF and microwave communication systems and other specialized electronic systems. A major portion of the service business is performed pursuant to agreements under which CSD purchased the equipment to be serviced and leased to the customer. The purchase agreement provides for the payment to RSC of about \$7,168,000, subject to certain adjustments, of which some \$1,920,000 is to be paid in cash at the time of the acquisition and the remaining \$5,248,000 is to be paid as rent for equipment leased for periods of time ranging up to ten years. A portion of the proceeds of this financing is to be applied to the purchase of the CSD assets; the balance will be applied to the purchase of equipment for leasing to customers and to working capital. The company now has outstanding 300,000 common shares, of which 223,500 were sold at 70¢ per share to its founders, Louis P. Clark, president and several others, and 76,500 shares were sold at \$2.10 per share to management officials and others. Clark, who owns 105,000 shares, is president of RSC; he will resign his position with RSC and devote full time to the business of the company.

**R. H. MEDICAL SERVICES FILES FOR OFFERING AND SECONDARY.** R. H. Medical Services, Inc., 60 East Township Line, Elkins Park, Pa. 19117, filed a registration statement (File 2-31198) with the SEC on December 27 seeking registration of 480,000 shares of common stock, of which 240,000 are to be offered for public sale by the company and 240,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Sterling, Grace Securities Corporation, 39 Broadway, New York 10006; the offering price (\$13 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Sterling firm, for \$480, five-year warrants for the purchase of 48,000 shares.

The company owns and operates Rolling Hill Hospital and Diagnostic Center, a proprietary hospital in the metropolitan Philadelphia area. Of the net proceeds of its stock sale, \$750,000 will be used to make additions to the hospital facilities and \$1,500,000 to construct on the company's land adjacent to the hospital an extended care - nursing home unit of about 150 beds. The balance of the proceeds will be added to the company's working capital and used for general corporate purposes, including the acquisition of other hospitals, extended care facilities, nursing homes or related assets or businesses. The company now has outstanding 825,000 common shares, of which Dr. Bernard B. Rotko, president, owns 653,000 and management officials as a group 737,000 shares. Rotko proposes to sell 187,620 shares and four others the balance of the shares being registered. James Cooke is board chairman.

**SEC ANNUAL REPORT FILED.** The SEC today filed with Congress its 34th ANNUAL REPORT, reviewing its activities under the Federal securities laws for the Fiscal Year Ended June 30, 1968. Copies may be purchased from the Superintendent of Documents, Government Printing Office, Washington, D. C. 20402, at \$1 per copy. (Press copies available at the Secretary's Office, in Room 808, 500 North Capitol St.)

**ADVANCED SYSTEMS TO SELL STOCK.** Advanced Systems, Inc., 1100 West Northwest Highway, Mount Prospect, Ill. 60056, filed a registration statement (File 2-31201) with the SEC on December 30 seeking registration of 150,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through underwriters headed by Pressman, Frohlich & Frost Inc., 140 Broadway, New York, N. Y. 10005, which will receive a 40¢ per share commission plus \$15,000 for expenses. Nicholas J. Theofan, a Pressman employee, has purchased 10,000 shares from certain officers of the company at \$1 per share.

The company was organized in August for the purpose of engaging in the business of providing instruction and training of personnel in the use, programming and operation of computer systems as well as providing specialized consultant services in the application of data processing systems. Of the net proceeds of its stock sale, \$250,000 is to be used to establish computer education centers in Chicago, Washington and Atlanta, and \$200,000 for education and software development and working capital; the remaining \$200,000 will be used to repay a loan from the Pressman firm. The company has outstanding 450,000 common shares, of which George J. Ravazzolo, president, owns 38.8%, two other officials 15.5% each, and stockholders of the Pressman firm 30%. Purchasers of the shares being registered will acquire a 25% stock interest in the company for an investment of \$750,000; Ravazzolo received his 175,000 shares in consideration of services rendered as a promoter of the company; the other two officers paid \$70,000 for 140,000 shares; and 135,000 shares were issued to stockholders of the Pressman firm and other investors for \$30,000 in connection with their agreement to loan the company \$200,000.

**SUAVE SHOE FILES FOR OFFERING AND SECONDARY.** Suave Shoe Corporation, 3790 East 10th Court, Hialeah, Fla. 33013, filed a registration statement (File 2-31202) with the SEC on December 30 seeking registration of 200,000 shares of common stock, of which 125,000 are to be offered for public sale by the company and 75,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Courts & Co., 11 Marietta St., N. W., Atlanta, Ga. 30303; the offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to Courts & Co., for \$100, three-year warrants to purchase 10,000 shares.

The company manufactures popular priced casual and play footwear (tennis shoes, sneakers, basket ball shoes, and boat and deck shoes). Of the net proceeds of its sale of additional stock, \$90,000 will be used for down payments on the \$375,000 purchase price of new production equipment; the balance of the proceeds will be used to provide a portion of the funds needed for the construction of a new manufacturing plant and office for the company (the cost of which is estimated at from \$2.7 to \$2.9 million) in north Dade County, Fla. The company now has outstanding 700,000 common shares, of which David Egozi, president, and Eugene D. Ramos, treasurer, own 50% each. Each proposes to sell 37,500 shares.

**NATIONAL LITHOGRAPHERS FILES FOR OFFERING AND SECONDARY.** National Lithographers & Publishers, Inc., 7700 N. W. 37th Avenue, Miami, Fla. 33147, filed a registration statement (File 2-31203) with the SEC on December 30 seeking registration of 200,000 shares of common stock, of which 150,000 are to be offered for public sale by the company and 50,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Dooly, Gerrish & Co., Inc., 604 Ingraham Bldg., Miami, Fla.; the offering price (\$8 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriters \$18,000 for expenses, and to sell to the Dooly firm, for \$100, five-year warrants to purchase 10,000 shares, exercisable after one year at the offering price.

The company is engaged in the multi-color offset lithography business. Of the net proceeds of its sale of additional stock, \$350,000 will be used to retire all outstanding secured installment indebtedness and \$35,000 to retire short-term bank notes; \$400,000 will be used for purchase and installation of an additional four-color offset press and \$85,000 for the purchase and installation of other equipment; the balance will be added to working capital. The company has outstanding 350,000 common shares, with a \$1.07 per share book value, owned in equal amounts by Charles M. Leavy, president and board chairman, and Gene Posner, secretary. Each proposes to sell 25,000 shares.

**MEDIA CREATIONS TO SELL STOCK.** Media Creations, Ltd., 9399 Wilshire Blvd., Beverly Hills, Calif., filed a registration statement (File 2-31204) with the SEC on December 30 seeking registration of 280,000 shares of common stock, to be offered for public sale through underwriters headed by Shaskan & Co., Inc., 67 Broad St., New York, N. Y. 10004. The offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment. The Shaskan firm loaned the company \$60,000, for which it received a 6% debenture convertible into 40,000 common shares at a conversion price of \$1.50 per share; and that firm also will receive \$25,000 for expenses. The company will pay an additional \$80,000 to First Consolidated Corporation for its services as a finder.

Organized on December 19, the company intends to acquire and operate companies engaged in the fields of commercial exploitation of musical compositions and film production and distribution primarily for television. The primary purpose of its proposed stock offering is to furnish the company with funds to meet initial payments required to consummate the acquisition of the capital stock or assets of three corporations engaged in different phases of the film production for television or other uses: Wakeford-Orloff, Inc., J. H. Film Services, Inc., and Manchester Color Labs., Inc.; the acquisition of a fourth company, Music Promotions Limited, will be accomplished through the issuance, as a down payment of 140,000 common shares (of a total of 259,000 to be so issued). The company now has outstanding 259,000 common shares, issued upon its organization at 1¢ per share and held by management officials. Barry Philip Epstein is board chairman and chief executive officer and Richard M. Adler is president.

**SAMSON INTERNATIONAL TO SELL STOCK.** Samson International Corporation, 121 East 18th St., New York, N. Y. 10003, filed a registration statement (File 2-31205) with the SEC on December 30 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$12 per share. The offering is to be made through Tessell, Paturick & Ostrau, Inc., 61 Broadway, New York, N. Y. 10006, which will receive a \$1.20 per share commission. The company has agreed to sell the underwriter, for \$1,000, 11-year warrants for the purchase of 10,000 shares, exercisable after one year at \$12 per share.

The company (formerly The M. I. Schwartz Co. Inc.) is primarily engaged in the business of custom designing and building, on a contract basis, interiors for commercial establishments, institutions, and governmental agencies including hotels, motels, restaurants, schools, nursing homes, military installations and industrial plants. It also is engaged in designing and furnishing retail supermarkets. Of the net proceeds of its stock sale, \$275,000 will be used to repay short-term borrowings which were used to meet normal operating expenses including salaries and overhead and which are guaranteed by Milton I. Schwartz, president and board chairman; \$300,000 will be used to equip and open additional vocational trade schools; and the balance will be added to working capital to be used for general corporate purposes. In addition to indebtedness, the company has outstanding 325,007 common shares (with a \$1.70 per share book value), of which Schwartz owns 59.9% and management officials as a group 84%. Purchasers of the shares being registered will acquire a 26% stock interest in the company for an investment of \$1,320,000; they will sustain an immediate dilution of \$8.18 in the net tangible book value per share acquired.

**RAM-HART SYSTEMS TO SELL STOCK.** Ram-Hart Systems, Inc., 6430 Hillcroft, Houston, Tex. 77036, filed a registration statement (File 2-31206) with the SEC on December 30 seeking registration of 200,000 shares of common stock, to be offered for public sale through underwriters headed by S.R.H. Securities Corp. The offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment. The underwriter also will receive \$30,000 for expenses; and the company has agreed to sell it, for \$200, five-year warrants for the purchase of 20,000 shares.

The company and its subsidiaries hold franchises for limited menu, quick service eat-in and take-out restaurants granted by Roy Rogers Western Foods, Inc., for the states of Texas, Arizona, Nevada and New Mexico, for certain counties in Northern California, and for the counties of Nassau, Suffolk, Queens and Kings on Long Island in the State of New York. Of the net proceeds of its stock sale, \$702,500 will be used to retire debenture and other indebtedness the proceeds of which were used, and will be used, to finance construction of units and to pay for the company's new offices and operating expenses, including salaries. The balance of the proceeds will be added to working capital and may be used to pay costs relating to the lease or purchase of property locations and for construction of units on those locations. In addition to indebtedness, the company has outstanding 650,000 common shares (with a 54¢ per share book value), of which W. Lawrence Hartzog, president, owns 31.1%, James R. Ramsey, executive vice president, 22.2%, and management officials as a group 80.2%. Purchasers of the shares being registered will sustain an immediate dilution of \$8.13 in the book value per share acquired.

**FREEDOM HOLDING FILES.** Freedom Holding Corporation, 211 East 3d South, Salt Lake City, Utah 84111, filed a registration statement (File 2-31208) with the SEC on December 30 seeking registration of 600,000 shares of Class A stock, to be offered for public sale at \$5 per share. The offering is to be made through Universal Securities, Inc., of the Salt Lake address, which will receive a 75¢ per share commission. The statement also includes additional Class A shares underlying certain warrants and options, shares offered to persons from whom the company acquired stock of another insurance company, and shares issuable upon conversion of debentures.

The company was formed in 1964 to engage in the life insurance and related businesses through the acquisition of all or a majority of the outstanding stock of existing or newly formed companies and other businesses. In 1966 it acquired 95% of the stock of Freedom National Life Insurance Company, a Utah corporation. Recently, it acquired, as an investment, 60,274 shares of the common stock of Washington Preferred Life Insurance Company, a Washington corporation; and it also owns all the outstanding stock of Freedom Planning Corporation, which operates as an insurance agency for the Insurance Company, and all of the outstanding stock of Universal Securities, Inc., the underwriter. Of the net proceeds of its stock sale, \$700,000 is to be used for the purchase of additional stock of Insurance Company to provide it with additional capital; up to an additional \$1,100,000 may be used for such purpose or, alternatively, to purchase stock of other companies; and the balance for the purchase of additional stock of Washington Preferred Life, Freedom Planning and Universal Securities, and for other corporate purposes. James A. Watson is president of the company and of the Insurance Company.

**WILSON LEASING TO SELL STOCK.** Wilson Leasing Company, 3550 West Peterson Avenue, Chicago, Ill. 60645, filed a registration statement (File 2-31209) with the SEC on December 30 seeking registration of 125,000 Common A shares, to be offered for public sale through underwriters headed by The Illinois Company, Inc., 135 S. LaSalle St., Chicago, Ill. The offering price (\$11 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the business of leasing automobiles, trucks and other types of machinery and equipment, including manufacturing and data processing equipment. Of the net proceeds of its stock sale, \$101,250 (plus dividend accruals) will be used to redeem 101 of 236 outstanding shares of \$1000 par preferred and \$96,664 to retire all or a substantial portion of existing debt to certain officers; \$175,000 will be used for the anticipated purchase of an automobile leasing company; and the balance will be used to acquire additional equipment for leases. In addition to indebtedness, the company has outstanding 190,000 Common B shares, of which Lawrence S. Wilson, president, owns 50%, Milton Wilson, board chairman, 25% and Sylvia Wilson 25%.

**ITEM HOUSE OF MINNEAPOLIS FILES.** Item House of Minneapolis, Inc., 400 First Avenue North, Minneapolis, Minn. 55401, filed a registration statement (File 2-31200) with the SEC on December 27 seeking registration of 100,000 common shares, to be offered for public sale at \$2.75 per share. No underwriting is involved.

The company was organized in February 1968 by Sanford Inc., which received 225,000 shares of its stock in payment for which it transferred to the company an inventory of promotional items having a cost basis to Sanford of \$25,014; it is engaged in the purchase and sale of "promotional items," including such items as men's turtle neck shirts and women's grub shirts. Net proceeds of its stock sale will be used to augment the company's working capital, to finance the purchase of additional inventory, and for related corporate purposes. The book value of the 225,000 outstanding shares is 13¢ per share. Harold D. Hartman is president.

**ELECTROGEN INDUSTRIES SUSPENSION CONTINUED.** The SEC has ordered the suspension of over-the-counter trading in the securities of ElectroGen Industries, Inc., and also any trading in its securities under the name of American Lima Corporation, for the further ten-day period January 7-16, 1969, inclusive.

**FOUR STOCK PLANS FILED.** The following companies have filed Form S-1 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock purchase and related plans: The New York Times Company, New York 10036 (File 2-31192) - 300,000 shares  
E-H Research Laboratories, Inc., Oakland, Calif. (File 2-31199) - 20,000 shares  
Foodarama Supermarkets, Inc., Freehold, N. J. (File 2-31207) - 40,000 shares  
U. S. Plywood-Champion Papers, Inc., New York 10017 (File 2-31225) - 60,000 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 (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 January 2 News Digest.

Crystal Mountain Inc Nov 68 (7)	0-2374-2	Phila Suburban Water Co Nov 68 (12)	0-952-2
Molybdenum Corp of America Nov 68 (12,13)	1-1844-2	Central Louisiana Electric Co Inc Nov 68 (7,13)	1-5663-2
Pittsburgh Steel Co Dec 68 (2,11,13)	1-196-2	Crown Central Petroleum Corp Nov 68 (8)	1-1059-2
Western Air Lines Inc Nov 68 (7)	1-1521-2	Algemene Kunstzijde Unie NV (United Rayon Mfg Corp) (6K) Nov 68	1-3774-2
American Controlled Industries Inc Nov 68 (11)	1-1619-2	Atlantic Richfield Co Nov 68(7, 12)	1-1196-2
Jim Walter Corp Nov 68 (12,13)	1-4868-2	Great Eastern Management Corp Amdt # 1 to 8K for Mar 68 (13)	2-26770-2
Sunair Electronics Inc Nov 68(12)	1-4334-2	" " " " " June 68 (13)	2-26770-2
Work Wear Corp Nov 68 (7)	1-4784-2	" " " " " Aug 68 (13)	2-26770-2
Holiday Inns of America Inc Nov 68 (11,12)	1-4804-2	Comstock-Keystone Mining Co Amdt 8K for Nov 68 (2,7,10,11)	1-2250-2
Loew's Theatres Inc	1-4204-2		
Pacific Gas Transmission Co Dec 68 (12,13)	1-4946-2		
Midwest Oil Corp Dec 68 (13)	1-3652-2		
Sunset House Nov 68 (11,13)	1-5285-2		

**SECURITIES ACT REGISTRATIONS. Effective January 3:** General Testing Laboratories, Inc., 2-30255 (90 days); The Jaffee Fund, Inc., 2-29726 (90 days); Marshall Electronics Co., 2-29579 (90 days); Pennsylvania Power & Light Co., 2-30918.

**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.